

Notice



TVS Electronics Limited

Regd. Office: 249-A, Ambujammal Street, Off TTK Road, Alwarpet, Chennai - 600018
Ph.: +91-44-4200 5200 Fax : +91-44-22257577 CIN: L30007TN1995PLC032941, Website: www.tvs-e.in

NOTICE TO THE MEMBERS

NOTICE is hereby given that the Twenty fourth 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 Saturday, August 10, 2019 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 March 31, 2019, 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 March 31, 2019 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 August 3, 2019.”

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

“RESOLVED THAT Mr. R S Raghavan (DIN:00260912) 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:

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 2019-20 in terms of Section 148 of the Companies Act, 2013 read with the Rule 14 of the Companies (Audit and Auditors) Rules 2014, be and is hereby ratified”.

5. Appointment of Mr. K Balakrishnan as an Independent Director of the Company

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

“RESOLVED THAT pursuant to the provisions of sections 149, 150, 152 and other applicable provisions, if any, of the Companies Act, 2013 (Act) and the Rules framed thereunder, read with Schedule IV to the Act, as amended from time to time, Mr. K Balakrishnan (DIN:00722447), a Non-Executive Independent Director of the Company who was appointed by the Board of Directors on August 9, 2018, who has submitted a declaration that he meets the criteria for independence as provided in section 149(6) of the Act and Regulation 16(1)(b) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, be and is hereby appointed as an Independent Director of the Company not liable to retire by rotation, to hold office for a term of five consecutive years from August 9, 2018 to August 8, 2023.

6. Appointment of Dr. V Sumantran as an Independent Director of the Company

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

“RESOLVED THAT pursuant to the provisions of sections 149, 150, 152 and other applicable provisions, if any, of the Companies Act, 2013 (Act) and the Rules framed thereunder, read with Schedule IV to the Act, as amended from time to time, Dr. V Sumantran (DIN: 02153989), a Non-Executive Independent Director of the Company who was appointed by the Board of Directors on August 9, 2018, who has submitted a declaration that he meets the criteria for independence as provided in section 149(6) of the Act and Regulation 16(1)(b) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, be and is hereby appointed as an Independent Director of the Company not liable to retire by rotation, to hold office for a term of five consecutive years from August 9, 2018 to August 8, 2023.

7. Appointment of Mrs. Subhasri Sriram as an Independent Director of the Company

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

“RESOLVED THAT pursuant to the provisions of sections 149, 150, 152 and other applicable provisions, if any, of the Companies Act, 2013 (Act) and the Rules framed thereunder, read with Schedule IV to the Act, as amended from time to time, Mrs. Subhasri Sriram (DIN: 01998599), a Non-Executive Independent Director of the Company who was appointed by the Board of Directors on February 7, 2019, who has submitted a declaration that she meets the criteria for independence as provided in section 149(6) of the Act and Regulation 16(1)(b) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, be and is hereby appointed as an Independent Director of the Company not liable to retire by rotation, to hold office for a term of five consecutive years from February 7, 2019 to February 6, 2024.

By Order of the Board

Place: Chennai
Date: May 11, 2019

SRILALITHA GOPAL
Managing Director
DIN: 02329790

Registered Office:
249-A, Ambujammal Street,
Off TTK Road, Alwarpet,
Chennai-600018

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. During the period beginning 24 hours before the time fixed for commencement of AGM and ending with the conclusion of the AGM, a Member is entitled to inspect the Proxies lodged, at any time during the business hours of the Company.
6. 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.
7. The Company does not have any unclaimed dividend amount which has fallen due for transfer to Investor Education and Protection Fund (IEPF).
8. 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.
9. 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.
10. 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.
11. Members holding shares in electronic form are requested to advice 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.

Notice

12. 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.
13. 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.
14. Members / Proxies attending the meeting should submit the duly signed attendance slip at the entrance of the Hall to attend the meeting.
15. Corporate members intending to send their authorised representatives to attend the Meeting 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.
16. 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.
17. 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 9th August, 2019.
18. As per the provisions of Companies Act, 2013, nomination facility is available for members holding shares in physical form. The nomination forms can be obtained from the Company's Share Transfer Agents. In respect of members holding shares in electronic form, the forms may be obtained from the Depository Participant with whom they are maintaining their demat account.
19. The Securities and Exchange Board of India (SEBI) vide its circular dated 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 alternative Members are requested to submit a copy of bank passbook / statement attested by the bank. Members holding shares in demat form are requested to submit the aforesaid information to their respective Depository Participant.
20. **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 24th Annual General Meeting.
 - (b) **Voting rights** will be reckoned on the basis of the number of shares registered in the names of the members / beneficial owners **as on the cut-off date** fixed for this purpose, viz., **Saturday, August 3, 2019**. 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 physical ballot process in 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 despatch of Notice and hold shares as on August 3, 2019 may obtain the User ID and Password for e-voting by sending an e-mail, intimating DP ID and Client ID / Folio No. to raman@scl.co.in or Member may send an e-mail request to evoting@nsdl.co.in or can vote through Ballot Paper distributed at the venue of AGM.

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 – 24th 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 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

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- 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 Wednesday, 7th August 2019 at 10.00 am and ends on Friday, 9th August, 2019 at 5.00 pm. During this period, members holding shares as on Saturday, August 3, 2019 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 3rd August, 2019 shall only be entitled for availing the Remote E-Voting facility.
- (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 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 sclshares@gmail.com.
21. The profile of Directors seeking appointment forms integral part of the Notice. The Directors have furnished the requisite consent and declarations.

By Order of the Board

SRILALITHA GOPAL
Managing Director
DIN: 02329790

Place: Chennai
Date: May 11, 2019

Registered Office:
249-A, Ambujammal Street,
Off TTK Road, Alwarpet,
Chennai-600018

Notice

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 4

The Board of Directors of the Company, on the recommendation of the Audit Committee, at its meeting held on May 11, 2019, 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 2019-20. 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, 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 5 & 6

In order to further strengthen the Board of Directors with diverse experience to help the Company in its strategic initiatives, the Board of Directors based on the recommendation from Nomination and Remuneration Committee, at its meeting held on August 9, 2018, approved the appointment of the following Non Executive Independent Directors;

1. Mr. K Balakrishnan (DIN 00722447)
2. Dr. V Sumantran (DIN 02153989)

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 Consent Letters from Mr. K Balakrishnan and Dr. V Sumantran Independent Directors to act as Directors 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.

The Company now seeks the approval from the shareholders for the appointment of the proposed Independent Directors at Annual General Meeting of the Company not liable to retire by rotation, to hold office for a term of five consecutive years from August 9, 2018 to August 8, 2023.

A copy of the draft letter of appointment for Independent Directors, setting out the terms and conditions for the appointment of Independent Directors is available for inspection by the Members at the registered office of the Company during business hours on any working day up to the date of this Annual General Meeting and is also available on the website of the Company www.tvs-e.in.

Profiles of Independent Directors:

1. **Mr. K Balakrishnan** is currently the Co-Founder and CEO of a SaaS platform start-up Autonom8. Prior to this he was the Co-Founder, MD & CEO of Servion Global Solutions - a global Customer Experience Management (CEM) specialist. He continues to be on the Board of Servion. Mr. K Balakrishnan brings with him over 20 years of experience in the Customer interaction Management (CIM) domain, with specialized expertise in Telecom and IT.

He is an industry thought leader, having been associated with numerous large enterprises in the conceptualization and design of their Customer Experience Management Programs. He played a key role in the founding of Customer Service Excellence Foundation, a non-profit platform focused in improving customer service excellence in the country.

During the first decade of his career, Mr. K Balakrishnan wore many managerial hats in senior Product management / sales Positions. He worked for large Indian companies such as TVS Electronics and Max India, driving their account and channel management programs.

Mr. K Balakrishnan is also associated with several start-ups in the country and is currently on the Board of LaunchPad- the start-up accelerator program of Cisco.

Mr. K Balakrishnan holds a Bachelor's Degree in Electronics and Communication from National Institute of Technology at Surathkal (India).

2. **Dr. V Sumantran** is Chairman of Celeris Technologies and an advisor to several Fortune-100 organizations in autos, industrial equipment, defence, and aerospace. Dr. V Sumantran has also served as Special Advisor to Mr Carlos Ghosn, Chairman Renault-Nisan-Mitsubishi Alliance on alliance and global strategy. He is the co-author of the book 'Faster, Smarter, Greener: the Future of the Car and Urban Mobility' (www.fastersmartergreener.com) published by the MIT Press in 2017.

He was Executive Vice-Chairman of Hinduja Automotive, UK, the auto and manufacturing sector holding company of the Hinduja Group, as well as Vice Chairman of Ashok Leyland. Prior to this (2001-2005), he was the chief executive officer of TATA Motors' Car business in its formative years, reporting to Mr Ratan Tata. He led this business from a tentative start to become India's 2nd largest car manufacturer. Prior to joining TATAs, Dr. V Sumantran had a 16-year career with General Motors with their R&D operations in Detroit and subsequently served on deputation in Europe as Director-R&D at GM-Europe.

Dr. V Sumantran has served on the Science Advisory Council of the Prime Minister of India and the Scientific Advisory Committee to the Cabinet of the Indian Government. He was a member of the National Manufacturing Competitiveness Council and served as Chairman, National Defence Council of the Confederation of Indian Industry until 2013. He was President, Automotive Research Association of India (the national vehicle testing and homologating authority) and Co-Chairman of the Engineering Services Division of NASSCOM – India's industry body for software and engineering. He was nominated as Distinguished Visiting Professor of the Indian Institute of Technology, Madras and serves as Adjunct Professor at MIT-MISI.

Dr. V Sumantran possesses a Doctorate degree in Aerospace Engineering (Princeton & Virginia Tech) and a Master's degree in Management of Technology. He is a Distinguished Alumnus of the Indian Institute of Technology, Madras. He is a Fellow of the Indian National Academy of Engineers and a Fellow of the Society of Automotive Engineers (SAE) International. He served on the Board of SAE International and was Editor, SAE Transactions between 1994 and 2000.

None of the Directors or Key Managerial Personnel and their relatives, are concerned or interested (financially or otherwise) in these Resolutions.

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

The Board recommends the Ordinary Resolution set out at Item no. 5&6 for the approval of Members.

Item 7

In order to further strengthen the Board of Directors with diverse experience to help the Company in its strategic initiatives, the Board of Directors based on the recommendation from Nomination and Remuneration Committee, at its meeting held on February 7, 2019, approved the appointment of Mrs. Subhasri Sriram as Non-Executive Independent Director for a period of 5 years from February 7, 2019 upto February 6, 2024.

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 Consent Letter from Mrs. Subhasri Sriram Independent Director to act as 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.

Profile of Mrs. Subhasri Sriram:

Mrs. Subhasri Sriram has over 25 years of professional experience, including 19 years in the Shriram Group's Financial Services businesses. She is currently the Director on the Board of Take Solutions Ltd (as ED and CFO) and previously served as ED & CFO of Shriram City Union Finance Limited.

She has handled many critical assignments related to implementing new organizational structures, improving business processes, raising several rounds of equity from marquee investors across the globe and in raising external commercial borrowings.

Notice

She has won the “Best Performing CFO in the NBFC Sector” for 2013 at the 8th edition of the awards instituted by a leading business television channel CNBC TV18 and in 2016, she was also chosen as one of the most influential CFOs in India by CIMA.

Mrs. Subhasri Sriram is a Fellow Member of the Institute of Cost and Management Accountants of India and Institute of Company Secretaries of India.

Her appointment shall further strengthen the Board and also the Company shall comply with the provisions of Act and SEBI (LODR) Regulations, 2015 in regards to composition of Board of Directors by having at least half of the Board of Directors as Independent Directors.

The composition of the Board of Directors as on the date of this notice are as follows;

<u>Non Independent Directors</u>	<u>Independent Directors</u>
Mr. Gopal Srinivasan	Mr. M F Farooqui
Mrs. Srilalitha Gopal	Mr. M Lakshminarayan
Mr. D Sundaram	Mr. K Balakrishnan
Mr. R S Raghavan	Dr. V Sumantran
	Mrs. Subhasri Sriram

A copy of the draft letter of appointment for Independent Directors, setting out the terms and conditions for the appointment of Independent Directors is available for inspection by the Members at the registered office of the Company during business hours on any working day up to the date of this Annual General Meeting and is also available on the website of the Company www.tvs-e.in.

None of the Directors or Key Managerial Personnel and their relatives, are concerned or interested (financially or otherwise) in this Resolution.

The information of Director proposed in the resolution are furnished in Annexure A.

The Board recommends the Ordinary Resolution set out at Item no. 7 for the approval of Members.

By Order of the Board

SRILALITHA GOPAL
Managing Director
DIN: 02329790

Place: Chennai
Date: May 11, 2019

Registered Office:
249-A, Ambujammal Street,
Off TTK Road, Alwarpet,
Chennai-600018

Annexure A to the Explanatory Statement: Encl

Name of Director	Mr R S Raghavan	Mr. K Balakrishnan	Dr. V Sumantran	Mrs Subhasri Sriram
DIN	00260912	00722447	02153989	01998599
Age	64 Years	55 Years	61 Years	50 Years
Qualification	Chartered Accountant, Cost Accountant and Company Secretary	Bachelor's Degree in Elec-tronics and Communication from National Institute of Technology at Surathkal (India).	Doctorate degree in Aer-ospace Engineering (Princeton & Virginia Tech) and a Master's degree in Management of Technology	Cost Accountant and Company Secretary. Alumnus of the Indian Institute of Technology, Madras
Experience and exper-tise	Finance professional with more than 35 years' expe-rience in the manufactur-ing and financial services industry.	20 years of experience in the Customer interaction Management (CIM) do-main, with specialized ex-pertise in Telecom and IT.	Advisor to several for-tune 100 organisations in autos, industrial equip-ment, defence and aero-space.	25 years of professional experience, including 19 years in the Shriram Group's Financial Services businesses.
Remuneration	Entitled to Sitting Fee only	Entitled to Sitting Fee only	Entitled to Sitting Fee only	Entitled to Sitting Fee only
Date of first Appoint-ment on the Board of the Company	May 4, 2016	August 9, 2018	August 9, 2018	February 7, 2019
Shareholding in TVS Electronics Limited	Nil	Nil	Nil	Nil
Remuneration last drawn	Refer to Report on Corpo-rate Governance.	Refer to Report on Corpo-rate Governance.	Refer to Report on Cor-porate Governance.	Refer to Report on Cor-porate Governance.
Number of Meetings of the Board attended during the year	4 out of 4	3 out of 3	2 out of 3	1 out of 1
List of Directorship held in other listed companies	NIL	NIL	UCAL fuel systems lim-ited - Independent Direc-tor Rane Holdings Limited - Independent Director	TAKE Solutions Limited - ED & CFO
Membership / Chair-manship in Committees of other listed compa-nies as on date	NIL	NIL	UCAL fuel systems lim-ited- Audit Committee and NRC-Member Rane Holdings Limited- Audit Committee and NRC-Member	NIL



TVS ELECTRONICS LIMITED

Regd. Office: No.249-A, Ambujammal Street, Off TTK Road, Alwarpet, Chennai – 600 018.
CIN:L30007TN1995PLC032941, Email: investorservices@tvs-e.in Phone: 044- 42005200, 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 24TH ANNUAL GENERAL MEETING of the Company held on Saturday, August 10, 2019 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 3rd August, 2019

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



TVS ELECTRONICS LIMITED

Regd. Office: No.249-A, Ambujammal Street, Off TTK Road, Alwarpet, Chennai – 600 018.
CIN:L30007TN1995PLC032941, Email: investorservices@tvs-e.in Phone: 044- 42005200, Fax: 044- 2825 7121

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 :

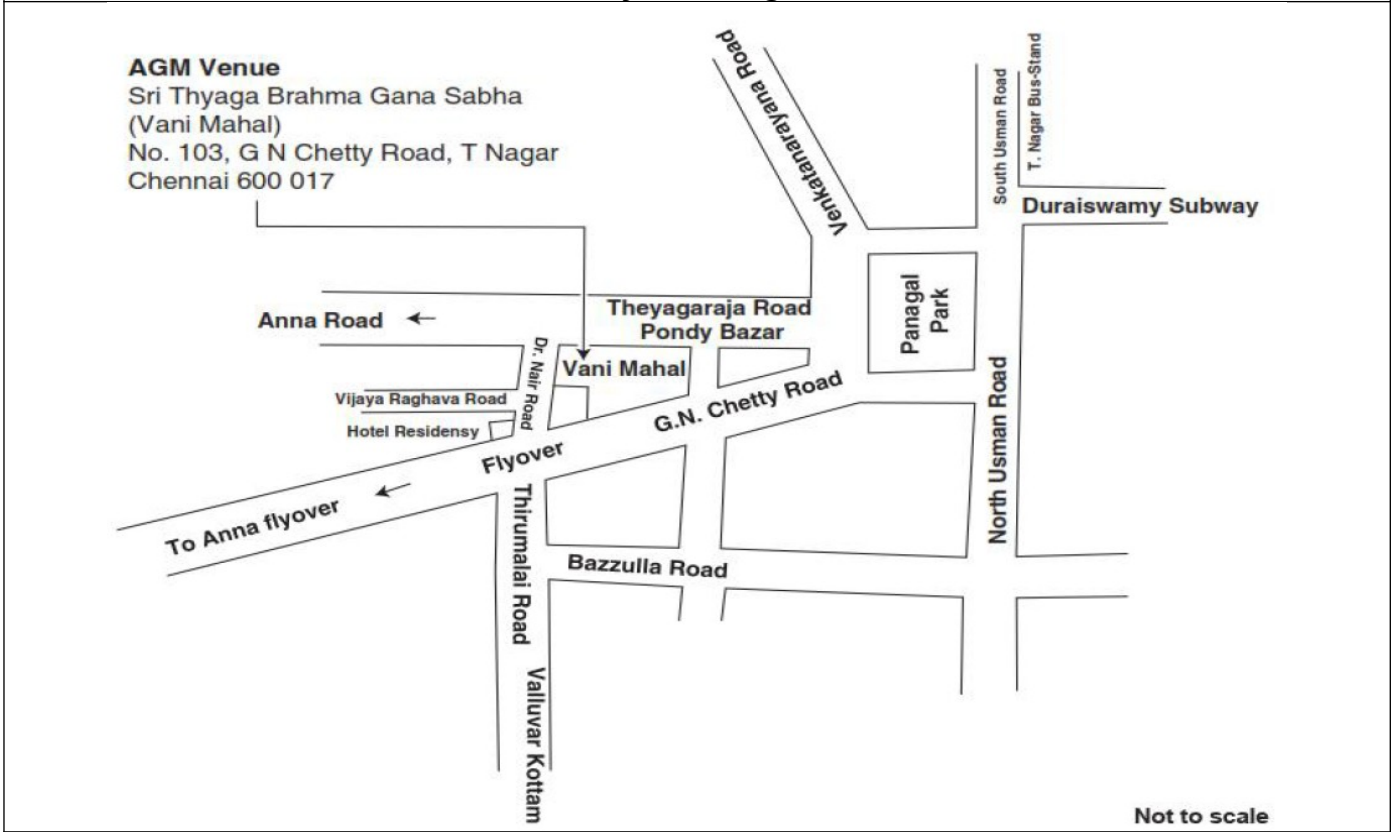
I/We being the member(s) holding _____ Equity shares of TVS ELECTRONICS LIMITED, hereby appoint:

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 24TH ANNUAL GENERAL MEETING of the Company held on Saturday, August 10, 2019 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 Saturday, 10th August, 2019 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, 2019		
2) Declaration of Dividend for the financial year ended 31 st March, 2019		
3) Re-appointment of Mr. R S Raghavan as Director who retires by rotation		
Special Business		
4) Ratification of Cost Auditor's Remuneration		
5) Appointment of Mr. K Balakrishnan as an Independent Director of the Company		
6) Appointment of Dr. V Sumantran as an Independent Director of the Company		
7) Appointment of Mrs. Subhasri Sriram as an Independent Director of the Company		

Signed this day of 2019

Signature of shareholder(s)

Signature of proxy holder(s)

Affix Revenue Stamp

Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.