



4th April , 2025

**BSE Limited
Phiroze Jeejeebhoy
Towers Dalal Street
Mumbai - 400 001**

Scrip Code - 532513

**National Stock Exchange of India Limited
Exchange Plaza, 5th Floor
Plot No. C/1, G Block
Bandra - Kurla Complex Bandra (E)
Mumbai - 400 051.**

Scrip Symbol - TVSELECT

Dear Sir / Madam,

Sub: Outcome of Meeting of Equity Shareholders convened and held on Friday, 4th April, 2025 as per the directions of the Hon'ble National Company Law Tribunal, Chennai Bench

Ref: Notice of meeting of Equity Shareholders dated 28th February, 2025

We wish to inform you that the Meeting of Equity Shareholders convened as per the directions of the Hon'ble National Company Law Tribunal, Chennai Bench was held on **Friday, 4th April, 2025 at 10:00 hrs (IST) through Video Conference (VC) / Other Audio Visual Means (OAVM).**

In this regard, we furnish the following :

1. Summary of the proceedings of the Meeting of Equity Shareholders (**Regulation 30**) of SEBI (LODR) Regulations, 2015 -*Annexure-1*
2. Voting Results of remote e-voting and e-voting at the meeting (**Regulation 44**) of SEBI (LODR) Regulations, 2015 - *Annexure-2*
3. Scrutinizer Report on remote e-voting and e-voting at the meeting dated 4th April, 2025. - *Annexure-3*

The above are also being uploaded on the website of the Company www.tvs-e.in .

The meeting of Equity Shareholders concluded at 10:30 am.

We request you to take the above on record and note the compliance under relevant regulations of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

For TVS Electronics Limited

K Santosh

Company secretary

TVS Electronics Limited

"Arihant E-Park", No.117/1, 9th Floor, L.B. Road, Adyar, Chennai – 600 020. Tel.: +91-44-42005200
Registered Office: 2nd Floor, No.119, St. Mary's Road, Abhiramapuram, Chennai- 600 018
Corporate Identity Number: L30007TN1995PLC032941
E-mail id: webmaster@tvs-e.in Website: www.tvs-e.in



Annexure -1

Summary of proceedings of NCLT Convened Meeting of Equity Shareholders

The Meeting of the equity shareholders of **TVS Electronics Limited** convened by the Hon'ble National Company Law Tribunal, Chennai Bench ('NCLT') was held on **Friday, 4th April, 2025** through video conferencing (VC) / Other Audio Visual Means (OAVM) at **10:00 hrs (IST)** ('meeting') for approving the Scheme of Amalgamation of TVS Investments Private Limited with and into TVS Electronics Limited and their respective shareholders ('Scheme')

Mr. K Santosh Company Secretary of TVS Electronics Limited, welcomed the members to the meeting. He informed that all documents for inspection mentioned in notice convening the meeting are available for inspection and the proceedings of the meeting will be made available on the website of the Company. He introduced Mr. F Raymond Albyness, Advocate, Chairman appointed by NCLT for the meeting and Mr. V Sriram Ananth, Advocate, who has been appointed as Scrutinizer for this meeting by the NCLT. Mr.K Santosh then handed over the proceedings to the Chairman.

Mr. F Raymond Albyness, Advocate, and Chairman appointed by NCLT, chaired the meeting. He informed that in accordance with the NCLT order dated 18th February, 2025, Notice of this Meeting along with annexures were sent by e-mail to all members whose e-mail IDs were registered with the Company and physical copies by Registered Post to other members on 1st March 2025. Public notices were also issued in the newspapers Business Line (English) and Hindu Tamizh Thisai (Tamil) on 2nd March 2025, in compliance with the NCLT order.

Upon ascertaining that the requisite quorum was present, the Chairman called the meeting to order.

The Chairman welcomed the members and recognised the presence of Mrs. Srilalitha Gopal, Managing Director of TVS Electronics Limited, Mr. R S Raghavan, Non-Executive Non Independent Director of TVS Electronics Limited, Mr. A Kulandai Vadivelu, Chief Financial Officer of TVS Electronics Limited, Mr. Krishna Ramachandran, Mr. R Jagannathan and Mr. S Ravikrishnan, Special Officers of TVS Investments Pvt Ltd. He further recognized the presence of Statutory Auditors, Secretarial Auditors, Scrutinizer appointed by NCLT for the meeting. It was then informed that the other Directors had expressed their inability to attend the meeting due to their professional pre-occupations.

At the behest of the Chairman, the Management explained the rationale, benefits and impact of the scheme and thereafter proceeded to address the queries on the scheme and any other clarifications sought by Members, who had registered as speakers.

The Chairman informed the members that in compliance with Companies Act, 2013 (Sec. 108), that the Company had engaged National Securities Depository Limited to provide remote e-voting facility and e-voting at the meeting to cast vote electronically, on resolution set forth in the Notice convening the meeting of equity shareholders and enable members to participate in the meeting electronically. The Chairman informed that remote e-voting opened on 1st April, 2025 at 9.00 AM (IST) and ended on 3rd April, 2025 at 5.00 PM (IST) and members who did not exercise their vote by remote e-voting can cast their vote at the meeting. He then informed that the E-voting will remain open for further 30 minutes from the end of the meeting.

The following business set out in Notice convening the Meeting was put for voting:

TVS Electronics Limited

"Arihant E-Park", No.117/1, 9th Floor, L.B. Road, Adyar, Chennai – 600 020. Tel.: +91-44-42005200
Registered Office: 2nd Floor, No.119, St. Mary's Road, Abhiramapuram, Chennai- 600 018
Corporate Identity Number: L30007TN1995PLC032941
E-mail id: webmaster@tvs-e.in Website: www.tvs-e.in



“Approval of the Scheme of Amalgamation of TVS Investments Private Limited (“Transferor Company”) with and into TVS Electronics Limited (“Transferee Company”) and their respective shareholders (‘Scheme’)”

The Chairman announced that upon completion of e-voting at the meeting, the report of the scrutinizer along with voting results would be duly declared and disclosed to Stock Exchanges and on the website of the Company.

The meeting was declared as concluded at 10:30 hrs (IST)

TVS Electronics Limited

“Arihant E-Park”, No.117/1, 9th Floor, L.B. Road, Adyar, Chennai – 600 020. Tel.: +91-44-42005200
Registered Office: 2nd Floor, No.119, St. Mary’s Road, Abhiramapuram, Chennai- 600 018
Corporate Identity Number: L30007TN1995PLC032941
E-mail id: webmaster@tvs-e.in Website: www.tvs-e.in

TVS Electronics Limited - NCLT Convened Meeting of Equity Shareholders - Voting Results

| | | | | | | | | |
|--------------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------------------------|--------------------------------|------------------------------------------------------------------|-------------------------------------|--------------------------------------|------------------------------------------------------|----------------------------------------------------|
| Date of the meeting | April 04, 2025 | | | | | | | |
| Total number of Shareholders on record date | 42,777 | | | | | | | |
| No. of shareholders present in the meeting either in person or through proxy: | - | | | | | | | |
| Promoters and Promoter Group: | - | | | | | | | |
| Public: | - | | | | | | | |
| No. of Shareholders attended the meeting through Video Conferencing | 59 | | | | | | | |
| Promoters and Promoter Group: | 3 | | | | | | | |
| Public: | 56 | | | | | | | |
| Voting by all equity shareholders including promoter and promoter group | | | | | | | | |
| Resolution required : (Ordinary / Special / Requisite majority) | Requisite majority | | | | | | | |
| Whether Promoter / Promoter group are interested in the agenda / resolution: | Yes | | | | | | | |
| Description of resolution required | Approve Scheme of Amalgamation between TVS Investments Private Limited with and into TVS Electronics Limited and their respective shareholders - Voting by all including promoter and promoter group. | | | | | | | |
| Category | Mode of Voting | No. of Shares Held (1) | No. of Votes Polled (2) | % of Votes Polled on Outstanding shares (3)=[(2)/(1)]*100 | No. of Votes - in favour (4) | No. of Votes - in against (5) | % of Votes in favour Polled (6)=[(4)/(2)]*100 | % of Votes against Polled (7)=[(5)/(2)]*100 |
| Promoter and Promoter Group | E-Voting | 1,11,72,743 | - | - | - | - | - | - |
| | Poll | | - | - | - | - | - | |
| | Postal Ballot (if applicable) | | - | - | - | - | - | |
| Public - Institutions | E-Voting | 8,742 | - | - | - | - | - | - |
| | Poll | | - | - | - | - | - | |
| | Postal Ballot (if applicable) | | - | - | - | - | - | |
| Public - Non Institutions | E-Voting | 74,68,833 | 16,28,266 | 21.80% | 16,28,265 | 1 | 99.99% | 0.00% |
| | Poll | | - | - | - | - | - | |
| | Postal Ballot (if applicable) | | - | - | - | - | - | |
| Total | | 1,86,50,318 | 16,28,266 | 8.73% | 16,28,265 | 1 | 99.99% | 0.00% |

Date: 04.04.2025

Place: Chennai

For TVS Electronics Limited

K Santosh
Company Secretary

TVS Electronics Limited - NCLT Convened Meeting of Equity Shareholders - Voting Results

Voting by all equity shareholders (excluding promoter/promoter group) as required under Part 1(A)(10)(b) of the SEBI Master Circular dated June 20, 2023

| Resolution required : (Ordinary / Special / Requisite majority) | Requisite majority | | | | | | | |
|-------------------------------------------------------------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------------|-------------------------|-----------------------------------------------------------|------------------------------|-------------------------------|-----------------------------------------------|---------------------------------------------|
| Whether Promoter / Promoter group are interested in the agenda / resolution: | Yes | | | | | | | |
| Description of resolution required | Approve Scheme of Amalgamation between TVS Investments Private Limited with and into TVS Electronics Limited and their respective shareholders - Voting by all excluding promoter and promoter group | | | | | | | |
| Category | Mode of Voting | No. of Shares Held (1) | No. of Votes Polled (2) | % of Votes Polled on Outstanding shares (3)=[(2)/(1)]*100 | No. of Votes - in favour (4) | No. of Votes - in against (5) | % of Votes in favour Polled (6)=[(4)/(2)]*100 | % of Votes against Polled (7)=[(5)/(2)]*100 |
| Promoter and Promoter Group | E-Voting | - | - | - | - | - | - | - |
| | Poll | | - | - | - | - | - | |
| | Postal Ballot (if applicable) | | - | - | - | - | - | |
| Public - Institutions | E-Voting | 8,742 | - | - | - | - | - | - |
| | Poll | | - | - | - | - | - | |
| | Postal Ballot (if applicable) | | - | - | - | - | - | |
| Public - Non Institutions | E-Voting | 74,68,833 | 16,28,266 | 21.80% | 16,28,265 | 1 | 99.99% | 0.00% |
| | Poll | | - | - | - | - | - | |
| | Postal Ballot (if applicable) | | - | - | - | - | - | |
| Total | | 74,77,575 | 16,28,266 | 21.77% | 16,28,265 | 1 | 99.99% | 0.00% |

Date: 04.04.2025

For TVS Electronics Limited

Place: Chennai

K Santosh
Company Secretary

V.Sriram Ananth B.A.B.L.(Hons)
Advocate,
Madras High Court

Office and Correspondence Address at :
"Old No.4, New No.13, Flat A, Block A, Malar
Flats, Babu Rajendra Prasad First Street,
West Mambalam, Chennai - 600 033

SCRUTINIZER'S REPORT
(Equity Shareholders of TVS Electronics Limited)

(Voting through remote e-voting / e-voting during the meeting, NSDL)

(Pursuant to the common order passed by the National Company Law Tribunal, Division
Bench- I, Chennai, dated February 18, 2025)

In the matter of scheme of Amalgamation between
TVS Investments Private Limited (First Applicant / Transferor Company)
And
TVS Electronics Limited (Second Applicant / Transferee Company)
And
Their Respective Shareholders

To,
Raymond Albyness F
Chairperson Appointed by the Hon'ble NCLT, Division Bench- I, Chennai
For the Equity Shareholders Meeting of TVS Electronics Limited
(Second Applicant / Transferee Company)

**Ref: Orders passed by NCLT, Division Bench- I, Chennai dated February 18, 2025 in
CA(CAA)/7(CHE)/2025 along with proposed Scheme of Amalgamation**

**Sub: Scrutinizer's Report for the meeting of Equity Shareholders of TVS Electronics Limited
which was convened through remote video conference mode on April 04, 2025 at 10:00 AM
through Zoom provided by NSDL as per the directions of the Hon'ble National Company Law
Tribunal, Chennai in the matter of Scheme of Amalgamation under Section 230-232 and other
relevant provisions of the Companies Act, 2013.**

Dear Sir,

1. **I, V. Sriram Ananth, Advocate** was appointed as a Scrutiniser for the meeting of the Equity Shareholders of TVS Electronics Limited by the National Company Law Tribunal, Chennai Bench ("NCLT" or "Tribunal") vide Order dated February 18, 2025 for the purpose of scrutinizing the e-voting on the resolution contained in the Notice of Meeting of Equity Shareholders of TVS Electronics Limited. The same was convened as per the directions in relation to the Hon'ble NCLT and other applicable provisions of the Companies Act, 2013.



V.Sriram Ananth B.A.B.L.(Hons)
Advocate,
Madras High Court

Office and Correspondence Address at :
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West Mambalam, Chennai - 600 033

2. The Company has ensured compliance with respect to the provisions of the Companies Act, 2013 and other relevant sub-ordinate legislation relating to remote e-voting through NSDL by the Equity Shareholders of the Company on the resolution contained in the notices. Further as a Scrutinizer, I have ensured that the e-voting process of the meeting is conducted in a fair and transparent manner and based on the auto generated Final Voting Report downloaded from my login in the e-voting website, I have prepared the report containing the total votes casted '*In favour*' and "*against*" on the said resolution.

I DO SUBMIT MY REPORT AS HEREUNDER:

3. In compliance with the above referred order dated 18 February 2025 passed by the Hon'ble NCLT, the Company has completed service and dispatch of notices along with the explanatory statement under Section 230 – 232 and Section 102 of the Companies Act, 2013 read with Rule 6 of the Companies Compromises, Arrangements and Amalgamations) Rule, 2016 setting out the facts and other relevant annexures including the Explanatory Statement etc to the Equity Shareholders of the Company through their registered email addresses and physical copies of the notice of the meeting to those whose email id's are not available with the Company and has also published the meeting advertisement in the website of the Company <http://www.tvs-e.in/> and website of the stock exchanges BSE Limited and National Stock Exchange of India Limited as well as in Hindu Business Line (All India Editions) (English), Hindu Tamil Thisai (Tamil Nadu Editions) (Tamil) newspapers on March 02, 2025. Such notices were also issued and despatched to the relevant statutory and regulatory authorities, which I have verified.
4. The Equity Shareholders as on Friday March 28, 2025 (cut-off date for Equity Shareholders) were entitled to vote on the resolution set out in the Notice through remote e-voting and voting at the meeting.
5. The voting period for remote e-voting commenced on Tuesday, April 1, 2025 at 09:00 a.m. (0900 hrs) IST and ended on Thursday, April 3, 2025 at 5:00 p.m. (1700 hrs) IST. The remote e-voting module was disabled by NSDL for remote e-voting thereafter.
6. The Equity Shareholders meeting was convened on Friday, April 4, 2025 at 10:00 AM by the directions of the orders referred above through Zoom.
7. The Company has also provided e-voting facility for those Equity Shareholders who had not cast their vote on the resolution earlier by availing the remote e-voting facility prior to the meeting. The said remote e-voting module was kept open for voting for a period of 30

Sriram Ananth B.A.B.L.

V.Sriram Ananth B.A.B.L.(Hons)
Advocate,
Madras High Court

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West Mambalam, Chennai - 600 033

minutes after the conclusion of the meeting. Thereafter, the voting was unblocked by me on the NSDL e-voting website at around and approximately at 11:10 A.M.

8. During the course of the said meeting the Chairman after reading out the resolution, directed the management to explain the rationale, salient features and objective of the scheme. The same was explained by the management and thereafter, the Chairman directed commencement of e-voting. After the conclusion of the e-voting, the final report was downloaded from my login.
9. There were no proxies since the meeting is conducted through e-voting / remote e-voting, since the same is inapplicable for conduct of such meetings through VC / OAVM means.
10. The resolution as set out in the notice is reproduced below:

"RESOLVED THAT pursuant to the provisions of Section 230 read with Section 232 of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force), the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 and other applicable provisions of the Companies Act, 2013, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015, SEBI Master Circular No. SEBI/HO/CFD/POD-2/P/CIR/2023/93 dated June 20, 2023 (including amendments thereof), read with observation letter(s) issued by BSE Limited and the National Stock Exchange of India Limited, dated July 31, 2024 and August 20, 2024, respectively and the enabling provisions of the Memorandum of Association and Articles of Association of the Company and subject to the requisite approval(s), consents, sanctions and permissions of the Central Government, other concerned regulatory authorities and the sanction of the National Company Law Tribunal, Chennai Bench (hereinafter also referred to as "NCLT" or "the Tribunal") and/or such other appropriate authority/ies, as may be applicable, if any, and all such other approvals, permissions and sanctions, as may be necessary and subject to such conditions and modifications as may be prescribed or imposed by any of them while granting such approvals, permissions and sanctions, which may be agreed to by the Board of Directors of the Company, the Scheme of Amalgamation of M/s. TVS Investments Private Limited ('TVSIPL' / 'Transferor Company') with and into M/s. TVS Electronics Limited ('TVSEL' / 'Transferee Company') and their respective shareholders ('Scheme' or 'the Scheme') placed before this meeting, be and is hereby approved.

RESOLVED FURTHER THAT the Board, be and is hereby authorised to take all steps as may be necessary or desirable and to do all such acts, deeds, things and matters, as may be considered necessary to give effect to the aforesaid Scheme and this resolution and to accept such alteration, modification and/or conditions, if any, which may be proposed,



required or imposed by the Hon'ble National Company Law Tribunal, Chennai Bench, while sanctioning the said Scheme of Amalgamation.

RESOLVED FURTHER THAT the Board may delegate all or any of its powers herein conferred to any Director(s) and / or officer(s) of the Company, to give effect to this Resolution, if required, as it may in its absolute discretion deem fit, necessary or desirable, without any further approval from equity shareholders of the Company."

11. The results of the voting seeking approval of Equity Shareholders of the Company to the proposed scheme is as under:

i. Valid Votes IN FAVOUR of the resolution:

| Mode of voting | Number of Equity Shareholders who voted (In favour) | % of the total number of Equity Shareholders who voted (In favour) | Number of valid votes cast by them (Number of shares) (In favour) | % total number of valid votes cast (In favour) |
|-------------------------|-----------------------------------------------------|--------------------------------------------------------------------|-------------------------------------------------------------------|------------------------------------------------|
| Remote e-voting | 128 | 97.71% | 16,28,263 | 99.999% |
| E-voting at the meeting | 2 | 1.53% | 2 | 0.000% |
| Total | 130 | 99.24% | 16,28,265 | 99.999% |

ii. Votes against the resolution

| Mode of voting | Number of Equity Shareholders who voted (Against) | % of the total number of Equity Shareholders who voted (Against) | Number of valid votes cast by them (Number of shares) (Against) | % total number of valid votes cast (Against) |
|-------------------------|---------------------------------------------------|------------------------------------------------------------------|-----------------------------------------------------------------|----------------------------------------------|
| Remote e-voting | 0 | 0 | 0 | 0 |
| E-voting at the meeting | 1 | 0.76% | 1 | 0.00% |
| Total | 1 | 0.76% | 1 | 0.00% |

iii. Invalid votes

| Mode of voting | Number of members voted | Number of votes declared invalid |
|-------------------------|-------------------------|----------------------------------|
| Remote e-voting | 0 | 0 |
| E-voting at the meeting | 0 | 0 |
| Total | 0 | 0 |

As mentioned in the Notice to the equity shareholders, in accordance with the provisions of Section 230-232 of the Act, the Scheme shall be considered approved by the equity shareholders only if the aforesaid resolution has been approved by majority of persons representing three-fourth in value of the equity shareholders through remote e-voting prior to the Meeting and e-voting during the Meeting.

Further, in compliance with the SEBI Master-Circular No. SEBI/HO/CFD/POD-2/ CTR/2023/93 dated June 20, 2023, the Resolution placed before the Public equity shareholders and the results of the voting on the same through remote e-voting prior to the Meeting and e-voting process during the Meeting seeking approval of the public equity shareholders of the Company are given below:

The result of remote e-voting prior to the Meeting and e-voting during the Meeting of public equity shareholders (excluding promoter and promoter group) provided by NSDL, on the resolution is as follows:

i. Votes in favour of the resolution (Public Holding)

| Mode of voting | Number of Equity Shareholders who voted (In favour) | % of the total number of Equity Shareholders who voted (In favour) | Number of valid votes cast by them (Number of shares) (In favour) | % total number of valid votes cast (In favour) |
|-------------------------|-----------------------------------------------------|--------------------------------------------------------------------|-------------------------------------------------------------------|------------------------------------------------|
| Remote e-voting | 128 | 97.71% | 16,28,263 | 99.999% |
| E-voting at the meeting | 2 | 1.53% | 2 | 0.000% |
| Total | 130 | 99.24% | 16,28,265 | 99.999% |

ii. Votes against the resolution (Public Holding)

| Mode of voting | Number of Equity Shareholders who voted (Against) | % of the total number of Equity Shareholders who voted (Against) | Number of valid votes cast by them (Number of shares) (Against) | % total number of valid votes cast (Against) |
|-------------------------|---------------------------------------------------|------------------------------------------------------------------|-----------------------------------------------------------------|----------------------------------------------|
| Remote e-voting | 0 | 0 | 0 | 0 |
| E-voting at the meeting | 1 | 0.76% | 1 | 0.00% |
| Total | 1 | 0.76% | 1 | 0.00% |

iii. Invalid votes

| Mode of voting | Number of members voted | Number of votes declared invalid |
|-------------------------|-------------------------|----------------------------------|
| Remote e-voting | 0 | 0 |
| E-voting at the meeting | 0 | 0 |
| Total | 0 | 0 |

In addition to the above requirements under Section 230-232 of the Act, as per Rule 10(b) of the SEBI Master Circular No. SEBI/HO/CFD/POD-2/P/CIR/2023/93 dated June 20, 2023, the Scheme shall be acted only if the number of votes cast by the Public Shareholders in favour of the resolution are more than the number of votes cast by the Public Shareholders against it.

12. It is seen from the e-voting result generated from NSDL that the promoter and the promoter group has neither participated nor voted in the remote e-voting process or at the e-voting at the meeting.
13. In view of the above scrutiny, I hereby certify and report that the resolution has been passed with requisite majority (in terms of the Act) by the Equity Shareholders of the Company.
14. The list of Equity Shareholders who voted "IN FAVOUR", "AGAINST" and all other relevant electronic records relating to the remote e-voting and e-voting at the meeting

V.Sriram Ananth B.A.B.L.(Hons)
Advocate,
Madras High Court

Office and Correspondence Address at :
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West Mambalam, Chennai - 600 033

have been emailed to your good self and handed over to Mr. K. Santosh, Company Secretary of the Company for safekeeping.

15. Based on the above information, you may accordingly declare the results.



Signature of the Scrutiniser

Name: V. Sriram Ananth, Advocate

Place: Chennai

Date: 04.04.2025