



4<sup>th</sup> April , 2025

BSE Limited  
Phiroze Jeejeebhoy  
Towers Dalal Street  
Mumbai - 400 001

Scrip Code - 532513

National Stock Exchange of India Limited  
Exchange Plaza, 5<sup>th</sup> 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 Unsecured Creditors convened and held on Friday, 4<sup>th</sup> April, 2025 as per the directions of the Hon'ble National Company Law Tribunal, Chennai Bench**

**Ref: Notice of meeting of Unsecured Creditors dated 28<sup>th</sup> February, 2025**

We wish to inform you that the Meeting of Unsecured Creditors convened as per the directions of the Hon'ble National Company Law Tribunal, Chennai Bench was held on **Friday, 4<sup>th</sup> April, 2025 at 11:00 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 Unsecured Creditors (**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 4<sup>th</sup> April, 2025. - *Annexure-3*

The above are also being uploaded on the website of the Company [www.tvs-e.in](http://www.tvs-e.in) .

The meeting of Unsecured Creditors concluded at 11:10 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, 9<sup>th</sup> Floor, L.B. Road, Adyar, Chennai – 600 020. Tel.: +91-44-42005200  
Registered Office: 2<sup>nd</sup> 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 Unsecured Creditors**

The Meeting of the Unsecured Creditors of **TVS Electronics Limited** convened by the Hon'ble National Company Law Tribunal, Chennai Bench ('NCLT') was held on **Friday, 4<sup>th</sup> April, 2025** through video conferencing (VC) / Other Audio Visual Means (OAVM) at **11:00 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 unsecured creditors 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 18<sup>th</sup> February, 2025, Notice of this Meeting along with annexures were sent by e-mail to all unsecured creditors whose e-mail IDs were registered with the Company and physical copies by Registered Post to other unsecured creditors on 1<sup>st</sup> March 2025. Public notices were also issued in the newspapers Business Line (English) and Hindu Tamizh Thisai (Tamil) on 2<sup>nd</sup> 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 unsecured creditors 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.

The Chairman informed the unsecured creditors 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 unsecured creditors and enable them to participate in the meeting electronically. The Chairman informed that remote e-voting opened on 1<sup>st</sup> April, 2025 at 9.00 AM (IST) and ended on 3<sup>rd</sup> April, 2025 at 5.00 PM (IST) and unsecured creditors 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**



“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 11:10 hrs (IST)

### **TVS Electronics Limited**

“Arihant E-Park”, No.117/1, 9<sup>th</sup> Floor, L.B. Road, Adyar, Chennai – 600 020. Tel.: +91-44-42005200  
Registered Office: 2<sup>nd</sup> 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 Unsecured Creditors - Voting Results								
Date of the meeting			April 04, 2025					
Total number of Unsecured Creditors on record date			1057					
No. of Unsecured Creditors present in the meeting either in person or through proxy:			-					
Promoters and Promoter Group:			-					
Public:			-					
No. of Unsecured Creditors attended the meeting through Video Conferencing			36					
Promoters and Promoter Group:			0					
Public:			36					
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						
Category	Mode of Voting	Total No. Of Votes (1)	No. of Votes Polled (2)	% of Votes Polled (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	-	-	-	-	-	-	-
	Poll		-	-	-	-	-	
	Postal Ballot (if applicable)		-	-	-	-	-	
Public - Non Institutions	E-Voting	42,11,08,850	15,78,20,612	37.48	15,78,20,612	0	100%	0.00%
	Poll		-	-	-	-	-	
	Postal Ballot (if applicable)		-	-	-	-	-	
Total		42,11,08,850	15,78,20,612	37.48%	15,78,20,612	0	100%	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**  
**(Unsecured Creditors 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 Unsecured Creditors 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 Unsecured Creditors of TVS Electronics  
Limited which was convened through remote video conference mode on April 04, 2025  
at 11:00 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 Unsecured Creditors 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 Unsecured Creditors 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.





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 Unsecured Creditors 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 Unsecured Creditors 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 Unsecured Creditors as on Friday March 28, 2025 (cut-off date for Unsecured Creditors) 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 Unsecured Creditors meeting was convened on Friday, April 4, 2025 at 11:00 AM by the directions of the orders referred above through Zoom.
7. The Company has also provided e-voting facility for those Unsecured Creditors 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



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 11:48 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/POD2/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 Unsecured Creditors of the Company. "

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

i. Valid Votes in favour of the resolution:

Mode of voting	Number of Unsecured Creditors who voted (In favour)	% of the total number of Unsecured Creditors who voted (In favour)	Number of valid votes cast by them (In Terms of Value) (In favour)	% total number of valid votes cast (In favour)
Remote e-voting	56	100%	15,78,20,612	100%
E-voting at the meeting	0	0	0	0
<b>Total</b>	<b>56</b>	<b>100%</b>	<b>15,78,20,612</b>	<b>100%</b>

ii. Votes against the resolution

Mode of voting	Number of Unsecured Creditors who voted (Against)	% of the total number of Unsecured Creditors who voted (Against)	Number of valid votes cast by them (In Terms of value) (Against)	% total number of valid votes cast (Against)
Remote e-voting	0	0	0	0
E-voting at the meeting	0	0	0	0
<b>Total</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>



**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

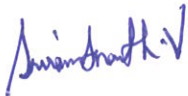
**iii. Invalid votes**

Mode of voting	Number of Unsecured Creditors voted	Number of votes declared invalid
Remote e-voting	0	0
E-voting at the meeting	0	0
<b>Total</b>	<b>0</b>	<b>0</b>

12. In view of the above scrutiny, I hereby certify and report that the resolution has been passed unanimously by the Unsecured Creditors of the Company. None of the Unsecured Creditors have raised any objection on the proposed Scheme of Amalgamation.

13. The list of Unsecured Creditors who voted "IN FAVOUR", "AGAINST" and all other relevant electronic records relating to the remote e-voting and e-voting at the meeting have been emailed to your good self and handed over to Mr. K. Santosh, Company Secretary of the Company for safekeeping.

14. 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**