



TVS ELECTRONICS LIMITED

ANNEXURE - D

It is hereby certified that the draft Scheme of Amalgamation involving TVS Investments Private Limited ("TVSIPL" or "Transferor Company") into TVS Electronics Limited ("TVSEL" or "Transferee Company") does not, in any way violate, override or limit the provisions of securities laws or requirements of the Stock Exchange(s) and the same is in compliance with the applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, ("LODR Regulations") and the Master Circular No. SEBI/HO/CFD/POD-2/P/CIR/2023/93 dated June 20, 2023, ("SEBI Master Circular"), including the following:

Sl.	Reference	Particulars	Status
1	Regulations 17 to 27 of LODR Regulations	Corporate governance requirements	Complied
2	Regulation 11 of LODR Regulations	Compliance with securities laws	Complied
Requirements of SEBI Master Circular			
(a)	Para (I)(A)(2)	Submission of documents to Stock Exchanges	Complied
(b)	Para (I)(A)(2)	Conditions for schemes of arrangement involving unlisted entities	Complied
(c)	Para (I)(A)(4) (a)	Submission of Valuation Report	Complied
(d)	Para (I)(A)(5)	Auditors certificate regarding compliance with Accounting Standards	Complied
(e)	Para (I)(A)(10) (Paragraph reference updated based on SEBI Master Circular)	Provision of approval of public shareholders through e-voting	To be Complied

K Santosh
Company Secretary

Srilalitha Gopal
Managing Director

Certified that the transactions / accounting treatment provided in the draft Scheme of Amalgamation involving TVS Investments Private Limited ("TVSIPL" or "Transferor Company") into TVS Electronics Limited ("TVSEL" or "Transferee Company") are in compliance with all the Accounting Standards applicable to a listed entity.

A Kulandai Vadivelu
Chief Financial Officer

Srilalitha Gopal
Managing Director

Date: 24th November, 2023

TVS Electronics Limited