



K SRIRAM, B.Com, ACA, FCS
Practising Company Secretary

Consolidated Scrutiniser's Report

[Pursuant to Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014]

8th August 2020

To,
The Chairman,
TVS Electronics Limited
249-A, Ambujammal Street, Off TTK Road,
Alwarpet, Chennai – 600 018.

Dear Sir,

Sub: Remote E-voting (Prior to and at the Annual General Meeting (AGM)), in respect of your Company's 25th Annual General Meeting (AGM) on 8th August 2020 through Video Conferencing (VC)/Other Audio Visual Means (OAVM) – submission of Consolidated Scrutiniser's report

I have, vide resolution passed by your Board of Directors on 6th June 2020, been **appointed to act as the Scrutiniser** for the above remote e-voting processes, in connection with the said AGM. I submit my report as under:

1. Since the Company's equity shares are listed on the National Stock Exchange of India Limited (**NSE**) and the BSE Limited (**BSE**), the Company has provided remote e-voting facility, prior to and at the AGM, in terms of Section 108 of the Companies Act, 2013 (**the Act**), Rule 20 of the Companies (Management and Administration) Rules, 2014 (**the Rules**), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**LODR**), Ministry of Corporate Affairs (MCA) circulars dated 5th May 2020, 8th April 2020 and 13th April 2020 and SEBI circular dated 12th May 2020, in respect of **all the five (5) resolutions to be passed at the 25th AGM.**
2. The items of business set out in the notice convening the AGM and covered by the remote e-voting (Prior to and at the AGM) were as follows:

Item No.	Nature of business	Type of resolution	Subject matter
1	Ordinary	Ordinary	Adoption of audited financial statements of the Company for the financial year ended 31 st March 2020, together with the reports of the Board of Directors and the Auditors thereon.



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Item No.	Nature of business	Type of resolution	Subject matter
2	Ordinary	Ordinary	Not filling up the vacancy arising in the Board of Directors due to the retirement of Mr. D Sundaram (DIN: 00016304) by rotation.
3	Special	Ordinary	Ratifying the remuneration of Rs.1.50 lakhs to Mr. P. Raju Iyer, Practising Cost Accountant (Membership No.6987), as Cost Auditor for the financial year 2020-21.
4	Special	Special	Approving the re-appointment of Mr. M Lakshminarayan (DIN: 00064750) as an Independent Director, for a second term of five (5) consecutive years from 6 th May 2020 to 5 th May 2025 and his continuation as a director even after attaining 75 years during the said 5 year period.
5	Special	Special	Approving the re-appointment of Mr. M F Farooqui (DIN: 01910054) as an Independent Director, for a second term of five (5) consecutive years from 6 th May 2020 to 5 th May 2025.

3. National Securities Depository Limited (NSDL), the recognized agency selected by your Company to provide the e-voting platform for the remote e-voting process, allotted E-voting Event Number (EVEN) **113141** for the same. NSDL also provided the web-based platform for the conduct of the AGM through VC/ OAVM.
4. Sundaram-Clayton Limited, being your Company's Share Transfer Agent (**RTA**), maintains and provides the records relating to the members of the Company.
5. Notice convening the 25th AGM (along with the Annual report for the financial year ended 31st March 2020) was sent:
 - (a) To 29,723 members through e-mail (sent by NSDL) on 16th July, 2020 whose email addresses were registered with the Company/Depositories out of 39,092 members (including shares were lying in the TVS Electronics Limited Unclaimed Suspense Account) as on 10th July 2020. Physical copies of the Notice and Annual report were not sent to the members as provided in the above-referred MCA circulars and SEBI circular. The Company had also subsequently sent soft copies of the Notice and Annual Report to member(s) who had requested for the same and registered their e-mail address.
 - (b) To the Directors, Auditors and Secretarial Auditors through e-mail, on 17th July 2020.
 - (c) To NSE and BSE, through their online portal, on 16th July 2020.



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6. The prescribed particulars with regard to the remote e-voting process were duly **advertised on 18th July 2020 in Business Standard (in English) and on 17th July 2020 in Makkal Kural (in Tamil)**. The advertisement also stated the manner in which the members who had not registered their email address could register the same with the Company.
7. **1st August 2020** was fixed as the **cut-off date** for determining the eligibility to vote through remote e-voting prior to and at the AGM.
8. As on the cut-off date, the Company's paid-up equity share capital consisted of 1,86,50,318 Equity shares of Rs.10/- each. This included:
 - (a) 24,400 Equity shares lying in the TVS Electronics Limited Unclaimed Suspense Account (*Unclaimed suspense*) on which voting rights were frozen in terms of Schedule VI of LODR.
 - (b) 1,78,100 Equity shares transferred under Section 124(6) of the Act and lying in the demat account of the Investor Education and Protection Fund Authority, Ministry of Corporate Affairs (IEPF).
9. The remote e-voting facility **prior to the AGM** was available from **10.00 A.M. on 5th August 2020 to 5.00 P.M. on 7th August 2020**.
10. The AGM was convened, pursuant to above-referred MCA circulars and SEBI circular, through VC/OAVM facility, provided by NSDL, on Saturday, the **8th August 2020 at 10.00 A.M.**
11. NSDL also provided remote e-voting facility **at the AGM**, to enable the members present at the AGM through VC/OAVM and who had not cast their vote through remote e-voting prior to the AGM to exercise their voting rights.
12. On completion of the remote e-voting at the AGM, I unblocked the vote cast through remote e-voting, both prior to and at the AGM, in the presence of two witnesses not in the employment of the Company.
13. I have **scrutinised all the votes cast** electronically through remote e-voting prior to and at the AGM and validated the same with the list of members and their shareholding as on the cut-off date.
14. I have also verified and confirmed that no voting rights had been exercised in respect of the equity shares in Unclaimed Suspense and IEPF.
15. I have recorded particulars of the votes cast through remote e-voting, both prior to and at the AGM, in a separate register maintained by me in electronic form.



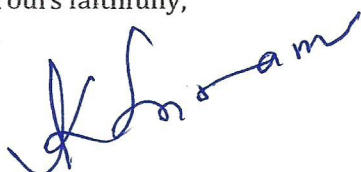
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16. The combined results of voting through remote e-voting prior to and at the AGM are as under:

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	99	1,12,53,647	94	1,12,53,401	99.9978%	5	246	0.0022%
2	99	1,12,53,647	90	1,12,53,276	99.9967%	9	371	0.0033%
3	99	1,12,53,647	90	1,12,53,304	99.9970%	9	343	0.0030%
4	98	1,12,51,751	86	1,12,49,590	99.9808%	12	2,161	0.0192%
5	99	1,12,52,726	86	1,12,50,755	99.9825%	13	1,971	0.0175%

17. All the five (5) resolutions (three (3) ordinary resolutions and two (2) special resolutions) have been passed with the requisite majority on the date of the AGM, namely 8th August 2020. You may declare the results accordingly.

Thanking you,
Yours faithfully,




K SRIRAM
Practising Company Secretary (C.P. No. 2215)
Scrutiniser

UDIN: F006312B000563374