



10th August, 2019

BSE Limited
Phiroze Jeejeebhoy Towers
Dalal Street
Mumbai - 400 001

Ref: 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

Ref: Scrip Code - TVSELECT

Dear Sirs,

Sub: Submission of Scrutiniser Report and voting results of 24th Annual General Meeting

Ref: Our letter on even date, sending the proceedings of the Annual General Meeting

We are sending herewith the following in connection with the 24th Annual General Meeting (AGM) of the Company held today, i.e. 10th August, 2019:

- (1) The details of the consolidated voting results (both Remote E-voting and TAB based E-voting at the AGM venue) on all the resolutions as set out in Notice of AGM in the prescribed format, pursuant to Regulation 44 of SEBI (LODR) Regulations, 2015.
- (2) Report of the Scrutiniser dated 10th August, 2019, pursuant to Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, given by Mr. K Sriram, Practising Company Secretary.

We request you to take the above on record.

Thanking you,

Yours truly,
For TVS Electronics Limited

K Santosh
Company Secretary

TVS Electronics Limited

"Arihant E-Park", No.117/1, 8th & 9th Floor, L.B.Road, Adyar, Chennai - 600 020. Tel.: + 91-44-4200 5200

Registered office : No.249A, Ambujammal Street, Off TTK Road, Alwarpet, Chennai-600 018.

Corporate Identity Number : L30007TN1995PLC032941

E-mail id : webmaster@tvs-e.in Website: www.tvs-e.in

TVS Electronics Limited – 24th AGM – 10th August 2019

Disclosure of voting results in accordance with Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Resolution No.1	Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes – against	% of Votes in favour on votes polled	% of Votes against on votes polled
Ordinary Resolution			1	2	(3)=[(2)/(1)]*100	4	5	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Adoption of audited financial statements (including consolidated financial statements) for the financial year ended 31 st March 2019, together with the reports of the Board of Directors and the Auditors thereon.	Promoter and Promoter Group	E-Voting	1,11,60,093	1,11,60,093	100.00	1,11,60,093	0	100.00	0.00
		Poll		0	0.00	0	0	0.00	0.00
		Postal Ballot (Not applicable)		0	0.00	0	0	0.00	0.00
		Total		1,11,60,093	100.00	1,11,60,093	0	100.00	0.00
	Public- Institutions	E-Voting	1,13,942	0	0.00	0	0	0.00	0.00
		Poll		0	0.00	0	0	0.00	0.00
		Postal Ballot (Not applicable)		0	0.00	0	0	0.00	0.00
		Total		0	0.00	0	0	0.00	0.00
	Public- Non Institutions	E-Voting	73,38,783	5,93,340	8.08	5,93,340	0	100.00	0.00
		Poll		752	0.01	752	0	100.00	0.00
		Postal Ballot (Not applicable)		0	0.00	0	0	0.00	0.00
		Total		5,94,092	8.09	5,94,092	0	100.00	0.00
	TOTAL		1,86,12,818	1,17,54,185	63.15	1,17,54,185	0	100.00	0.00



Resolution No.2	Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes – against	% of Votes in favour on votes polled	% of Votes against on votes polled
Ordinary Resolution			1	2	(3)=[(2)/(1)]*100	4	5	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Declaration of Dividend of Rs.1.50 per equity share, for the financial year ended 31 st March 2019	Promoter and Promoter Group	E-Voting	1,11,60,093	1,11,60,093	100.00	1,11,60,093	0	100.00	0.00
		Poll		0	0.00	0	0	0.00	0.00
		Postal Ballot (Not applicable)		0	0.00	0	0	0.00	0.00
		Total		1,11,60,093	100.00	1,11,60,093	0	100.00	0.00
	Public-Institutions	E-Voting	1,13,942	0	0.00	0	0	0.00	0.00
		Poll		0	0.00	0	0	0.00	0.00
		Postal Ballot (Not applicable)		0	0.00	0	0	0.00	0.00
		Total		0	0.00	0	0	0.00	0.00
	Public- Non Institutions	E-Voting	73,38,783	5,93,340	8.08	5,93,340	0	100.00	0.00
		Poll		752	0.01	752	0	100.00	0.00
		Postal Ballot (Not applicable)		0	0.00	0	0	0.00	0.00
		Total		5,94,092	8.09	5,94,092	0	100.00	0.00
	TOTAL		1,86,12,818	1,17,54,185	63.15	1,17,54,185	0	100.00	0.00



Resolution No.3	Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes – against	% of Votes in favour on votes polled	% of Votes against on votes polled	
Ordinary Resolution			1	2	(3)=[(2)/(1)]*100	4	5	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100	
Re-appointment of Mr. R S Raghavan (DIN: 00260912), Non-Executive Non-Independent Director, who retires by rotation, as a Director	Promoter and Promoter Group	E-Voting	1,11,60,093	1,11,60,093	100.00	1,11,60,093	0	100.00	0.00	
		Poll		0	0.00	0	0	0.00	0.00	
		Postal Ballot (Not applicable)		0	0.00	0	0	0.00	0.00	
		Total		1,11,60,093	100.00	1,11,60,093	0	100.00	0.00	
	Public-Institutions	E-Voting	1,13,942	0	0.00	0	0	0.00	0.00	
		Poll		0	0.00	0	0	0.00	0.00	
		Postal Ballot (Not applicable)		0	0.00	0	0	0.00	0.00	
		Total		0	0.00	0	0	0.00	0.00	
	Public- Non Institutions	E-Voting	73,38,783	5,93,340	8.08	5,93,315	25	100.00	0.00	
		Poll		752	0.01	752	0	100.00	0.00	
		Postal Ballot (Not applicable)		0	0.00	0	0	0.00	0.00	
		Total		5,94,092	8.09	5,94,067	25	100.00	0.00	
	TOTAL			1,86,12,818	1,17,54,185	63.15	1,17,54,160	25	100.00	0.00



Resolution No.4	Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes – against	% of Votes in favour on votes polled	% of Votes against on votes polled
Ordinary Resolution			1	2	(3)=[(2)/(1)]*100	4	5	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Ratification of remuneration of Rs.1.50 lakhs payable to Mr. P. Raju Iyer, Practising Cost Accountant (Membership No.6987) as Cost Auditor for the financial year 2019-20	Promoter and Promoter Group	E-Voting	1,11,60,093	1,11,60,093	100.00	1,11,60,093	0	100.00	0.00
		Poll		0	0.00	0	0	0.00	0.00
		Postal Ballot (Not applicable)		0	0.00	0	0	0.00	0.00
		Total		1,11,60,093	100.00	1,11,60,093	0	100.00	0.00
	Public- Institutions	E-Voting	1,13,942	0	0.00	0	0	0.00	0.00
		Poll		0	0.00	0	0	0.00	0.00
		Postal Ballot (Not applicable)		0	0.00	0	0	0.00	0.00
		Total		0	0.00	0	0	0.00	0.00
	Public- Non Institutions	E-Voting	73,38,783	5,93,340	8.08	5,93,340	0	100.00	0.00
		Poll		752	0.01	752	0	100.00	0.00
		Postal Ballot (Not applicable)		0	0.00	0	0	0.00	0.00
		Total		5,94,092	8.09	5,94,092	0	100.00	0.00
	TOTAL		1,86,12,818	1,17,54,185	63.15	1,17,54,185	0	100.00	0.00



Resolution No.5	Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes – against	% of Votes in favour on votes polled	% of Votes against on votes polled
Ordinary Resolution			1	2	(3)=[(2)/(1)]*100	4	5	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Approving the appointment of Mr. K Balakrishnan (DIN: 00722447) as an Independent Director, for a term of five (5) consecutive years from 9 th August 2018 to 8 th August 2023.	Promoter and Promoter Group	E-Voting	1,11,60,093	1,11,60,093	100.00	1,11,60,093	0	100.00	0.00
		Poll		0	0.00	0	0	0.00	0.00
		Postal Ballot (Not applicable)		0	0.00	0	0	0.00	0.00
		Total		1,11,60,093	100.00	1,11,60,093	0	100.00	0.00
	Public- Institutions	E-Voting	1,13,942	0	0.00	0	0	0.00	0.00
		Poll		0	0.00	0	0	0.00	0.00
		Postal Ballot (Not applicable)		0	0.00	0	0	0.00	0.00
		Total		0	0.00	0	0	0.00	0.00
	Public- Non Institutions	E-Voting	73,38,783	5,93,340	8.08	5,93,340	0	100.00	0.00
		Poll		752	0.01	752	0	100.00	0.00
		Postal Ballot (Not applicable)		0	0.00	0	0	0.00	0.00
		Total		5,94,092	8.09	5,94,092	0	100.00	0.00
	TOTAL		1,86,12,818	1,17,54,185	63.15	1,17,54,185	0	100.00	0.00



Resolution No.6	Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes – against	% of Votes in favour on votes polled	% of Votes against on votes polled
Ordinary Resolution			1	2	(3)=[(2)/(1)]*100	4	5	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Approving the appointment of Dr. V Sumantran (DIN: 02153989) as an Independent Director, for a term of five (5) consecutive years from 9 th August 2018 to 8 th August 2023.	Promoter and Promoter Group	E-Voting	1,11,60,093	1,11,60,093	100.00	1,11,60,093	0	100.00	0.00
		Poll		0	0.00	0	0	0.00	0.00
		Postal Ballot (Not applicable)		0	0.00	0	0	0.00	0.00
		Total		1,11,60,093	100.00	1,11,60,093	0	100.00	0.00
	Public- Institutions	E-Voting	1,13,942	0	0.00	0	0	0.00	0.00
		Poll		0	0.00	0	0	0.00	0.00
		Postal Ballot (Not applicable)		0	0.00	0	0	0.00	0.00
		Total		0	0.00	0	0	0.00	0.00
	Public- Non Institutions	E-Voting	73,38,783	5,93,340	8.08	5,93,340	0	100.00	0.00
		Poll		752	0.01	752	0	100.00	0.00
		Postal Ballot (Not applicable)		0	0.00	0	0	0.00	0.00
		Total		5,94,092	8.09	5,94,092	0	100.00	0.00
	TOTAL			1,86,12,818	1,17,54,185	63.15	1,17,54,185	0	100.00



Resolution No.7	Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes – against	% of Votes in favour on votes polled	% of Votes against on votes polled
Ordinary Resolution			1	2	(3)=[(2)/(1)]*100	4	5	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Approving the appointment of Mrs. Subhasri Sriram (DIN: 01998599) as an Independent Director, for a term of five (5) consecutive years from 7 th February 2019 to 6 th February 2024.	Promoter and Promoter Group	E-Voting	1,11,60,093	1,11,60,093	100.00	1,11,60,093	0	100.00	0.00
		Poll		0	0.00	0	0	0.00	0.00
		Postal Ballot (Not applicable)		0	0.00	0	0	0.00	0.00
		Total		1,11,60,093	100.00	1,11,60,093	0	100.00	0.00
	Public-Institutions	E-Voting	1,13,942	0	0.00	0	0	0.00	0.00
		Poll		0	0.00	0	0	0.00	0.00
		Postal Ballot (Not applicable)		0	0.00	0	0	0.00	0.00
		Total		0	0.00	0	0	0.00	0.00
	Public- Non Institutions	E-Voting	73,38,783	5,93,340	8.08	5,93,340	0	100.00	0.00
		Poll		752	0.01	752	0	100.00	0.00
		Postal Ballot (Not applicable)		0	0.00	0	0	0.00	0.00
		Total		5,94,092	8.09	5,94,092	0	100.00	0.00
	TOTAL		1,86,12,818	1,17,54,185	63.15	1,17,54,185	0	100.00	0.00





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]*

10th August 2019

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

Dear Sir,

Sub: Remote E-voting and Electronic voting at the Annual General Meeting (AGM) venue, in respect of your Company's 24th AGM on 10th August 2019 – submission of Consolidated Scrutiniser's report

I have, vide resolution passed by your Board of Directors on 11th May 2019, been **appointed to act as the Scrutiniser** for the above remote e-voting and voting through electronic voting system at the AGM venue on 10th August 2019 (e-voting at the AGM), 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 BSE Limited (**BSE**), the Company has provided remote e-voting facility in terms of Section 108 of the Companies Act, 2013 (**the Act**), Rule 20 of the Companies (Management and Administration) Rules, 2014 (**the Rules**) and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**LODR**), in respect of **all the seven (7) ordinary resolutions to be passed at the 24th AGM**.
2. The items of business set out in the notice convening the AGM and covered by the remote e-voting and e-voting at the AGM were as follows:

Item No.	Nature of business	Type of resolution	Subject matter
1	Ordinary	Ordinary	Adoption of audited financial statements (including consolidated financial statements) for the financial year ended 31 st March 2019, together with the reports of the Board of Directors and the Auditors thereon.
2	Ordinary	Ordinary	Declaration of Dividend of Rs.1.50 per equity share, for the financial year ended 31 st March 2019.

TVS Electronics Limited – 24th AGM on 10th August 2019
Consolidated Scrutiniser's report on remote e-voting and e-voting at the AGM

Item No.	Nature of business	Type of resolution	Subject matter
3	Ordinary	Ordinary	Re-appointment of Mr. R S Raghavan (DIN: 00260912), Non-Executive Non-Independent Director, who retires by rotation, as a Director.
4	Special	Ordinary	Ratification of remuneration of Rs.1.50 lakhs payable to Mr. P. Raju Iyer, Practising Cost Accountant (Membership No.6987) as Cost Auditor for the financial year 2019-20.
5	Special	Ordinary	Approving the appointment of Mr. K Balakrishnan (DIN: 00722447) as an Independent Director, for a term of five (5) consecutive years from 9 th August 2018 to 8 th August 2023.
6	Special	Ordinary	Approving the appointment of Dr. V Sumantran (DIN: 02153989) as an Independent Director, for a term of five (5) consecutive years from 9 th August 2018 to 8 th August 2023.
7	Special	Ordinary	Approving the appointment of Mrs. Subhasri Sriram (DIN: 01998599) as an Independent Director, for a term of five (5) consecutive years from 7 th February 2019 to 6 th February 2024.

3. National Securities Depository Limited (NSDL), the recognized agency selected by your Company to provide a secure e-voting platform for the remote e-voting process and e-voting at the AGM, allotted E-voting Event Number (EVEN) **110969** for the same.
4. Sundaram-Clayton Limited, being your Company's Share Transfer Agent (**RTA**), maintains and provided the records relating to the members of the Company.
5. Notice convening the 24th AGM (along with the Annual report for the financial year ended 31st March 2019) was sent:
 - (a) To all the members (as on 5th July 2019) and shareholders whose shares were lying in the TVS Electronics Limited Unclaimed Suspense Account:
 - (i) Through e-mail (sent by NSDL) to 27,695 members on **17th July 2019**.
 - (ii) Through registered parcel (by RTA) to 11,510 members on 17th July 2019.
 - (b) To the Directors through e-mail on **19th July 2019**; and
 - (c) To NSE and BSE on **16th July 2019**.
6. The prescribed particulars with regard to the remote e-voting process were duly **advertised on 18th July 2019** in Business Standard (in English) and Makkal Kural (in Tamil).



TVS Electronics Limited – 24th AGM on 10th August 2019
Consolidated Scrutiniser's report on remote e-voting and e-voting at the AGM

7. **3rd August 2019** was fixed as the **cut-off date** for determining the eligibility to vote through electronic means or through ballot paper at the AGM. As on the cut-off date, the Company's paid-up equity share capital consisted of 1,86,12,818 equity shares of Rs.10/- each. This included 89,482 equity shares in TVS Electronics Limited Unclaimed Suspense Account (*Unclaimed suspense*) on which voting rights were frozen in terms of Schedule VI of LODR;
8. The remote e-voting facility was available from **10:00 A.M. on 7th August 2019 to 5:00 P.M. on 9th August 2019.**
9. The **AGM was held** on Saturday, the **10th August 2019 at 10 A.M.** at Sri Thyaga Brahma Gana Sabha (Vani Mahal), No.103, G N Chetty Road, T. Nagar, Chennai – 600 017.
10. The facility for e-voting at the AGM was made available by NSDL, to enable the members who had not voted through remote e-voting to exercise their voting rights. For this purpose, an e-Vote Key was issued physically through a slip to those members/proxies who requested for the same. An E-Voting station with 3 tablets was provided by NSDL for e-voting at the AGM.
11. On completion of the e-voting at the AGM, I unblocked the votes cast through e-voting at the AGM and also through remote e-voting, in the presence of two witnesses not in the employment of the Company.
12. I have **scrutinised all the votes cast** electronically through remote e-voting and e-voting at the AGM and validated the same with the list of members and their shareholding as on the cut-off date.
13. I had obtained signature in the e-Vote Key slip from the members, at the time of their e-voting at the AGM venue, for the purpose of verifying their identity. The same was subsequently verified with their specimen signature for validating their votes.
14. 41 members voted through remote e-voting. 21 members voted through the e-voting at the AGM, out of which votes of 2 members have been considered as invalid for the reasons stated below:
 - (a) Signature on the e-Vote Key slip not matching with the specimen signature available on record – 1 member.
 - (b) Specimen signature not available on record – 1 member.
15. I have also verified and confirmed that no voting rights had been exercised in respect of the equity shares in Unclaimed Suspense.
16. I have recorded particulars of the votes cast through remote e-voting and through e-voting at the AGM in a separate register maintained by me in electronic form.



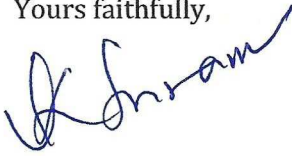
TVS Electronics Limited – 24th AGM on 10th August 2019
Consolidated Scrutiniser's report on remote e-voting and e-voting at the AGM

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

Item No.	Total valid votes		Valid votes in favour of the resolution			Valid votes against the resolution		
	Ballots	Votes cast	Ballots	Votes cast	% of votes	Ballots	Votes cast	% of votes
1	60	1,17,54,185	60	1,17,54,185	100.00%	0	0	0.00%
2	60	1,17,54,185	60	1,17,54,185	100.00%	0	0	0.00%
3	60	1,17,54,185	59	1,17,54,160	100.00%	1	25	0.00%
4	60	1,17,54,185	60	1,17,54,185	100.00%	0	0	0.00%
5	60	1,17,54,185	60	1,17,54,185	100.00%	0	0	0.00%
6	60	1,17,54,185	60	1,17,54,185	100.00%	0	0	0.00%
7	60	1,17,54,185	60	1,17,54,185	100.00%	0	0	0.00%

18. All the seven (7) ordinary resolutions have been passed with the requisite majority on the date of the AGM, namely, 10th August 2019. You may declare the results accordingly.

Thanking you,
Yours faithfully,



K SRIRAM

Practising Company Secretary (C.P. No. 2215)

Scrutiniser

