



14th August, 2018

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 23rd Annual General Meeting

Ref: (1) Our letter dated 9th August, 2018, intimating outcome of AGM
(2) Our letter dated 10th August, 2018, sending the proceedings
(3) Our letter dated 10th August, 2018, intimating breakdown in
NSDL e-voting portal

Further to our letter dated 10th August, 2018, in which we had intimated about the technical hitches in the NSDL e-voting platform, we wish to inform you that the remote e-voting details been made available to the Scrutiniser effectively on 13th August, 2018. The Scrutiniser has submitted today his consolidated report on the remote e-voting and ballot voting at the AGM held on 9th August 2018.

We are sending herewith the following in connection with the 23rd Annual General Meeting of the Company held on 9th August, 2018:

- (1) The details of the consolidated voting results (both remote e-voting and voting through ballot paper at the AGM) 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 14th August, 2018, 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


S Nagalakshmi
Company Secretary

TVS Electronics Limited

TVS Electronics Limited
23rd Annual General meeting (AGM) Voting Results

Date of AGM	9th August, 2018
Total number of Shareholders on record date	35,982
No. of shareholders present in the meeting either in person or through proxy:	
Promoters and Promoter Group	1
Public	2,393
No. of shareholders attended the meeting through Video:	
Promoters and Promoter Group	Nil
Public	Nil

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 (standalone and consolidated) for the financial year ended 31st March, 2018	Promoter and Promoter Group	E-Voting	1,11,60,093	1,11,60,093	100.00	1,11,60,093	-	100.00	-	
		Poll		-	-	-	-	-	-	
		Postal Ballot (if applicable)		-	-	-	-	-	-	
	Public- Institutions	E-Voting	5,841	-	-	-	-	-	-	-
		Poll		-	-	-	-	-	-	
		Postal Ballot (if applicable)		-	-	-	-	-	-	
	Public- Non Institutions	E-Voting	74,46,884	9,28,473	12.47	9,28,473	-	100.00	-	
		Poll		1,54,891	2.08	1,54,891	-	100.00	-	
		Postal Ballot (if applicable)		-	-	-	-	-	-	
TOTAL			1,86,12,818	1,22,43,457	65.78	1,22,43,457	-	100.00	-	

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 31st March, 2018	Promoter and Promoter Group	E-Voting	1,11,60,093	1,11,60,093	100.00	1,11,60,093	-	100.00	-	
		Poll		-	-	-	-	-	-	
		Postal Ballot (if applicable)		-	-	-	-	-	-	
	Public- Institutions	E-Voting	5,841	-	-	-	-	-	-	-
		Poll		-	-	-	-	-	-	
		Postal Ballot (if applicable)		-	-	-	-	-	-	
	Public- Non Institutions	E-Voting	74,46,884	9,28,463	12.47	9,28,463	-	100.00	-	
		Poll		1,54,891	2.08	1,54,891	-	100.00	-	
		Postal Ballot (if applicable)		-	-	-	-	-	-	
TOTAL			1,86,12,818	1,22,43,447	65.78	1,22,43,447	-	100.00	-	



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. Narayan K Seshadri (DIN 00053563) as Director who retires by rotation	Promoter and Promoter Group	E-Voting	1,11,60,093	1,11,60,093	100.00	1,11,60,093	-	100.00		
		Poll								
		Postal Ballot (if applicable)								
	Public-Institutions	E-Voting	5,841							
		Poll								
		Postal Ballot (if applicable)								
	Public- Non Institutions	E-Voting	74,46,884	9,28,473	12.47	9,28,233	240	99.97	0.03	
		Poll								
		Postal Ballot (if applicable)								
TOTAL			1,86,12,818	1,22,43,407	65.78	1,22,43,167	240	100.00	0.00	

Ratification of Cost Auditors Remuneration

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 Cost Auditors Remuneration for 2018-19	Promoter and Promoter Group	E-Voting	1,11,60,093	1,11,60,093	100.00	1,11,60,093	-	100.00		
		Poll								
		Postal Ballot (if applicable)								
	Public-Institutions	E-Voting	5,841							
		Poll								
		Postal Ballot (if applicable)								
	Public- Non Institutions	E-Voting	74,46,884	9,28,473	12.47	9,28,303	170	99.99	0.01	
		Poll								
		Postal Ballot (if applicable)								
TOTAL			1,86,12,818	1,22,43,457	65.78	1,22,43,287	170	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	
Special Resolution			(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100	
Appointment of Managing Director and payment of remuneration	Promoter and Promoter Group	E-Voting	1,11,60,093	1,11,60,093	100.00	1,11,60,093	-	100.00	-	
		Poll								
		Postal Ballot (if applicable)								
	Public- Institutions	E-Voting	5,841	-	-	-	-	-	-	-
		Poll								
		Postal Ballot (if applicable)								
	Public- Non Institutions	E-Voting	74,46,884	9,28,363	12.47	9,28,183	180	99.99	0.01	-
		Poll								
		Postal Ballot (if applicable)								
	TOTAL		1,86,12,818	1,22,43,337	65.78	1,22,43,157	180	100.00	0.00	

For TVS Electronics Limited

Nagala
S. Nagalakshmi
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]

14th August 2018

To,
The Chairman
TVS Electronics Limited
"Jayalakshmi Estates",
29, Haddows Road, Chennai – 600 006.

Dear Sir,

Sub: E-voting and ballot process in respect of your Company's 23rd Annual General meeting (AGM) on 9th August 2018 - submission of Consolidated Scrutiniser's report

I have, vide resolution passed by your Board of Directors on 11th May 2018, been appointed to act as the Scrutiniser for the remote e-voting and ballot processes, in connection with the said AGM. I submit my report as under:

1. The Company's equity shares are listed on the National Stock Exchange of India Limited (**NSE**) and BSE Limited (**BSE**).
2. The Company has hence provided remote e-voting facility as well as ballot voting at the AGM venue 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 five (5) resolutions proposed to be passed at the AGM as set out below:**

Item No.	Nature of business	Type of resolution	Subject matter
1.	Ordinary	Ordinary	Adoption of audited financial statements including the consolidated financial statements for the financial year ended 31 st March 2018, together with the reports of the Board of Directors and the Auditors thereon.
2.	Ordinary	Ordinary	Declaration of Dividend of ₹1.50 per equity share, for the financial year ended 31 st March 2018.
3.	Ordinary	Ordinary	Re-appointment of Mr. Narayan K Seshadri (DIN: 00053563) Non-Executive Non-Independent Director, who retires by rotation, as a Director.
4.	Special	Ordinary	Ratification of remuneration payable to Mr. P. Raju Iyer, Cost Auditor (Membership No.6987) for the financial year 2018-19.



TVS Electronics Limited - 23rd AGM on 9th August 2018
Consolidated Scrutiniser's report on remote e-voting and ballot process at the AGM

Item No.	Nature of business	Type of resolution	Subject matter
5.	Special	Special	Approval of appointment and remuneration of Mrs. Srilalitha Gopal (DIN: 02329790) as Managing Director for 5 years from 11 th May 2018.

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) **108698** for the same.
4. Sundaram-Clayton Limited, your Company's Share Transfer Agent (**RTA**), has maintained and provided the records relating to the members of the Company.
5. Notice convening the AGM (along with the Annual report for the financial year ended 31st March 2018) was sent to the members, directors and auditors in terms of Section 101 of the Act and Regulation 36 of LODR in the manner indicated below:
 - (a) **On 16th July 2018** to members of the Company (including shareholders whose shares were lying in TVS Electronics Limited Unclaimed Suspense Account), as on 6th July 2018:
 - (i) Soft copies by e-mail (sent by NSDL) to 24,001 members having e-mail addresses.
 - (ii) Hard copies by registered parcel/ speed post/ airmail (by RTA) to 15,404 members.
 - (iii) Soft copies and hard copies by e-mail as well as through registered parcel / speed post, to 3,194 members residing in Chennai [included in both (i) and (ii) above].
 - (b) **On 12th July 2018** to all the Directors, Auditors and Secretarial Auditors by e-mail.
 - (c) **On 27th July 2018**, hard copies by registered parcel/ airmail to 1,569 members, in respect of whom the e-mails sent by NSDL were returned undelivered.
6. Notice of the AGM was also sent to NSE and BSE on **16th July 2018** as required under Regulation 30 of LODR.
7. The prescribed particulars with regard to the remote e-voting process were duly **advertised on 18th July 2018** in Business Standard (in English) and Makkal Kural (in Tamil).
8. **2nd August 2018** was fixed as the **cut-off date** for determining the eligibility to vote either through remote e-voting or through ballot process at the AGM venue.
9. As on the cut-off date, the Company's paid-up equity share capital consisted of 1,86,12,818 equity shares of ₹10/- each held by 35,982 shareholders. This included 89,982 equity shares of 621 shareholders in TVS Electronics Limited Unclaimed Suspense Account (*Unclaimed suspense*) on which voting rights were frozen in terms of Schedule VI of LODR.
10. The remote e-voting facility was available **from 10.00 A.M. on 6th August 2018 to 5.00 P.M. on 8th August 2018.**
11. The **AGM was held** on Thursday, the **9th August 2018, at 10.00 A.M.**, at 'Sri Thyaga Brahma Gana Sabha (Vani Mahal), No. 103, G N Chetty Road, T. Nagar, Chennai – 600 017.
12. I displayed the two empty ballot boxes to be used for the ballot process and locked them. Ballot papers were then distributed to enable those members present at AGM venue in person or through proxy, who had not voted through remote e-voting, to exercise their voting rights.
13. On the completion of the voting, I opened both the ballot boxes and took possession of the ballots for verification.



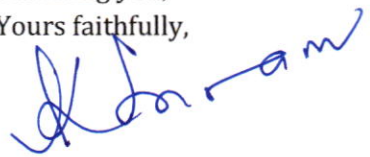
TVS Electronics Limited - 23rd AGM on 9th August 2018
Consolidated Scrutiniser's report on remote e-voting and ballot process at the AGM

14. The votes cast through remote e-voting could be unblocked only after 6.30 P.M. on 11th August 2018, on account of technical issues in the NSDL remote e-voting system, which became functional only around 6.30 P.M. on 11th August 2018. I unblocked the votes cast through remote e-voting in the presence of two witnesses not in the employment of the Company. However, the voting details were made available by NSDL only around 9.45 P.M. on that date.
15. I **scrutinized the votes cast** through remote e-voting and the ballot process, and validated the same with the list of members and their holding as on the cut-off date. I noted that no voting rights had been exercised in respect of the 89,982 equity shares in Unclaimed Suspense.
16. I have recorded particulars of the votes cast through remote e-voting and in the ballot process in a separate register maintained by me in electronic form.
17. 35,361 members holding 1,85,22,836 equity shares were eligible to participate in the voting.
18. The actual participation of members in the voting was as follows:
 (a) 57 members participated in the voting through remote e-voting process; and
 (b) 31 ballot papers were received in the ballot process at the AGM.
19. 2 electronic ballots and 13 ballot papers were treated as **invalid** for the various reasons indicated below:
 (a) Signature on the ballot paper not matching with specimen on record
 (b) Ballot papers signed by unregistered proxies
 (c) Voted through remote e-voting as well as ballot
 (d) Votes cast through remote e-voting after 5 P.M. on 8th August 2018
20. The combined results of voting through remote e-voting and ballot process at the AGM venue 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.	73	1,22,43,457	73	1,22,43,457	100%	Nil	Nil	Nil
2.	72	1,22,43,447	72	1,22,43,447	100%	Nil	Nil	Nil
3.	72	1,22,43,407	70	1,22,43,167	100%	2	240	Nil
4.	73	1,22,43,457	70	1,22,43,287	100%	3	170	Nil
5.	71	1,22,43,337	67	1,22,43,157	100%	4	180	Nil

21. **All the five (5) resolutions [four (4) ordinary and one (1) special] have been passed with the requisite majority on the date of the AGM, namely 9th August 2018.** You may declare the results accordingly.

Thanking you,
 Yours faithfully,


K. Sriram,
 Practising Company Secretary (CP No: 2215),
 Scrutiniser



For TVS Electronics Limited

S. Nagalakshmi
 Company Secretary