



PROCEEDINGS OF THE SEVENTEENTH ANNUAL GENERAL MEETING OF TVS ELECTRONICS LIMITED HELD ON SATURDAY, 4TH AUGUST, 2012 AT 10.35 AM AT SRI THYAGA BRAHMA GANA SABHA (VANI MAHAL), NO.103 G N CHETTY ROAD, T NAGAR, CHENNAI - 600 017

Present:

Mr. Gopal Srinivasan, Chairman and Member
Mr. H Lakshmanan, Director and Member
Mr. R Ramaraj, Director and Member
Mr. D Sundaram, Director
Mrs. Srilalitha Gopal, Director
Mr. Praveen Chakravarty, Director

TVS Investments Limited (Holding Company)
- represented by Mr. R S Raghavan

1042 Members in person
3 Members by proxy

M/s. Sundaram & Srinivasan, Statutory Auditors - represented by
Mr. M Balasubramaniam, Partner

Proceedings:

Mr. Gopal Srinivasan, Chairman, occupied the Chair.

1. The Chairman welcomed the Shareholders and called the meeting to order as the requisite quorum was present. The Notice convening the meeting together with the explanatory statement was taken as read, with the consent of the members present.
2. The Chairman then requested Mr. R S Raghavan, Special Officer to read the Auditors' Report for the year ended 31st March, 2012 and the same was read by him. With the consent of the Members present, the annexure to the Auditors' Report was taken as read.
3. The Chairman then delivered his address to the Members, covering various aspects relating to overall industry review, performance of the Company, initiatives taken by the Company and the outlook for the year 2012-13.
4. The Chairman then took up the business items as set out in the Notice convening the meeting in seriatim.


CHAIRMAN'S
INITIAL

ORDINARY BUSINESS:**1. ADOPTION OF ACCOUNTS**

Mr. K Sriram (Client ID No: 10041359, DP ID No: IN300126) proposed the following resolution as an Ordinary Resolution

"RESOLVED THAT the audited Balance Sheet as at 31st March, 2012 and the Profit and Loss Account of the Company for the year ended on that date, together with the Directors' Report and the Auditors' Report thereon as presented to the meeting be and the same are hereby approved and adopted".

Mr. R. S. Raghavan, representing TVS Investments Limited (Client ID No:22275792, DP ID No:IN301080) seconded the Resolution.

Before putting the resolution to vote, the Chairman invited questions/suggestions from the members. Thereafter, some members sought clarifications and raised certain queries on the accounts, future business plans, prospects and subsidiaries, which were answered by the Chairman.

Thereafter, the Resolution was put to vote and it was declared passed unanimously on show of hands.

2. RE-APPOINTMENT OF MR. D SUNDARAM AS A DIRECTOR

Mr. V Raguathan (Client ID No: 20063852, DP ID No: IN301313) proposed the following resolution as an Ordinary Resolution:

"RESOLVED THAT Mr. D Sundaram who retires by rotation and being eligible for re-appointment be and is hereby re-appointed as a Director of the Company".

Mr. R. Krishnamoorthy (Client ID No: 11048527, DP ID No: IN300095) seconded the same.

The Resolution was put to vote and it was declared passed unanimously on show of hands.

3. RE-APPOINTMENT OF MR. H LAKSHMANAN AS A DIRECTOR

Mr. K Sriram (Client ID No: 10041359, DP ID No:IN300126) proposed the following resolution as an Ordinary Resolution.

CHAIRMAN'S
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"RESOLVED THAT Mr. H Lakshmanan who retires by rotation and being eligible for re-appointment be and is hereby re-appointed as a Director of the Company".

Mr. V Ragunathan (Client ID No: 20063852, DP ID No: IN301313) seconded the Resolution.

The Resolution was put to vote and it was declared passed unanimously on show of hands.

4. APPOINTMENT OF AUDITORS

Mr. R S Raghavan, representing TVS Investments Limited (Client ID No:22275792, DP ID No:IN301080) proposed the following resolution as an Ordinary Resolution:

"RESOLVED THAT the retiring Auditors, M/s. Sundaram & Srinivasan, Chartered Accountants, Chennai, (Firm Registration No.004207S) be and are hereby re-appointed as Auditors of the Company to hold office from the conclusion of this Annual General Meeting till the conclusion of the next Annual General Meeting of the Company on such remuneration as may be fixed in this behalf by the Board of Directors of the Company".

Mr. V Ragunathan (Client ID No: 20063852, DP ID No: IN301313) seconded the Resolution.

The Resolution was put to vote and it was declared passed unanimously on show of hands.

SPECIAL BUSINESS:

5. APPOINTMENT OF MR. PRAVEEN CHAKRAVARTY AS A DIRECTOR

Mr. R Krishnamoorthy (Client ID No: 11048527, DP ID No: IN300095) proposed the following resolution as an Ordinary Resolution:

"RESOLVED THAT Mr. Praveen Chakravarty be and is hereby appointed as a Director of the Company liable to retire by rotation".

Mr. K Sriram (Client ID No: 10041359, DP ID No:IN300126) seconded the Resolution.

The Resolution was put to vote and it was declared passed unanimously on show of hands.

CHAIRMAN'S
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At this stage since Mr. Gopal Srinivasan is interested in the next resolution he requested Mr. H Lakshmanan to conduct further proceedings.

Mr. H Lakshmanan occupied the Chair and conducted further proceedings.

6. APPOINTMENT OF MRS. SRILALITHA GOPAL AS A DIRECTOR

Mr. R Krishnamoorthy (Client ID No: 11048527, DP ID No: IN300095) proposed the following resolution as an Ordinary Resolution:

"RESOLVED THAT Mrs. Srilalitha Gopal be and is hereby appointed as a Director of the Company liable to retire by rotation".

Mr. K Sriram (Client ID No: 10041359, DP ID No:IN300126) seconded the Resolution.

The Resolution was put to vote and it was declared passed unanimously on show of hands.

Mr. H Lakshmanan vacated the Chair and Mr. Gopal Srinivasan occupied the Chair and conducted further proceedings.

7. AMEMDMENT TO ARTILES OF ASSOCIATION

At this juncture, at the request of the Chairman, details relating to the Special Resolution in respect of e-Governance were explained to the Members by Mr. R S Raghavan, Special Officer.

Mr. K Sriram (Client ID No: 10041359, DP ID No:IN300126) proposed the following resolution as a Special Resolution:

"RESOLVED THAT "RESOLVED THAT pursuant to Section 31 and all other applicable provisions, if any, of the Companies Act, 1956, the Articles of Association of the Company be altered by addition of Article 193 after the existing Article 192 as given below:

E-GOVERNANCE

(193) The regulations contained herein shall always be construed as facilitating and promoting e-governance and other socio-economic initiatives envisaged through statutes, policy pronouncements or in any other manner and accordingly:



- (a) Notices convening meetings of the Board of directors or any committee thereof and notices for passing resolutions by circulation amongst the Directors/ Committee Members, together with the agenda papers and other relevant annexures / enclosures, may be sent to the Directors/ Committee Members and other persons entitled thereto, through e-mail to the e-mail address furnished by them for the purpose or through such other electronic means as may be statutorily permissible or recognised.
- (b) Meetings of the Board of Directors or a Committee thereof may be held with participation of one or more directors through video-conferencing or through such other electronic means as may be statutorily permissible or recognised. The Director(s)/ Committee Member(s) so participating in a Board or Committee meeting validly held shall have the right to vote and will count for the purpose of quorum.
- (c) Notices convening General Meetings, including Annual General Meetings, together with the required annexures/ enclosures/ attachments (including the Annual report) may be sent to the members and other persons entitled thereto through e-mail to the e-mail address registered by them with the Company/ Depositories for the purpose or through such other electronic means as may be statutorily permissible or recognised.
- (d) The Company may permit and provide facilities for participation of Shareholders in General Meetings through video-conferencing or through such other electronic means as may be statutorily permissible or recognised. The Shareholders so participating in a General Meeting shall have the right to discuss and vote on the business transacted thereat; but they shall not count for the purpose of minimum quorum required for a General Meeting, unless statutorily permitted.
- (e) The Company may, for the purpose of voting by the members at a General Meeting either by show of hands or on a poll and also for voting in a postal ballot process, provide for voting on an electronic platform or through e-mail or other electronic means in such manner as may be permitted or recognized under any statute.



CHAIRMAN'S
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- (f) The Company may keep and maintain statutory registers, documents and information as electronic records, to be authenticated wherever required by a duly authorised officer. Where any document is required to be sent to any person, service may be effected through e-mail to the e-mail address intimated or registered by those persons for the purpose.
- (g) References in these regulations to electronic means, electronic records, electronic platform, video-conferencing and other relevant terms, either generally or specifically, and the legal validity thereof shall be construed with reference to the Information Technology Act, 2000, notifications / circulars issued by the Ministry of Corporate Affairs, Government of India and other applicable statutory provisions, as may be prevailing from time to time".

Mr. V Ragunathan (Client ID No: 20063852, DP ID No: IN301313) seconded the Resolution.

The Resolution was put to vote and it was declared passed unanimously on show of hands.

The Chairman thanked the members for their active participation and declared the meeting as closed as all the businesses had been transacted.

4th AUGUST, 2012

CHAIRMAN

CHAIRMAN'S
INITIAL