

TVS ELECTRONICS LIMITED

MINUTES OF THE EIGHTEENTH ANNUAL GENERAL MEETING OF TVS ELECTRONICS LIMITED HELD ON FRIDAY, 23RD AUGUST, 2013 AT 10.15 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. D Sundaram, Director
Mrs. Srilalitha Gopal, Director
Mr. Praveen Chakravarty, Director

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

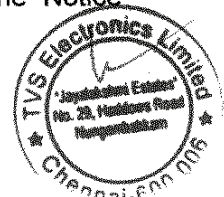
1286 Members in person
10 Members by proxy

M/s. Sundaram & Srinivasan, Statutory Auditors – represented by
Mr. M Padmanabhan, 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 read, with the consent of the members present.
2. The Chairman then requested Ms S. Nagalakshmi, Company Secretary, to read the Auditors' Report for the year ended 31st March, 2013 and the same was read by her. 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 2013-14.
4. The Chairman then took up the business items as set out in the Notice convening the meeting in seriatim.



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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, 2013, the Statement of Profit and Loss and Cash Flow Statement 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 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 with requisite majority on show of hands.

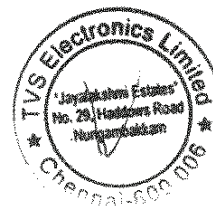
2. RE-APPOINTMENT OF MR. R RAMARAJ AS A DIRECTOR

Mr. R Srinivasan (Folio No.N13050013638) proposed the following resolution as an Ordinary Resolution.

"RESOLVED THAT Mr. R Ramaraj 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



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3. RE-APPOINTMENT OF MR. KENNETH TAI AS A DIRECTOR

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

"RESOLVED THAT Mr. Kenneth Tai 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 Resolution.

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

4. APPOINTMENT OF AUDITORS

Mr. Ayikudy R Venkitaraaman (Folio No.A01268) proposed the following resolution as an Ordinary Resolution.

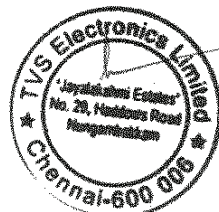
"RESOLVED THAT the retiring Auditors, M/s. Sundaram & Srinivasan, Chartered Accountants, Chennai, (Firm Registration No. 004207S) be and are hereby re-appointed as Auditors of the Company to hold office from the conclusion of this Annual General Meeting till the conclusion of the next Annual General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

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

23rd AUGUST, 2013



Sd/-
CHAIRMAN