



# TVS ELECTRONICS LIMITED

Regd. Office: 'Jayalakshmi Estates', No.29, Haddows Road,  
Chennai - 600 006. Website:www.tvse.in

## POSTAL BALLOT NOTICE

Dear Member(s)

### Notice pursuant to Section 192A of the Companies Act, 1956

NOTICE is hereby given pursuant to Section 192A of the Companies Act, 1956 read with the Companies (Passing of the Resolution by Postal Ballot) Rules, 2011 that the Company is seeking the consent of the members to pass the resolutions set out herein, by way of Postal Ballot.

#### 1. Amendments to the Employees Stock Option Scheme 2011

To consider and if thought fit, to pass the following resolution as a Special Resolution:

**RESOLVED THAT** the resolution nos. 8 and 9, with regard to ESOP Scheme 2011, passed as special resolutions at the Annual General Meeting held on 21<sup>st</sup> September 2011 be partially modified by replacing the words "TVS Investments Limited, Holding Company", wherever they appear in the said resolutions with the words "Sundaram Investment Limited, Holding Company".

**RESOLVED FURTHER THAT** for the purpose of giving effect to the aforesaid, the Board of Directors/ Compensation Committee of the Board be and is hereby authorised to do all such acts, deeds, matters and things as it may in its absolute discretion deem fit or necessary or desirable for such purpose and with power on behalf of the Company to settle any questions, difficulties, or doubts that may arise in this regard without requiring to secure any further consent or approval of the Members.

#### 2. Amendments to the Articles of Association

To consider and if thought fit, to pass, the following resolution as a Special Resolution:

"**RESOLVED THAT** pursuant to the provisions of Section 31 and other applicable provisions of the Companies Act, 1956 or the corresponding provisions of the Companies Act, 2013 in case it comes into effect, consequent to the change in the Promoter/ Holding Company, the Articles of Association be and is hereby amended by substituting the words "TVS Investments Limited" with the words "Sundaram Investment Limited", in the following Regulations:.

| S No | Regulations               | Heading                         |
|------|---------------------------|---------------------------------|
| 1    | 2 (xxiv)                  | Interpretation (The Promoters)  |
| 2    | 111 (a), (b), (c) and (d) | Directors (Nominated Directors) |
| 3    | 140 (a) and (b)           | Managing Director               |
| 4    | 148 (a), (b) and (c)      | Chairman                        |

#### 3. Approval of the appointment and remuneration of Ms. K Hema Rao as Manager under the Companies Act, 1956 from 1st November 2013 to 5th February 2014

To consider and if thought fit, to pass, the following resolution as a Special Resolution:

**RESOLVED THAT** approval of the shareholders of the Company be and is hereby accorded in terms of Part III of Schedule XIII read with Section 269, 387 and other applicable provisions if any of the Companies Act, 1956 for (i) the appointment of Ms. K Hema Rao as 'Manager' of the Company under the designation "Vice President-Servicetec" for the period from 1<sup>st</sup> November, 2013 to 5<sup>th</sup> February 2014, and (ii) payment to her of the remuneration computed in the manner set out below for her tenure as "Manager" from 1<sup>st</sup> November, 2013 to 5<sup>th</sup> February 2014:

| Description       | Rs. In Lakhs.p.a |
|-------------------|------------------|
| Salary            | 5.76             |
| Special Allowance | 10.72            |
| Variable Pay      | 12.00            |
| Others            | 13.52            |
| <b>Total</b>      | <b>42.00</b>     |

#### 4. Approval of the appointment and remuneration of Mr. R Sridhar as Manager under the Companies Act, 1956 from 1st November 2013 to 5th February 2014

To consider and if thought fit, to pass, the following resolution as a Special Resolution:

**RESOLVED THAT** approval of the shareholders of the Company be and is hereby accorded in terms of Part III of Schedule XIII read with Section 269, 387 and other applicable provisions if any of the Companies Act, 1956 for (i) the appointment of Mr. R Sridhar as 'Manager' of the Company under the designation "Vice President - SCM & Manufacturing" for the period from 1<sup>st</sup> November, 2013 to 5<sup>th</sup> February 2014, and (ii) payment to him of the remuneration computed in the manner set out below for his tenure as "Manager" from 1<sup>st</sup> November, 2013 to 5<sup>th</sup> February 2014:

| Description       | Rs. In Lakhs.p.a |
|-------------------|------------------|
| Salary            | 6.60             |
| Special Allowance | 8.20             |
| Variable Pay      | 10.58            |
| Others            | 16.62            |
| <b>Total</b>      | <b>42.00</b>     |

#### 5. Appointment and remuneration of Mr. K E Ranganathan as Managing Director from 6th February 2014

To consider and if thought fit, to pass, the following resolution as a Special Resolution:

**RESOLVED THAT** subject to the provisions of Section 198, 269 and 309 read with Schedule XIII and other applicable provisions of the Companies Act, 1956 as amended or re-enacted from time to time (Act) and subject to such other consents and approvals as may be required:

- Mr. K E Ranganathan be and is hereby appointed as the Managing Director of the Company for a period of three years from 6<sup>th</sup> February 2014.
- Mr. K E Ranganathan, as Managing Director, be paid a Remuneration not exceeding Rs.80 lakhs per annum from 6<sup>th</sup> February 2014, as per table given hereunder, by way of consolidated salary and variable pay linked to performance (hereinafter referred to as "Remuneration").
- Mr. K E Ranganathan shall not be paid any sitting fees for attending the meetings of the Board or Committees thereof.

**RESOLVED FURTHER THAT** in the event of loss or inadequacy of profits in any financial year during his tenure, Mr. K E Ranganathan, Managing Director, be paid the same Remuneration of Rs.80 Lakhs per annum, as detailed below, as minimum Remuneration, under the applicable provision of the Companies Act, 1956 as amended or as re-enacted from time to time (Act) notwithstanding that it may exceed the limits under the Act:

| Description                        | Rs. In Lakhs p.a |
|------------------------------------|------------------|
| Consolidated Salary                | 60.00            |
| Variable Pay linked to performance | 20.00            |
| <b>Total</b>                       | <b>80.00</b>     |

By Order of the Board

Chennai  
5<sup>th</sup> February 2014

**S Nagalakshmi**  
Company Secretary

**Notes:**

- The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 read with Section 192A of the Companies Act, 1956 setting out all material facts of the businesses specified above is annexed hereto.
- The Companies Act, 2013 has been enacted with effect from 29<sup>th</sup> August, 2013. However, the provisions relating to the appointment and remuneration of managerial personnel, Amendments to the Articles of Association and conduct of Postal Ballot have not been notified as on date of this notice. Hence, the Company proposes the above resolutions as per the provisions of the Companies Act, 1956.
- Notice is being dispatched to the members by post (and electronically by e-mail to those members who have registered their e-mail IDs with the Company/ depositories), whose names appear in the Register of Members / Record of Depositories as on 28<sup>th</sup> February, 2014.
- The Company has appointed Mr. K Sriram, Practising Company Secretary, Partner, M/s. S Krishnamurthy & Co., Chennai as Scrutinizer for conducting the voting through the Postal Ballot in a fair and transparent manner.
- Voting period will commence from 10<sup>th</sup> March 2014 to 9<sup>th</sup> April 2014.
- Please read the instructions printed in the postal ballot form, exercise your vote and return the form duly completed and signed in the attached self-addressed, postage prepaid business reply envelope, so as to reach the Scrutinizer **not later than 5.30 pm on 9<sup>th</sup> April, 2014.**
- In compliance of the provisions of Section 192A of the Companies Act, 1956 read with the Companies (Passing of the Resolution by Postal Ballot) Rules, 2011, the Company offers e-voting option to the members as an alternative, to enable members to vote electronically instead of dispatching the postal ballot form. The Company has signed an agreement with NSDL for facilitating such e-voting by the members. **Kindly note that each Member can opt for only one mode for voting i.e., either by Physical Ballot or by E-Voting.** However, in case members cast their vote both via physical ballot and e-voting, then voting through postal ballot shall prevail and voting done by e-voting shall be treated as invalid.

**(a) In case of members receiving e-mail from NSDL:**

- Open e-mail and then Open PDF file viz., "TVS Electronics Limited e-voting.pdf" with the Client ID or Folio number as password. The PDF file contains the User ID and Password for e-voting. Please note that the password is an initial password which requires to be changed when the password change menu appears.
- Open your web browser during the voting period and log on to the e-voting website [www.evoting.nsd.com](http://www.evoting.nsd.com)
- Click on Shareholder – Login
- Enter User ID and Password as initial password noted in step (i) above. Click Login.
- Password change menu appears. Change the password with new password with minimum 8 digits / characters or combination thereof. Please note the new password. It is strongly recommended not to share the password with any other person and take utmost care to keep the password confidential.
- Home page of e-voting opens. Go to "e-voting" icon and select "Active EVoting Cycles".
- Select "EVEN" of TVS Electronics Limited
- Cast your vote and select "Submit" and "Confirm" when prompted.
- Upon confirmation, the message "Vote cast successfully" will be displayed.
- Once the member has voted on the resolution, such member will not be allowed to modify their vote.
- Institutions members (i.e other than individuals, HUF, NRI, etc) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/Authority Letter etc. together with the attested specimen signature of the duly authorised signatory(ies), who are authorized to vote, to the Scrutinizer through email: [sriram.krishnamurthy@rediffmail.com](mailto:sriram.krishnamurthy@rediffmail.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) and [kr.raman@scl.co.in](mailto:kr.raman@scl.co.in).

**(b) In case of members receiving Postal Ballot form by Post:**

- Initial password is provided as below/at the bottom of the Postal Ballot Form:

**ELECTRONIC VOTING PARTICULARS**

| EVEN (E-Voting Event Number) | USER ID | PASSWORD / PIN |
|------------------------------|---------|----------------|
|                              |         |                |

- Please follow the steps from (ii) to (xi) stated at Item 5(a) above.
- In case of any queries, Members may refer to the Frequently Asked Questions (FAQs) for members and e-voting user manual for members available at the Downloads section of [www.evoting.nsd.com](http://www.evoting.nsd.com) or contact NSDL at **022-24994600**.
  - If members are already registered with NSDL for e-voting, then they can use their existing user ID and password for casting the vote.
  - Members can also update their mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
- Members who have registered their e-mail IDs for receipt of documents in electronic mode under the Green Initiative of MCA have been sent Postal Ballot notice by e-mail and who wish to vote through ballot form can obtain the ballot form from Share Transfer Agent, Sundaram-Clayton Limited at "Jayalakshmi Estates" 1<sup>st</sup> Floor, 29, Haddows Road, Chennai – 600006 or from the Company at the registered office and fill in the details and send the same to the Scrutinizer by post.

9. The Scrutinizer, after completion of the scrutiny, will submit his report to the Chairman or any of the Directors or Secretary as authorized by the Chairman. The result of the Postal Ballot will be declared by the Chairman or any one of the Directors or the Secretary on 11<sup>th</sup> April, 2014 at the Registered office of the Company. The result will be announced to the Stock Exchanges where shares of the Company are listed and intimated through a press release in the newspapers. The result will also be displayed on the Company's website [www.tvs-e.in](http://www.tvs-e.in). The resolutions, if approved, will be taken as passed effectively on the date of the declaration of the result, as explained above.
10. Members are requested to notify the change in the address, if any, in case of shares held in electronic form to the concerned Depository Participant quoting their Client ID and in case of Physical shares to the Registrar and Transfer Agent of the Company quoting their Folio Number.
11. In case of any queries, Members may contact the Company at [investorservices@tvs-e.in](mailto:investorservices@tvs-e.in); or [scslshares@gmail.com](mailto:scslshares@gmail.com)

#### **EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 AND 192A OF THE COMPANIES ACT, 1956**

##### **Item No. 1 & 2**

The members had approved ESOP Scheme 2011 (Scheme) by passing a Special Resolution in the Annual General Meeting held on 21<sup>st</sup> September, 2011. The scheme provided inter-alia that the Non-Executive Directors (including its Independent Directors and Nominee Directors) of TVS Investments Limited, (the then holding Company), can be granted not exceeding 5,30,000 Stock options in any one financial year and 5,30,000 (Five Lakh Thirty Thousand only) options in aggregate during currency of the Scheme, convertible into equal number of equity shares of face value of Rs.10/- each.

As part of Corporate restructuring, it was decided to transfer the shares held by TVS Investments Limited (TVSI), in all its subsidiary companies to Sundaram Investment Limited (SIL). Accordingly, on 14<sup>th</sup> October 2013, TVSI transferred its holding of 1,09,58,264 Equity Shares of Rs.10/- each in the Company to SIL, in due compliance with the SEBI (Substantial Acquisition of Shares and Takeover) Regulations, 2011.

Consequent to this transfer, Sundaram Investment Limited has become the Holding Company with effect from 14<sup>th</sup> October, 2013.

Consequently, the name of the Holding Company wherever it appears in the ESOP Scheme 2011 and the Articles of Association of the Company is required to be changed to Sundaram Investment Limited.

All other terms and conditions of the ESOP Scheme 2011 would remain unchanged. The Board / Compensation Committee or any other committee if so authorized by the Board, would have absolute discretion to amend, modify, change, delete any of the specifications in accordance with the SEBI guidelines or any other applicable regulations, law for the time being in force.

The Company is not seeking any fresh approval under Section 81(1A) of the Companies Act, 1956.

None of the Directors or Key Managerial Personnel of the Company and / or their relatives is in any way concerned or interested in the resolutions, except to the extent of the options that may be granted to them under ESOP Scheme 2011, as Directors of SIL.

Your approval is sought by voting by postal ballot in terms of the provisions of Section 192A of the Companies Act, 1956 read with the provisions of the Companies (Passing of the Resolution by Postal Ballot) Rules, 2011.

Your Directors commend the resolutions for your approval.

##### **Item Nos. 3 & 4**

Ms. K Hema Rao and Mr. R Sridhar were appointed as "Managers" with effect from 1st November, 2013, under Section 269 of the Companies Act, 1956 at the Board meeting held on 7<sup>th</sup> November 2013. They relinquished the position as "Manager" under the Companies Act, 1956 with effect from 5<sup>th</sup> February 2014, consequent to the appointment of Managing Director.

Their appointment and remuneration for the period from 1<sup>st</sup> November 2013 to 5<sup>th</sup> February 2014 is required to be approved by the members of the Company. The appointment and remuneration of the Managers were in accordance to the provisions of Schedule XIII of the Companies Act, 1956.

This Explanatory statement may also be considered as the requisite abstract under Section 302 of the Companies Act, 1956.

Ms. K Hema Rao and Mr. R Sridhar do not hold any shares in the Company.

None of the Directors or Key Managerial Personnel of the Company and / or their relatives except Ms. K Hema Rao and Mr. R Sridhar is concerned or interested in the resolutions.

Your approval is sought by voting by postal ballot in terms of the provisions of Section 192A of the Companies Act, 1956 read with the provisions of the Companies (Passing of the Resolution by Postal Ballot) Rules, 2011.

Your Directors commend the resolutions for your approval.

##### **Item No . 5**

Mr. K E Ranganathan, aged 51 years, is a Chartered Accountant and Company Secretary, with over 28 years of experience. He has held various senior positions in his earlier stint, including the position as Managing Director at the business conglomerate, Murugappa Group. He is ideally suited for the position on account of his qualification and vast experience.

Mr. K E Ranganathan was appointed as Additional Director at the Board meeting held on 5<sup>th</sup> February 2014. The Board of Directors, in the said meeting, had also approved, subject to the approval of shareholders, to appoint Mr. K E Ranganathan as Managing Director of the Company with effect from 6<sup>th</sup> February 2014. The Remuneration and Compensation Committee of the Board had also approved the payment of remuneration as required under Schedule XIII of the Companies Act, 1956.

This Explanatory statement may also be considered as the requisite abstract under Section 302 of the Companies Act, 1956.

Mr. K E Ranganathan does not hold any shares in the Company.

None of the Directors or Key Managerial Personnel of the Company and / or their relatives except Mr. K E Ranganathan is concerned or interested in this resolution.

Your approval is sought by voting by postal ballot in terms of the provisions of Section 192A of the Companies Act, 1956 read with the provisions of the Companies (Passing of the Resolution by Postal Ballot) Rules, 2011.

Your Directors commend the resolution for your approval.

All the material documents pertaining to the above special businesses are available for inspection by the members at the Registered office of the Company during the working hours during the voting period.

By Order of the Board

Chennai  
5<sup>th</sup> February 2014

**S Nagalakshmi**  
Company Secretary

Encl:

1. Statement of information and particulars pursuant to Part II, Section II (1) (B) & (C) of Schedule XIII of the Companies Act, 1956
2. Postal Ballot Form
3. Self-addressed Postage Pre-Paid Envelope

**STATEMENT OF INFORMATION AND PARTICULARS FOR THE CONSIDERATION OF REMUNERATION COMMITTEE UNDER PART II, SECTION II (1) (B) OF SCHEDULE XIII OF THE COMPANIES ACT, 1956**

Item No . 3

| <b>I GENERAL INFORMATION</b>  |  |               |                  |               |         |                          |        |              |        |                        |          |          |          |              |           |           |           |                   |    |     |      |                  |     |     |      |           |   |   |   |
|---|--|---------------|------------------|---------------|---------|--------------------------|--------|--------------|--------|------------------------|----------|----------|----------|--------------|-----------|-----------|-----------|-------------------|----|-----|------|------------------|-----|-----|------|-----------|---|---|---|
| 1. Nature of Industry   | Computer Peripherals and IT enabled services   |               |                  |               |         |                          |        |              |        |                        |          |          |          |              |           |           |           |                   |    |     |      |                  |     |     |      |           |   |   |   |
| 2. Date or expected date of commencement of commercial production   | Already commenced production 25 years back.  |               |                  |               |         |                          |        |              |        |                        |          |          |          |              |           |           |           |                   |    |     |      |                  |     |     |      |           |   |   |   |
| 3. In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus  | Not Applicable.  |               |                  |               |         |                          |        |              |        |                        |          |          |          |              |           |           |           |                   |    |     |      |                  |     |     |      |           |   |   |   |
| 4. Financial performance based on given indicators  | Rs. In Lakhs<br><table border="1"> <thead> <tr> <th>Particulars</th> <th>2010-11</th> <th>2011-12</th> <th>2012-13</th> </tr> </thead> <tbody> <tr> <td>Gross income</td> <td>18,361</td> <td>22,036</td> <td>23,775</td> </tr> <tr> <td>Capital employed</td> <td>8,589</td> <td>10,859</td> <td>9,969</td> </tr> <tr> <td>Networth</td> <td>4,091</td> <td>4,251</td> <td>3,451</td> </tr> <tr> <td>Profit before tax</td> <td>64</td> <td>141</td> <td>-504</td> </tr> <tr> <td>Profit after tax</td> <td>154</td> <td>140</td> <td>-801</td> </tr> <tr> <td>Dividends</td> <td>-</td> <td>-</td> <td>-</td> </tr> </tbody> </table>  | Particulars   | 2010-11          | 2011-12       | 2012-13 | Gross income             | 18,361 | 22,036       | 23,775 | Capital employed       | 8,589    | 10,859   | 9,969    | Networth     | 4,091     | 4,251     | 3,451     | Profit before tax | 64 | 141 | -504 | Profit after tax | 154 | 140 | -801 | Dividends | - | - | - |
| Particulars   | 2010-11  | 2011-12       | 2012-13          |               |         |                          |        |              |        |                        |          |          |          |              |           |           |           |                   |    |     |      |                  |     |     |      |           |   |   |   |
| Gross income  | 18,361   | 22,036        | 23,775           |               |         |                          |        |              |        |                        |          |          |          |              |           |           |           |                   |    |     |      |                  |     |     |      |           |   |   |   |
| Capital employed  | 8,589  | 10,859        | 9,969            |               |         |                          |        |              |        |                        |          |          |          |              |           |           |           |                   |    |     |      |                  |     |     |      |           |   |   |   |
| Networth  | 4,091  | 4,251         | 3,451            |               |         |                          |        |              |        |                        |          |          |          |              |           |           |           |                   |    |     |      |                  |     |     |      |           |   |   |   |
| Profit before tax   | 64   | 141           | -504             |               |         |                          |        |              |        |                        |          |          |          |              |           |           |           |                   |    |     |      |                  |     |     |      |           |   |   |   |
| Profit after tax  | 154  | 140           | -801             |               |         |                          |        |              |        |                        |          |          |          |              |           |           |           |                   |    |     |      |                  |     |     |      |           |   |   |   |
| Dividends   | -  | -             | -                |               |         |                          |        |              |        |                        |          |          |          |              |           |           |           |                   |    |     |      |                  |     |     |      |           |   |   |   |
| 5. Export performance and net foreign exchange collaborations   | Company exports Printers and Printer components. It has no foreign collaborations.<br>Rs. In Lakhs<br><table border="1"> <thead> <tr> <th>Particulars</th> <th>2010-11</th> <th>2011-12</th> <th>2012-13</th> </tr> </thead> <tbody> <tr> <td>Foreign Exchange earning</td> <td>-</td> <td>84.56</td> <td>315.71</td> </tr> </tbody> </table> Less:<br><table border="1"> <tbody> <tr> <td>Foreign Exchange outgo</td> <td>4,327.42</td> <td>5,366.37</td> <td>5,831.49</td> </tr> <tr> <td>Net position</td> <td>-4,327.42</td> <td>-5,281.81</td> <td>-5,515.78</td> </tr> </tbody> </table>   | Particulars   | 2010-11          | 2011-12       | 2012-13 | Foreign Exchange earning | -      | 84.56        | 315.71 | Foreign Exchange outgo | 4,327.42 | 5,366.37 | 5,831.49 | Net position | -4,327.42 | -5,281.81 | -5,515.78 |                   |    |     |      |                  |     |     |      |           |   |   |   |
| Particulars   | 2010-11  | 2011-12       | 2012-13          |               |         |                          |        |              |        |                        |          |          |          |              |           |           |           |                   |    |     |      |                  |     |     |      |           |   |   |   |
| Foreign Exchange earning  | -  | 84.56         | 315.71           |               |         |                          |        |              |        |                        |          |          |          |              |           |           |           |                   |    |     |      |                  |     |     |      |           |   |   |   |
| Foreign Exchange outgo  | 4,327.42   | 5,366.37      | 5,831.49         |               |         |                          |        |              |        |                        |          |          |          |              |           |           |           |                   |    |     |      |                  |     |     |      |           |   |   |   |
| Net position  | -4,327.42  | -5,281.81     | -5,515.78        |               |         |                          |        |              |        |                        |          |          |          |              |           |           |           |                   |    |     |      |                  |     |     |      |           |   |   |   |
| 6. Foreign investments or collaborators, if any   | Nil  |               |                  |               |         |                          |        |              |        |                        |          |          |          |              |           |           |           |                   |    |     |      |                  |     |     |      |           |   |   |   |
| <b>II INFORMATION ABOUT THE APPOINTEE</b>   |  |               |                  |               |         |                          |        |              |        |                        |          |          |          |              |           |           |           |                   |    |     |      |                  |     |     |      |           |   |   |   |
| 1. Background Details   | Ms. K Hema Rao is 46 years old. She is a BE (Electrical & Electronics) 1989 batch from NIT ( National Institute of Technology),Trichy. She joined TVS-E in the year 1989. Hema's career, spanning 25 years in TVS-E started as Graduate Engineer Trainee, thereafter, took up various challenging roles in Technical support, Customer Support, Service Operations, Account Management (NIS) TVS-E, Sales Operations (Regional). She was also HR Head of Harita Techserv Ltd, before moving to Executive Director and Leader of Harita Techserv Inc, North American Operations. She was also heading Harita Academy for a brief period. She then moved back to TVS-E to head Supplies and Accessories unit. She currently heads Servicetec business as Vice President. |               |                  |               |         |                          |        |              |        |                        |          |          |          |              |           |           |           |                   |    |     |      |                  |     |     |      |           |   |   |   |
| 2. Past Remuneration  | Remuneration comprises of monthly salary, perquisites, retirement benefits and commissions. The details of which are:<br><br>Rs. Lakhs p.a<br><table border="1"> <tbody> <tr> <td>Y.E 31.3.2011</td> <td>32.55</td> </tr> <tr> <td>Y.E 31.3.2012</td> <td>36.96</td> </tr> <tr> <td>Y.E 31.3.2013</td> <td>42.00</td> </tr> </tbody> </table>  | Y.E 31.3.2011 | 32.55            | Y.E 31.3.2012 | 36.96   | Y.E 31.3.2013            | 42.00  |              |        |                        |          |          |          |              |           |           |           |                   |    |     |      |                  |     |     |      |           |   |   |   |
| Y.E 31.3.2011   | 32.55  |               |                  |               |         |                          |        |              |        |                        |          |          |          |              |           |           |           |                   |    |     |      |                  |     |     |      |           |   |   |   |
| Y.E 31.3.2012   | 36.96  |               |                  |               |         |                          |        |              |        |                        |          |          |          |              |           |           |           |                   |    |     |      |                  |     |     |      |           |   |   |   |
| Y.E 31.3.2013   | 42.00  |               |                  |               |         |                          |        |              |        |                        |          |          |          |              |           |           |           |                   |    |     |      |                  |     |     |      |           |   |   |   |
| 3. Recognition or awards  | Various Annual Performance Awards at TVS-E.<br>Presented a paper at the prestigious Management Briefing Seminars of CAR ( Centre for Automotive Research)at Michigan,USA in 2007<br>Listed in Cambridge's "Who's who" of Women in Leadership in USA.   |               |                  |               |         |                          |        |              |        |                        |          |          |          |              |           |           |           |                   |    |     |      |                  |     |     |      |           |   |   |   |
| 4. Job profile and suitability  | Ms. K Hema Rao has held various senior positions in the Company. In view of her vast experience and significant contributions and achievements during her long tenure in TVS-E in the roles of Functional head / Business head in both domestic and international markets, she will be ideally suited for the position.  |               |                  |               |         |                          |        |              |        |                        |          |          |          |              |           |           |           |                   |    |     |      |                  |     |     |      |           |   |   |   |
| 5. Remuneration proposed by way of salary, Special allowance, Variable pay, etc   | <table border="1"> <thead> <tr> <th>Description</th> <th>Rs. In Lakhs.p.a</th> </tr> </thead> <tbody> <tr> <td>Salary</td> <td>5.76</td> </tr> <tr> <td>Special Allowance</td> <td>10.72</td> </tr> <tr> <td>Variable Pay</td> <td>12.00</td> </tr> <tr> <td>Others</td> <td>13.52</td> </tr> <tr> <td>Total *</td> <td>42.00</td> </tr> </tbody> </table>   | Description   | Rs. In Lakhs.p.a | Salary        | 5.76    | Special Allowance        | 10.72  | Variable Pay | 12.00  | Others                 | 13.52    | Total *  | 42.00    |              |           |           |           |                   |    |     |      |                  |     |     |      |           |   |   |   |
| Description   | Rs. In Lakhs.p.a   |               |                  |               |         |                          |        |              |        |                        |          |          |          |              |           |           |           |                   |    |     |      |                  |     |     |      |           |   |   |   |
| Salary  | 5.76   |               |                  |               |         |                          |        |              |        |                        |          |          |          |              |           |           |           |                   |    |     |      |                  |     |     |      |           |   |   |   |
| Special Allowance   | 10.72  |               |                  |               |         |                          |        |              |        |                        |          |          |          |              |           |           |           |                   |    |     |      |                  |     |     |      |           |   |   |   |
| Variable Pay  | 12.00  |               |                  |               |         |                          |        |              |        |                        |          |          |          |              |           |           |           |                   |    |     |      |                  |     |     |      |           |   |   |   |
| Others  | 13.52  |               |                  |               |         |                          |        |              |        |                        |          |          |          |              |           |           |           |                   |    |     |      |                  |     |     |      |           |   |   |   |
| Total *   | 42.00  |               |                  |               |         |                          |        |              |        |                        |          |          |          |              |           |           |           |                   |    |     |      |                  |     |     |      |           |   |   |   |
| *In the event of loss or inadequacy of profit the same substantive Remuneration shall be the minimum Remuneration.  |  |               |                  |               |         |                          |        |              |        |                        |          |          |          |              |           |           |           |                   |    |     |      |                  |     |     |      |           |   |   |   |
| 6. Comparative Remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be w.r.t. the country of origin) | The proposed remuneration is in line with the current remuneration package of managerial personnel of Companies of the same size, in electronics / ITES enabled industry. Further, it is commensurate with her professional qualification and vast experience and in accordance with the highly competitive business scenario requiring recognition and rewards for performance and achievement towards meeting objectives of the Company.   |               |                  |               |         |                          |        |              |        |                        |          |          |          |              |           |           |           |                   |    |     |      |                  |     |     |      |           |   |   |   |
| 7. Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel, if any.   | Nil  |               |                  |               |         |                          |        |              |        |                        |          |          |          |              |           |           |           |                   |    |     |      |                  |     |     |      |           |   |   |   |
| <b>III OTHER INFORMATION</b>  |  |               |                  |               |         |                          |        |              |        |                        |          |          |          |              |           |           |           |                   |    |     |      |                  |     |     |      |           |   |   |   |
| 1. Reasons for loss or inadequate profits   | Drop in demand for the Dot Matrix Printers and other computer peripherals, highly competitive environment in IT enabled services and inflationary conditions.  |               |                  |               |         |                          |        |              |        |                        |          |          |          |              |           |           |           |                   |    |     |      |                  |     |     |      |           |   |   |   |
| 2. Steps taken or proposed to be taken for improvement  | Cost control measures and exploring other profitable business opportunities.   |               |                  |               |         |                          |        |              |        |                        |          |          |          |              |           |           |           |                   |    |     |      |                  |     |     |      |           |   |   |   |
| 3. Expected increase in productivity and profit in measurable terms   | Revenue growth in Computer peripherals, improvement in operating margins, new initiatives like retailer automation projects are expected to improve the profitability.   |               |                  |               |         |                          |        |              |        |                        |          |          |          |              |           |           |           |                   |    |     |      |                  |     |     |      |           |   |   |   |

Item No . 4

| I GENERAL INFORMATION  |   |                        |                  |          |          |                          |           |              |           |                  |       |         |       |          |       |       |       |                   |    |     |      |                  |     |     |      |           |   |   |   |
|--|---|------------------------|------------------|----------|----------|--------------------------|-----------|--------------|-----------|------------------|-------|---------|-------|----------|-------|-------|-------|-------------------|----|-----|------|------------------|-----|-----|------|-----------|---|---|---|
| 1. Nature of Industry  | Computer Peripherals and IT enabled services  |                        |                  |          |          |                          |           |              |           |                  |       |         |       |          |       |       |       |                   |    |     |      |                  |     |     |      |           |   |   |   |
| 2. Date or expected date of commencement of commercial production  | Already commenced production 25 years back.   |                        |                  |          |          |                          |           |              |           |                  |       |         |       |          |       |       |       |                   |    |     |      |                  |     |     |      |           |   |   |   |
| 3. In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus   | Not Applicable.   |                        |                  |          |          |                          |           |              |           |                  |       |         |       |          |       |       |       |                   |    |     |      |                  |     |     |      |           |   |   |   |
| 4. Financial performance based on given indicators   | Rs. In Lakhs  |                        |                  |          |          |                          |           |              |           |                  |       |         |       |          |       |       |       |                   |    |     |      |                  |     |     |      |           |   |   |   |
|  | <table border="1"> <thead> <tr> <th>Particulars</th> <th>2010-11</th> <th>2011-12</th> <th>2012-13</th> </tr> </thead> <tbody> <tr> <td>Gross income</td> <td>18,361</td> <td>22,036</td> <td>23,775</td> </tr> <tr> <td>Capital employed</td> <td>8,589</td> <td>10,859</td> <td>9,969</td> </tr> <tr> <td>Networth</td> <td>4,091</td> <td>4,251</td> <td>3,451</td> </tr> <tr> <td>Profit before tax</td> <td>64</td> <td>141</td> <td>-504</td> </tr> <tr> <td>Profit after tax</td> <td>154</td> <td>140</td> <td>-801</td> </tr> <tr> <td>Dividends</td> <td>-</td> <td>-</td> <td>-</td> </tr> </tbody> </table> | Particulars            | 2010-11          | 2011-12  | 2012-13  | Gross income             | 18,361    | 22,036       | 23,775    | Capital employed | 8,589 | 10,859  | 9,969 | Networth | 4,091 | 4,251 | 3,451 | Profit before tax | 64 | 141 | -504 | Profit after tax | 154 | 140 | -801 | Dividends | - | - | - |
| Particulars  | 2010-11   | 2011-12                | 2012-13          |          |          |                          |           |              |           |                  |       |         |       |          |       |       |       |                   |    |     |      |                  |     |     |      |           |   |   |   |
| Gross income   | 18,361  | 22,036                 | 23,775           |          |          |                          |           |              |           |                  |       |         |       |          |       |       |       |                   |    |     |      |                  |     |     |      |           |   |   |   |
| Capital employed   | 8,589   | 10,859                 | 9,969            |          |          |                          |           |              |           |                  |       |         |       |          |       |       |       |                   |    |     |      |                  |     |     |      |           |   |   |   |
| Networth   | 4,091   | 4,251                  | 3,451            |          |          |                          |           |              |           |                  |       |         |       |          |       |       |       |                   |    |     |      |                  |     |     |      |           |   |   |   |
| Profit before tax  | 64  | 141                    | -504             |          |          |                          |           |              |           |                  |       |         |       |          |       |       |       |                   |    |     |      |                  |     |     |      |           |   |   |   |
| Profit after tax   | 154   | 140                    | -801             |          |          |                          |           |              |           |                  |       |         |       |          |       |       |       |                   |    |     |      |                  |     |     |      |           |   |   |   |
| Dividends  | -   | -                      | -                |          |          |                          |           |              |           |                  |       |         |       |          |       |       |       |                   |    |     |      |                  |     |     |      |           |   |   |   |
| 5. Export performance and net foreign exchange collaborations  | Company exports Printers and Printer components. It has no foreign collaborations.  |                        |                  |          |          |                          |           |              |           |                  |       |         |       |          |       |       |       |                   |    |     |      |                  |     |     |      |           |   |   |   |
|  | Rs. In Lakhs  |                        |                  |          |          |                          |           |              |           |                  |       |         |       |          |       |       |       |                   |    |     |      |                  |     |     |      |           |   |   |   |
|  | <table border="1"> <thead> <tr> <th>Particulars</th> <th>2010-11</th> <th>2011-12</th> <th>2012-13</th> </tr> </thead> <tbody> <tr> <td>Foreign Exchange earning</td> <td>-</td> <td>84.56</td> <td>315.71</td> </tr> </tbody> </table>   | Particulars            | 2010-11          | 2011-12  | 2012-13  | Foreign Exchange earning | -         | 84.56        | 315.71    |                  |       |         |       |          |       |       |       |                   |    |     |      |                  |     |     |      |           |   |   |   |
| Particulars  | 2010-11   | 2011-12                | 2012-13          |          |          |                          |           |              |           |                  |       |         |       |          |       |       |       |                   |    |     |      |                  |     |     |      |           |   |   |   |
| Foreign Exchange earning   | -   | 84.56                  | 315.71           |          |          |                          |           |              |           |                  |       |         |       |          |       |       |       |                   |    |     |      |                  |     |     |      |           |   |   |   |
|  | Less:   |                        |                  |          |          |                          |           |              |           |                  |       |         |       |          |       |       |       |                   |    |     |      |                  |     |     |      |           |   |   |   |
|  | <table border="1"> <tbody> <tr> <td>Foreign Exchange outgo</td> <td>4,327.42</td> <td>5,366.37</td> <td>5,831.49</td> </tr> <tr> <td>Net position</td> <td>-4,327.42</td> <td>-5,281.81</td> <td>-5,515.78</td> </tr> </tbody> </table>   | Foreign Exchange outgo | 4,327.42         | 5,366.37 | 5,831.49 | Net position             | -4,327.42 | -5,281.81    | -5,515.78 |                  |       |         |       |          |       |       |       |                   |    |     |      |                  |     |     |      |           |   |   |   |
| Foreign Exchange outgo   | 4,327.42  | 5,366.37               | 5,831.49         |          |          |                          |           |              |           |                  |       |         |       |          |       |       |       |                   |    |     |      |                  |     |     |      |           |   |   |   |
| Net position   | -4,327.42   | -5,281.81              | -5,515.78        |          |          |                          |           |              |           |                  |       |         |       |          |       |       |       |                   |    |     |      |                  |     |     |      |           |   |   |   |
| 6. Foreign investments or collaborators, if any  | Nil   |                        |                  |          |          |                          |           |              |           |                  |       |         |       |          |       |       |       |                   |    |     |      |                  |     |     |      |           |   |   |   |
| II INFORMATION ABOUT THE APPOINTEE   |   |                        |                  |          |          |                          |           |              |           |                  |       |         |       |          |       |       |       |                   |    |     |      |                  |     |     |      |           |   |   |   |
| 1. Background Details  | Mr. R Sridhar, aged 45 Years, is a Mechanical Engineer with post graduate specialization in Manufacturing systems-MS (Mfg System). He has over 23 years of experience in Automotive, White goods & IT hardware verticals. His last assignment before joining this Company, was with M/s. Whirlpool Of India Limited. He has been with the Company for nearly 8 years from March 2006.   |                        |                  |          |          |                          |           |              |           |                  |       |         |       |          |       |       |       |                   |    |     |      |                  |     |     |      |           |   |   |   |
| 2. Past Remuneration   | Remuneration comprises of monthly salary, perquisites, retirement benefits and commissions. The details of which are:<br><br>Rs. Lakhs p.a<br>Y.E 31.3.2011 32.61<br>Y.E 31.3.2012 35.25<br>Y.E 31.3.2013 42.00   |                        |                  |          |          |                          |           |              |           |                  |       |         |       |          |       |       |       |                   |    |     |      |                  |     |     |      |           |   |   |   |
| 3. Recognition or awards   | Certified Lean Mentor & Six Sigma Black belt.<br>Chartered Engineer & Member of Institution of Production Engineer.   |                        |                  |          |          |                          |           |              |           |                  |       |         |       |          |       |       |       |                   |    |     |      |                  |     |     |      |           |   |   |   |
| 4. Job profile and his suitability   | Mr R Sridhar has held various senior positions in his earlier assignment and also in the Company. He is ideally suited for the position, in view of his vast experience in the products business.   |                        |                  |          |          |                          |           |              |           |                  |       |         |       |          |       |       |       |                   |    |     |      |                  |     |     |      |           |   |   |   |
| 5. Remuneration proposed by way of salary, Special allowance, Variable pay, etc  | <table border="1"> <thead> <tr> <th>Description</th> <th>Rs. In Lakhs.p.a</th> </tr> </thead> <tbody> <tr> <td>Salary</td> <td>6.60</td> </tr> <tr> <td>Special Allowance</td> <td>8.20</td> </tr> <tr> <td>Variable Pay</td> <td>10.58</td> </tr> <tr> <td>Others</td> <td>16.62</td> </tr> <tr> <td>Total *</td> <td>42.00</td> </tr> </tbody> </table>   | Description            | Rs. In Lakhs.p.a | Salary   | 6.60     | Special Allowance        | 8.20      | Variable Pay | 10.58     | Others           | 16.62 | Total * | 42.00 |          |       |       |       |                   |    |     |      |                  |     |     |      |           |   |   |   |
| Description  | Rs. In Lakhs.p.a  |                        |                  |          |          |                          |           |              |           |                  |       |         |       |          |       |       |       |                   |    |     |      |                  |     |     |      |           |   |   |   |
| Salary   | 6.60  |                        |                  |          |          |                          |           |              |           |                  |       |         |       |          |       |       |       |                   |    |     |      |                  |     |     |      |           |   |   |   |
| Special Allowance  | 8.20  |                        |                  |          |          |                          |           |              |           |                  |       |         |       |          |       |       |       |                   |    |     |      |                  |     |     |      |           |   |   |   |
| Variable Pay   | 10.58   |                        |                  |          |          |                          |           |              |           |                  |       |         |       |          |       |       |       |                   |    |     |      |                  |     |     |      |           |   |   |   |
| Others   | 16.62   |                        |                  |          |          |                          |           |              |           |                  |       |         |       |          |       |       |       |                   |    |     |      |                  |     |     |      |           |   |   |   |
| Total *  | 42.00   |                        |                  |          |          |                          |           |              |           |                  |       |         |       |          |       |       |       |                   |    |     |      |                  |     |     |      |           |   |   |   |
|  | *In the event of loss or inadequacy of profit the same substantive Remuneration shall be the minimum Remuneration.  |                        |                  |          |          |                          |           |              |           |                  |       |         |       |          |       |       |       |                   |    |     |      |                  |     |     |      |           |   |   |   |
| 6. Comparative Remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be w.r.t. the country of his origin). | The proposed remuneration is in line with the current remuneration package of managerial personnel of Companies of the same size, in electronics / ITES enabled industry. Further, it is commensurate with his professional qualification and vast experience and in accordance with the highly competitive business scenario requiring recognition and rewards for performance and achievement towards meeting objectives of the Company.  |                        |                  |          |          |                          |           |              |           |                  |       |         |       |          |       |       |       |                   |    |     |      |                  |     |     |      |           |   |   |   |
| 7. Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel, if any.  | Nil   |                        |                  |          |          |                          |           |              |           |                  |       |         |       |          |       |       |       |                   |    |     |      |                  |     |     |      |           |   |   |   |
| III OTHER INFORMATION  |   |                        |                  |          |          |                          |           |              |           |                  |       |         |       |          |       |       |       |                   |    |     |      |                  |     |     |      |           |   |   |   |
| 1. Reasons for loss or inadequate profits  | Drop in demand for the Dot Matrix Printers and other computer peripherals, highly competitive environment in IT enabled services and inflationary conditions.   |                        |                  |          |          |                          |           |              |           |                  |       |         |       |          |       |       |       |                   |    |     |      |                  |     |     |      |           |   |   |   |
| 2. Steps taken or proposed to be taken for improvement   | Cost control measures and exploring other profitable business opportunities.  |                        |                  |          |          |                          |           |              |           |                  |       |         |       |          |       |       |       |                   |    |     |      |                  |     |     |      |           |   |   |   |
| 3. Expected increase in productivity and profit in measurable terms  | Revenue growth in Computer peripherals, improvement in operating margins, new initiatives like retailer automation projects are expected to improve the profitability.  |                        |                  |          |          |                          |           |              |           |                  |       |         |       |          |       |       |       |                   |    |     |      |                  |     |     |      |           |   |   |   |

**STATEMENT OF INFORMATION AND PARTICULARS FOR THE CONSIDERATION OF REMUNERATION COMMITTEE UNDER PART II, SECTION II (1) (C) OF SCHEDULE XIII OF THE COMPANIES ACT, 1956**

Item No . 5

| <b>I GENERAL INFORMATION</b>  |  |                |                  |                     |         |                          |        |         |        |                        |          |          |          |              |           |           |           |                   |    |     |      |                  |     |     |      |           |   |   |   |
|---|--|----------------|------------------|---------------------|---------|--------------------------|--------|---------|--------|------------------------|----------|----------|----------|--------------|-----------|-----------|-----------|-------------------|----|-----|------|------------------|-----|-----|------|-----------|---|---|---|
| 1. Nature of Industry   | Computer Peripherals and IT enabled services   |                |                  |                     |         |                          |        |         |        |                        |          |          |          |              |           |           |           |                   |    |     |      |                  |     |     |      |           |   |   |   |
| 2. Date or expected date of commencement of commercial production   | Already commenced production 25 years back.  |                |                  |                     |         |                          |        |         |        |                        |          |          |          |              |           |           |           |                   |    |     |      |                  |     |     |      |           |   |   |   |
| 3. In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus  | Not Applicable.  |                |                  |                     |         |                          |        |         |        |                        |          |          |          |              |           |           |           |                   |    |     |      |                  |     |     |      |           |   |   |   |
| 4. Financial performance based on given indicators  | <p style="text-align: right;">Rs. In Lakhs</p> <table border="1"> <thead> <tr> <th>Particulars</th> <th>2010-11</th> <th>2011-12</th> <th>2012-13</th> </tr> </thead> <tbody> <tr> <td>Gross income</td> <td>18,361</td> <td>22,036</td> <td>23,775</td> </tr> <tr> <td>Capital employed</td> <td>8,589</td> <td>10,859</td> <td>9,969</td> </tr> <tr> <td>Networth</td> <td>4,091</td> <td>4,251</td> <td>3,451</td> </tr> <tr> <td>Profit before tax</td> <td>64</td> <td>141</td> <td>-504</td> </tr> <tr> <td>Profit after tax</td> <td>154</td> <td>140</td> <td>-801</td> </tr> <tr> <td>Dividends</td> <td>-</td> <td>-</td> <td>-</td> </tr> </tbody> </table> | Particulars    | 2010-11          | 2011-12             | 2012-13 | Gross income             | 18,361 | 22,036  | 23,775 | Capital employed       | 8,589    | 10,859   | 9,969    | Networth     | 4,091     | 4,251     | 3,451     | Profit before tax | 64 | 141 | -504 | Profit after tax | 154 | 140 | -801 | Dividends | - | - | - |
| Particulars   | 2010-11  | 2011-12        | 2012-13          |                     |         |                          |        |         |        |                        |          |          |          |              |           |           |           |                   |    |     |      |                  |     |     |      |           |   |   |   |
| Gross income  | 18,361   | 22,036         | 23,775           |                     |         |                          |        |         |        |                        |          |          |          |              |           |           |           |                   |    |     |      |                  |     |     |      |           |   |   |   |
| Capital employed  | 8,589  | 10,859         | 9,969            |                     |         |                          |        |         |        |                        |          |          |          |              |           |           |           |                   |    |     |      |                  |     |     |      |           |   |   |   |
| Networth  | 4,091  | 4,251          | 3,451            |                     |         |                          |        |         |        |                        |          |          |          |              |           |           |           |                   |    |     |      |                  |     |     |      |           |   |   |   |
| Profit before tax   | 64   | 141            | -504             |                     |         |                          |        |         |        |                        |          |          |          |              |           |           |           |                   |    |     |      |                  |     |     |      |           |   |   |   |
| Profit after tax  | 154  | 140            | -801             |                     |         |                          |        |         |        |                        |          |          |          |              |           |           |           |                   |    |     |      |                  |     |     |      |           |   |   |   |
| Dividends   | -  | -              | -                |                     |         |                          |        |         |        |                        |          |          |          |              |           |           |           |                   |    |     |      |                  |     |     |      |           |   |   |   |
| 5. Export performance and net foreign exchange collaborations   | <p>Company exports Printers and Printer components. It has no foreign collaborations</p> <p style="text-align: right;">Rs. In Lakhs</p> <table border="1"> <thead> <tr> <th>Particulars</th> <th>2010-11</th> <th>2011-12</th> <th>2012-13</th> </tr> </thead> <tbody> <tr> <td>Foreign Exchange earning</td> <td>-</td> <td>84.56</td> <td>315.71</td> </tr> </tbody> </table> <p>Less:</p> <table border="1"> <tbody> <tr> <td>Foreign Exchange outgo</td> <td>4,327.42</td> <td>5,366.37</td> <td>5,831.49</td> </tr> <tr> <td>Net position</td> <td>-4,327.42</td> <td>-5,281.81</td> <td>-5,515.78</td> </tr> </tbody> </table>                                   | Particulars    | 2010-11          | 2011-12             | 2012-13 | Foreign Exchange earning | -      | 84.56   | 315.71 | Foreign Exchange outgo | 4,327.42 | 5,366.37 | 5,831.49 | Net position | -4,327.42 | -5,281.81 | -5,515.78 |                   |    |     |      |                  |     |     |      |           |   |   |   |
| Particulars   | 2010-11  | 2011-12        | 2012-13          |                     |         |                          |        |         |        |                        |          |          |          |              |           |           |           |                   |    |     |      |                  |     |     |      |           |   |   |   |
| Foreign Exchange earning  | -  | 84.56          | 315.71           |                     |         |                          |        |         |        |                        |          |          |          |              |           |           |           |                   |    |     |      |                  |     |     |      |           |   |   |   |
| Foreign Exchange outgo  | 4,327.42   | 5,366.37       | 5,831.49         |                     |         |                          |        |         |        |                        |          |          |          |              |           |           |           |                   |    |     |      |                  |     |     |      |           |   |   |   |
| Net position  | -4,327.42  | -5,281.81      | -5,515.78        |                     |         |                          |        |         |        |                        |          |          |          |              |           |           |           |                   |    |     |      |                  |     |     |      |           |   |   |   |
| 6. Foreign investments or collaborators, if any   | Nil  |                |                  |                     |         |                          |        |         |        |                        |          |          |          |              |           |           |           |                   |    |     |      |                  |     |     |      |           |   |   |   |
| <b>II INFORMATION ABOUT THE APPOINTEE</b>   |  |                |                  |                     |         |                          |        |         |        |                        |          |          |          |              |           |           |           |                   |    |     |      |                  |     |     |      |           |   |   |   |
| 1. Background Details   | Mr. K E Ranganathan, aged 51 years, is a Chartered Accountant and Company Secretary, with over 28 years of experience. His last assignment was as the CEO of the diversified business conglomerate, Murugappa Group. He started his career with Sundaram Clayton Limited in 1984 and has handled various assignments in TVS Group. He joined Murugappa Group in 1994 and continued with the group till October 2012.   |                |                  |                     |         |                          |        |         |        |                        |          |          |          |              |           |           |           |                   |    |     |      |                  |     |     |      |           |   |   |   |
| 2. Past Remuneration  | <p>Remuneration comprises of monthly salary, perquisites, retirement benefits and commissions. The details of which are:</p> <p style="text-align: center;">Rs. In Lakhs p.a</p> <table border="1"> <tbody> <tr> <td>Y.E 31 03 2011</td> <td>101.08</td> </tr> <tr> <td>Y.E 31 03 2012</td> <td>105.86</td> </tr> <tr> <td>Y.E 31 03 2013</td> <td>132.89</td> </tr> </tbody> </table>   | Y.E 31 03 2011 | 101.08           | Y.E 31 03 2012      | 105.86  | Y.E 31 03 2013           | 132.89 |         |        |                        |          |          |          |              |           |           |           |                   |    |     |      |                  |     |     |      |           |   |   |   |
| Y.E 31 03 2011  | 101.08   |                |                  |                     |         |                          |        |         |        |                        |          |          |          |              |           |           |           |                   |    |     |      |                  |     |     |      |           |   |   |   |
| Y.E 31 03 2012  | 105.86   |                |                  |                     |         |                          |        |         |        |                        |          |          |          |              |           |           |           |                   |    |     |      |                  |     |     |      |           |   |   |   |
| Y.E 31 03 2013  | 132.89   |                |                  |                     |         |                          |        |         |        |                        |          |          |          |              |           |           |           |                   |    |     |      |                  |     |     |      |           |   |   |   |
| 3. Recognition or awards  | Mr. K E Ranganathan was awarded the Fulbright Scholarship in 2000 at Carnegie Mellon University and also received the Udyog Rattan Award from the Institute of Economic Studies, New Delhi, in June 2007.  |                |                  |                     |         |                          |        |         |        |                        |          |          |          |              |           |           |           |                   |    |     |      |                  |     |     |      |           |   |   |   |
| 4. Job profile and his suitability  | Mr. K E Ranganathan has held various senior positions in his earlier stint, including the position of the Managing Director, at the business conglomerate, Murugappa Group. He is ideally suited for the position on account of his qualification and vast experience.   |                |                  |                     |         |                          |        |         |        |                        |          |          |          |              |           |           |           |                   |    |     |      |                  |     |     |      |           |   |   |   |
| 5. Remuneration proposed by way of salary, Special allowance, Variable pay, etc   | <table border="1"> <thead> <tr> <th>Description</th> <th>Rs. In Lakhs.p.a</th> </tr> </thead> <tbody> <tr> <td>Consolidated Salary</td> <td>60.00</td> </tr> <tr> <td>Variable Pay</td> <td>20.00</td> </tr> <tr> <td>Total *</td> <td>80.00</td> </tr> </tbody> </table>  | Description    | Rs. In Lakhs.p.a | Consolidated Salary | 60.00   | Variable Pay             | 20.00  | Total * | 80.00  |                        |          |          |          |              |           |           |           |                   |    |     |      |                  |     |     |      |           |   |   |   |
| Description   | Rs. In Lakhs.p.a   |                |                  |                     |         |                          |        |         |        |                        |          |          |          |              |           |           |           |                   |    |     |      |                  |     |     |      |           |   |   |   |
| Consolidated Salary   | 60.00  |                |                  |                     |         |                          |        |         |        |                        |          |          |          |              |           |           |           |                   |    |     |      |                  |     |     |      |           |   |   |   |
| Variable Pay  | 20.00  |                |                  |                     |         |                          |        |         |        |                        |          |          |          |              |           |           |           |                   |    |     |      |                  |     |     |      |           |   |   |   |
| Total *   | 80.00  |                |                  |                     |         |                          |        |         |        |                        |          |          |          |              |           |           |           |                   |    |     |      |                  |     |     |      |           |   |   |   |
| *In the event of loss or inadequacy of profit the same substantive Remuneration shall be the minimum Remuneration.  |  |                |                  |                     |         |                          |        |         |        |                        |          |          |          |              |           |           |           |                   |    |     |      |                  |     |     |      |           |   |   |   |
| 6. Comparative Remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be w.r.t. the country of his origin) | The proposed remuneration is in line with the current remuneration package of managerial personnel of Companies of the same size, in electronics / ITES enabled industry. Further, it is commensurate with his professional qualification and vast experience and in accordance with the highly competitive business scenario requiring recognition and rewards for performance and achievement towards meeting objectives of the Company.   |                |                  |                     |         |                          |        |         |        |                        |          |          |          |              |           |           |           |                   |    |     |      |                  |     |     |      |           |   |   |   |
| 7. Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel, if any.   | Nil  |                |                  |                     |         |                          |        |         |        |                        |          |          |          |              |           |           |           |                   |    |     |      |                  |     |     |      |           |   |   |   |
| <b>III OTHER INFORMATION</b>  |  |                |                  |                     |         |                          |        |         |        |                        |          |          |          |              |           |           |           |                   |    |     |      |                  |     |     |      |           |   |   |   |
| 1. Reasons for loss or inadequate profits   | Drop in demand for the Dot Matrix Printers and other computer peripherals, highly competitive environment in IT enabled services and inflationary conditions.  |                |                  |                     |         |                          |        |         |        |                        |          |          |          |              |           |           |           |                   |    |     |      |                  |     |     |      |           |   |   |   |
| 2. Steps taken or proposed to be taken for improvement  | Cost control measures and exploring other profitable business opportunities.   |                |                  |                     |         |                          |        |         |        |                        |          |          |          |              |           |           |           |                   |    |     |      |                  |     |     |      |           |   |   |   |
| 3. Expected increase in productivity and profit in measurable terms   | Revenue growth in Computer peripherals, improvement in operating margins, new initiatives like retailer automation projects are expected to improve the profitability.   |                |                  |                     |         |                          |        |         |        |                        |          |          |          |              |           |           |           |                   |    |     |      |                  |     |     |      |           |   |   |   |

By Order of the Board



# TVS ELECTRONICS LIMITED

Regd. Office : "Jayalashmi Estates", No. 29, Haddows Road, Chennai - 600 006.

## POSTAL BALLOT FORM

(to be returned to the scrutinizor appointed by the company)

Ballot No. : \_\_\_\_\_  
(For Scrutinizer's use only)

- Name(s) of Member(s)** : \_\_\_\_\_  
(including joint holders, if any)
- Registered address of the sole / : \_\_\_\_\_  
first named member
- Registered Folio No. : \_\_\_\_\_  
(applicable to members holding shares in physical form)
- DP ID No. & Client ID No. : \_\_\_\_\_  
(applicable to members holding shares in dematerialized form)
- Number of shares held : \_\_\_\_\_

I/We hereby exercise my/our vote in respect of the Resolutions to be passed through Postal Ballot for the businesses stated in the Postal Ballot Notice of the Company by conveying my/our assent or dissent to the said Resolution by placing the tick (✓) mark at the appropriate box below :

| Resolution No. | Description   | No. of Shares | I/We assent to the Resolution | I/We dissent to the Resolution |
|----------------|---|---------------|-------------------------------|--------------------------------|
| 1              | Amendments to the ESOP Scheme 2011 noting the change in the Holding Company   |               |                               |                                |
| 2              | Amendments to Articles of Association in respect of change in the Promoter  |               |                               |                                |
| 3              | Appointment and Remuneration of Ms. K Hema Rao as Manager under the Companies Act, 1956 from 1 <sup>st</sup> November 2013 to 5 <sup>th</sup> February 2014 |               |                               |                                |
| 4              | Appointment and Remuneration of Mr. R Sridhar as Manager under the Companies Act, 1956 from 1 <sup>st</sup> November 2013 to 5 <sup>th</sup> February 2014  |               |                               |                                |
| 5              | Appointment of Mr. K.E. Ranganathan as Managing Director from 6 <sup>th</sup> February 2014   |               |                               |                                |

Place : \_\_\_\_\_ Date : \_\_\_\_\_ Signature of the Member

| ELECTRONIC VOTING PARTICULARS |         |
|-------------------------------|---------|
| EVENT (E-Voting Event Number) | USER ID |
|                               |         |
|                               |         |

**Note** : Kindly read the instructions printed overleaf before filling the form. Last date for receipt of postal ballot forms by the Scrutinizer is 9<sup>th</sup> April 2014.



# TVS ELECTRONICS LIMITED

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Place : \_\_\_\_\_ Date : \_\_\_\_\_ Signature of the Member

| ELECTRONIC VOTING PARTICULARS |         |
|-------------------------------|---------|
| EVENT (E-Voting Event Number) | USER ID |
|                               |         |
|                               |         |

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## **NOTES / INSTRUCTIONS**

1. A Member desiring to exercise his/her vote by Postal Ballot may complete the enclosed postal ballot form (no photocopy is permitted to be used for the purpose) and send it to the Scrutinizer, appointed by the Company, in the enclosed postage prepaid self-addressed business reply envelope. Postage will be borne and paid by the Company. However, envelopes containing postal ballots, if deposited in person or sent by courier at the expense of the Member will also be accepted. The Members residing outside India should stamp the envelopes appropriately.
2. Notice is being dispatched to the members by post (electronically by e-mail to those members who have registered their e-mail IDs with the Company), whose name appears in the Register of Members / Record of Depositories as on 28th February 2014.
3. The Company has appointed Mr. K. Sriram, Practising Company Secretary, Partner, M/s S. Krishnamurthy & Co., Chennai as the Scrutinizer for conducting the Postal Ballot process in a fair and transparent manner. The self-addressed envelope attached to this notice bears the address of the Scrutinizer.
4. This Postal Ballot Form should be completed and signed by the Sole / First named Member as per the specimen registered with the Company. In case of joint holding, in the absence of the first named Member, this Form should be completed and signed by the next named Member. In case, shares are held by Companies, Trusts, Societies, etc. the duly completed Postal Ballot Form should be accompanied by a certified true copy of the Board Resolution / Authorisation. In case of e-voting, scanned copy of Board Resolution / Authorisation should be mailed to the Scrutinizer through E-mail : [sriram.krishnamurthy@rediffmail.com](mailto:sriram.krishnamurthy@rediffmail.com).
5. Postal Ballot cannot be exercised by a Proxy. A Member need not use all the votes or cast all the votes in the same way.
6. Incomplete, unsigned or incorrectly filled Postal Ballot Forms will be rejected.
7. The Scrutinizer's decision on the validity of the Postal Ballot shall be final and binding.
8. In case holders of Power of Attorney sign the postal ballot form, reference of Power of Attorney registration by the Company should be mentioned in the postal ballot form.
9. Duly completed postal ballot form(s) should reach the Scrutinizer not later than 5.30 P.M. on Wednesday, 9th April, 2014. Postal Ballot Form(s) received after this date will be strictly treated as if the reply from such Member has not been received.
10. A Member may request for a duplicate postal ballot form, if so required. However, the duly filled in duplicate postal ballot form should reach the Scrutinizer not later than the date specified at item 9 above.
11. There shall be one Postal Ballot for every Folio, irrespective of the number of Joint Holders. Voting rights shall be reckoned on the paid up value of shares registered in the name of the Members and as appearing in the list of beneficial owners as furnished by NSDL/CDSL as on the close of 28th February 2014.
12. Members are requested not to send any other paper along with the postal ballot form in the enclosed self-addressed Business Reply envelope. Any extraneous paper found in such envelope will be destroyed by the Scrutinizer.
13. The Scrutinizer, after completion of the scrutiny, will submit his report to the Chairman or any of the Directors or Secretary as authorised by the Chairman. The result of the Postal Ballot will be declared by the Chairman or any one of the Directors or Secretary of the Company on Friday, 11th April, 2014 at the Registered office of the Company. The result will be announced to the Stock Exchanges where shares of the Company are listed and intimated through a press release in the newspapers. The result will also be put on the Company's website [www.tvse.in](http://www.tvse.in). The resolutions, if approved, will be taken as passed effectively on the date of the declaration of the result, as explained above.
14. In case of any queries, Members may contact the Company at [investorservices@tvse.in](mailto:investorservices@tvse.in); or [sdshares@gmail.com](mailto:sdshares@gmail.com).

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