

MINUTES OF THE TWENTIETH ANNUAL GENERAL MEETING OF THE SHAREHOLDERS OF TVS ELECTRONICS LIMITED HELD ON THURSDAY, 6TH AUGUST, 2015 AT 3.15 PM AT SRI THYAGA BRAHMA GANA SABHA (VANI MAHAL) NO.103, G N CHETTY ROAD, T.NAGAR, CHENNAI – 600 017.

COMMENCEMENT TIME: 3.15 PM

CONCLUSION TIME: 5.00 PM

Present:

Directors

Mr. Gopal Srinivasan, Chairman and Member
Mr. K E Ranganathan, Managing Director
Ms. Srilalitha Gopal, Director
Mr. D Sundaram, Director
Mr. Praveen Chakravarty, Director and Chairman of the Audit Committee
Mr. R Ramaraj, Director and Chairman of the Nomination and Remuneration Committee and Stakeholder's Relationship Committee and Member
Mr. Kenneth Tai, Director
Dr. Nagendra Palle, Director
Mr. M F Farooqui, Director
Mr. Narayan K Seshadri, Director

Holding Company

Sundaram Investment Limited - represented by Mr. R S Raghavan

Statutory Auditors

Mr. M Balasubramaniam
M/s. Sundaram & Srinivasan, Statutory Auditors, Chennai

Secretarial Auditor cum Scrutinizer appointed by the Board

Mr. K Sriram, Partner, M/s. S Krishnamurthy & Co.,
Company Secretaries, Chennai

In Attendance

Ms. S Nagalakshmi, Company Secretary

Members

Present in person: 2023
Present by Proxy : 4

The Register of Directors and Key Managerial Personnel and their shareholdings, Register of Contracts, Auditors Report and Secretarial Audit Report were kept open for inspection during the Annual General Meeting and were accessible during the continuance of the meeting.


CHAIRMAN'S
INITIAL



Mr. Gopal Srinivasan, Chairman, occupied the Chair.

Chairman welcomed the Members and introduced the members of the Board on the dais:

- (1) Mr. Praveen Chakravarty, Non-Executive Independent Director; Chairman of the Audit Committee; Member of Stakeholders Relationship Committee and Member of Nomination and Remuneration Committee
- (2) Mr. R Ramaraj, Non-Executive Independent Director, Chairman of Stakeholders Relationship Committee; Chairman of Nomination and Remuneration Committee and Member of Audit Committee
- (3) Mr. D Sundaram, Non-Executive Non-Independent Director, Member of Audit Committee; Member of Stakeholders' Relationship Committee and Member of Nomination and Remuneration Committee
- (4) Dr. Nagendra Pale, Non-Executive Independent Director, Member of Audit Committee
- (5) Mr. K E Ranganathan, Managing Director
- (6) Mr. Narayan K Seshadri, Non-Executive Non-Independent Director
- (7) Mr. M F Farooqui, Non-Executive Independent Director
- (8) Mrs. Srilalitha Gopal, Non-Executive Non-Independent Director
- (9) Mr. Kenneth Tai, Non-Executive Independent Director

He further stated that Mr. M Lakshminarayan, Non-Executive Independent Director could not attend the Annual General Meeting due to an emergency.

The Chairman also acknowledged the presence of Mr. M Balasubramaniam, representing the Statutory Auditors, M/s. Sundaram & Srinivasan, Chartered Accountants, and Mr. K Sriram, representing the Secretarial Auditors, M/s. S. Krishnamurthy & Co., Practising Company Secretaries.

The Chairman declared the meeting as validly convened on the basis of advice from the Company Secretary, that the requirement of quorum as per the Articles of Association of the Company and the Companies Act, 2013, had been duly fulfilled.

A video presentation was made to the Members present in the Meeting about the products and services of the Company.

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 in the warranty management and other service support areas especially for smart phones and lap tops and the establishment of exclusive show rooms for the purpose. Chairman also explained the steps taken by the Company to further improve the performance of the Company.

With the consent of the members present, Chairman took the Notice dated 6th May, 2015 convening the 20th Annual General Meeting of the Company as read and also the unqualified Independent Auditors' Report together with its annexure to the members was taken as read.

As there were some observations in the Secretarial Audit Report, the Chairman requested the Company Secretary to read out the same as well as the Board's response to the observations. The Company Secretary then read out the observations in the Secretarial Auditors' report and the Board's response as set out in the Board's report.

Chairman informed the members that the Companies Act, 2013 has brought in various new provisions relating to the manner and conduct of Annual General Meetings and requested the Company Secretary to briefly explain the e-voting process and the background of each agenda to the benefit of the shareholders.

The Company Secretary then briefly explained that as per the applicable provisions of the Companies Act, 2013 and Rules thereunder, the Company had provided remote e-voting facility to the members (as on the cut-off date namely, 31st July 2015) who were entitled to cast their vote on the agenda items between 3rd August, 2015 (9.00 am) to 5th August, 2015 (5.00 pm). She drew attention of the members that at the end of discussion on the resolutions on which voting is to be held, members and proxies, who are present at the meeting but have not cast their votes by availing the remote e-voting facility, can exercise their vote by use of Ballot paper, which were distributed to the members and proxies present at the meeting.

The Company Secretary further stated that after discussion on the agenda items as set out in the Notice of the 20th Annual General Meeting, Mr. K Sriram, Practising Company Secretary, Partner, M/s. S. Krishnamurthy & Co., Company Secretaries, Chennai who was appointed as Scrutinizer by the Board for scrutinizing the remote e-voting and the physical ballot process at the Annual General Meeting, will be conducting the Ballot Paper voting process and submit his report covering both the remote e-voting and the voting at the Annual General Meeting, within 48 hours from the conclusion of the Meeting.

Thereafter, Chairman invited the members to seek clarifications / queries, if any, on the agenda items of Notice of Annual General Meeting.

The members generally appreciated the performance of the Company and also appreciated the results for the first quarter ended 30th June 2015.

A stylized, handwritten signature or initial, possibly representing the Chairman, written in black ink above a horizontal line.

CHAIRMAN'S
INITIAL



Then some of the members present at the meeting sought certain information and clarifications, expressed their views on the Company's working and also provided suggestions, which broadly covered the following areas reflected in the annual report for the year ended 31st March 2015:

- (a) Dividend expectation of shareholders
- (b) Current assets being less than Current liabilities
- (c) Existence of contingent liabilities in the form of disputed tax liabilities
- (d) Data-capture operation size
- (e) Performance of the wholly-owned subsidiary Prime Property Holdings Limited
- (f) Unbilled revenues
- (g) Forex expenditure vs. earnings
- (h) Doubtful debts
- (i) Factory visit for shareholders

Chairman after providing opportunity for all the shareholders to seek clarifications, explained broadly about the growth prospects in the warranty management area. On Chairman's direction, Mr. R S Raghavan clarified the queries raised on the details provided in the annual report.

After the queries were answered to the satisfaction of the shareholders,

Mr. K E Ranganathan, Managing Director, explained the business initiatives taken by the Company and the business growth potential in B2C business and branding in service.

Thereafter, the members, as on the cut-off date of 31st July, 2015, who were attending the AGM and eligible to vote, were given opportunity to vote through Ballot Paper. The Chairman stated that the consolidated results of voting would be announced on 8th August, 2015 and the results would also be intimated to the Stock Exchanges and also be posted on the website and notice board of the Company.

The Chairman thanked the members for their active participation and declared the formal closure of the 20th Annual General Meeting of the shareholders of the Company.

Conduct of voting through Ballot Paper

Mr. K Sriram, Scrutinizer conducted the Voting procedure through Ballot Paper which included showing two empty Ballot Boxes to the members, locking and sealing of two empty Ballot Boxes in the presence of members and proxies. After ensuring that all members and proxies who wish to participate in the Voting process had casted their Ballot Paper, the Scrutinizer closed the ballot process around 5.30 PM. The Scrutinizer then took the custody of the two Ballot Boxes.

Results of the Voting by Ballot Paper and Remote E-voting on the Ordinary and Special Businesses at the Annual General meeting of the Company held on Thursday, 6th August 2015

On the basis of the Scrutinizer's Report for the Voting through Ballot Paper at the 20th Annual General Meeting on 6th August, 2015 and for the Remote e-voting between 3rd August 2015 (9.00 am) to 5th August, 2015 (5 pm), the summary of which is mentioned hereunder, all the Resolutions for the Ordinary and Special Businesses as set out in Item No.1 to 5 in the Notice of the 20th Annual General Meeting of the Company have been duly passed by the requisite majority.

Ordinary Business:

1. Adoption of Standalone and Consolidated Financial Statements for the financial year ended 31st March 2015 (Ordinary resolution)

"RESOLVED THAT the following financial statements and reports of the Company, for the financial year ended 31st March, 2015, as circulated to the shareholders be and are hereby adopted:

- a. Standalone Audited Financial Statement;
- b. Reports of the Board of Directors and Auditors on the Standalone Audited Financial Statement; and
- c. Consolidated Audited Financial Statement".

Voting Results:

| Promoter / Public | No. of shares held | No. of votes polled | % of votes polled on outstanding shares | No. of votes in favour | No. of votes against | % of votes in favour - on votes polled | % of votes against - on votes polled |
|--------------------------------|--------------------|---------------------|---|------------------------|----------------------|--|--------------------------------------|
| Promoter and Promoter Group | 111,60,093 | 111,60,093 | 100.00% | 111,60,093 | - | 100.000% | 0.000% |
| Public - Institutional holders | 66,600 | - | 0.00% | - | - | 0.000% | 0.000% |
| Public - Others | 67,02,143 | 42,243 | 0.63% | 42,143 | 100 | 99.763% | 0.237% |
| Total | 179,28,836 | 112,02,336 | 62.48% | 112,02,236 | 100 | 99.999% | 0.001% |


CHAIRMAN'S
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Break-up of Ballots / votes:

| Total valid ballots/votes | | Valid ballots/ votes in favour of the resolution | | | Valid ballots/ votes against the resolution | | |
|---------------------------|-------------|--|-------------|------------|---|------------|------------|
| Ballots | Votes cast | Ballots | Votes cast | % of votes | Ballots | Votes cast | % of votes |
| 53 | 1,12,02,336 | 52 | 1,12,02,236 | 99.999 | 1 | 100 | 0.001 |

The resolution was passed with requisite majority.

2. Re-appointment of retiring Director, Mr. D Sundaram (Ordinary resolution)

"RESOLVED THAT Mr. D Sundaram (DIN:00016304) Director, who retires by rotation and being eligible for re-appointment, be and is hereby re-appointed as a Director of the Company".

Voting Results:

| Promoter / Public | No. of shares held | No. of votes polled | % of votes polled on outstanding shares | No. of votes in favour | No. of votes against | % of votes in favour - on votes polled | % of votes against - on votes polled |
|--------------------------------|--------------------|---------------------|---|------------------------|----------------------|--|--------------------------------------|
| Promoter and Promoter Group | 111,60,093 | 111,60,093 | 100.00% | 111,60,093 | - | 100.000 % | 0.000% |
| Public - Institutional holders | 66,600 | - | 0.00% | - | - | 0.000% | 0.000% |
| Public - Others | 67,02,143 | 42,193 | 0.63% | 42,093 | 100 | 99.763% | 0.237% |
| Total | 179,28,836 | 112,02,286 | 62.48% | 112,02,186 | 100 | 99.999% | 0.001% |

Break-up of Ballots / votes:

| Total valid ballots/votes | | Valid ballots/ votes in favour of the resolution | | | Valid ballots/ votes against the resolution | | |
|---------------------------|-------------|--|-------------|------------|---|------------|------------|
| Ballots | Votes cast | Ballots | Votes cast | % of votes | Ballots | Votes cast | % of votes |
| 52 | 1,12,02,286 | 51 | 1,12,02,186 | 99.999 | 1 | 100 | 0.001 |

The resolution was passed with requisite majority.

3. Re-appointment of Retiring Auditors M/s. Sundaram & Srinivasan and fixing their remuneration (Ordinary resolution)

"RESOLVED THAT 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, for the second year in the transitional period of three years, on such remuneration as may be fixed in this behalf by the Board of Directors of the Company".

Voting Results:

| Promoter / Public | No. of shares held | No. of votes polled | % of votes polled on outstanding shares | No. of votes in favour | No. of votes against | % of votes in favour - on votes polled | % of votes against - on votes polled |
|--------------------------------|--------------------|---------------------|---|------------------------|----------------------|--|--------------------------------------|
| Promoter and Promoter Group | 111,60,093 | 111,60,093 | 100.00% | 111,60,093 | - | 100.000% | 0.000% |
| Public - Institutional holders | 66,600 | - | 0.00% | - | - | 0.000% | 0.000% |
| Public - Others | 67,02,143 | 42,243 | 0.63% | 42,143 | 100 | 99.763% | 0.237% |
| Total | 179,28,836 | 112,02,336 | 62.48% | 112,02,236 | 100 | 99.999% | 0.001% |

Break-up of Ballots / votes:

| Total valid ballots/votes | | Valid ballots/ votes in favour of the resolution | | | Valid ballots/ votes against the resolution | | |
|---------------------------|-------------|--|-------------|------------|---|------------|------------|
| Ballots | Votes cast | Ballots | Votes cast | % of votes | Ballots | Votes cast | % of votes |
| 53 | 1,12,02,336 | 52 | 1,12,02,236 | 99.999 | 1 | 100 | 0.001 |

The resolution was passed with requisite majority.

Special Business:

4. Appointment of Mr. Narayan K Seshadri as a Director (Ordinary resolution)

"RESOLVED THAT Mr. Narayan K Seshadri, Director (DIN: 00053563), who was appointed as an Additional Director of the Company by the Board of Directors with effect from 6th May, 2015, in terms of Section 161 of the Companies Act, 2013, and who holds such office upto the date of this Annual General Meeting, be and is hereby appointed as a Non-Executive Non-Independent Director of the Company, who will be subject to retirement by rotation."

Voting Results:

| Promoter / Public | No. of shares held | No. of votes polled | % of votes polled on outstanding shares | No. of votes in favour | No. of votes against | % of votes in favour - on votes polled | % of votes against - on votes polled |
|--------------------------------|--------------------|---------------------|---|------------------------|----------------------|--|--------------------------------------|
| Promoter and Promoter Group | 111,60,093 | 111,60,093 | 100.00% | 111,60,093 | - | 100.000% | 0.000% |
| Public - Institutional holders | 66,600 | - | 0.00% | - | - | 0.000% | 0.000% |
| Public - Others | 67,02,143 | 42,243 | 0.63% | 41,893 | 350 | 99.171% | 0.829% |
| Total | 179,28,836 | 112,02,336 | 62.48% | 112,01,986 | 350 | 99.997% | 0.003% |

CHAIRMAN'S
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Break-up of Ballots / votes:

| Total valid ballots/votes | | Valid ballots/ votes in favour of the resolution | | | Valid ballots/ votes against the resolution | | |
|---------------------------|-------------|--|-------------|------------|---|------------|------------|
| Ballots | Votes cast | Ballots | Votes cast | % of votes | Ballots | Votes cast | % of votes |
| 53 | 1,12,02,336 | 50 | 1,12,01,986 | 99.997 | 3 | 350 | 0.003 |

The resolution was passed with requisite majority.

Date of Entry: 17th August, 2015

S. Nagalakshmi
Company Secretary

Chairman