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29th November, 2017

BSE Limited
Phiroze Jeejeebhoy Towers
Dalal Street
Mumbai - 400 001

Ref: Scrip Code - 532513

National Stock Exchange of India Limited
Exchange Plaza, 5th Floor
Plot No.C/1, G Block
Bandra – Kurla Complex, Bandra (E)
Mumbai - 400 051

Ref: Scrip Code - TVSELECT

Dear Sirs,

Sub: Meeting of the Equity Shareholders convened as per the directions of NCLT – submission of Voting Results and Scrutiniser Report

Ref: (1) Our letter dated 27th November, 2017, intimating outcome of the Meeting
(2) Our letter dated 28th November, 2017, sending the proceedings

We are sending herewith the following in connection with the NCLT convened meeting of the Equity Shareholders of the Company (Meeting) held on 27th November, 2017:

- (1) The details of the consolidated voting results (both remote e-voting and voting through ballot paper at the Meeting) on all the resolutions as set out in Notice of NCLT convened Equity Shareholders Meeting in the prescribed format, pursuant to Regulation 44 of SEBI (LODR) Regulations, 2015.
- (2) Report of the Scrutiniser dated 28th November, 2017, pursuant to Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, given by Mr. K Sriram, Practising Company Secretary.

We request you to take the above on record.

Thanking you,

Yours truly,
For TVS Electronics Limited

S Nagalakshmi
Company Secretary

TVS Electronics Limited

South Phase 7A, Second Floor, Industrial Estates, Guindy, Chennai-600 032. Tel.: + 91-44-4200 5200 Fax : +91(44)2225 7577

Registered Office: Jayalakshmi Estate, New No.29, (Old No.8), Haddows Road, Chennai- 600 006.

Corporate Identity Number : L30007TN1995PLC032941

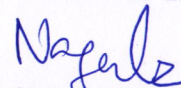
E-mail id : webmaster@tvs-e.in Website: www.tvs-e.in

TVS Electronics Limited
NCLT convened General meeting (NGM) Voting Results

Date of General Meeting	27th November, 2017
Total number of Shareholders on record date	31131 (Including Unclaimed Suspense Account)
No. of shareholders present in the meeting either in person or through proxy:	
Promoters and Promoter Group	1
Public	1,177
No. of shareholders attended the meeting through Video:	
Promoters and Promoter Group	Nil
Public	Nil

Resolution No 1	Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes – against	% of Votes in favour on votes polled	% of Votes against on votes polled
Ordinary Resolution			(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Approval for the Scheme of Amalgamation between Prime Property Holdings Limited (Transferor Company) and TVS Electronics Limited (Company/ Applicant Company/ Transferee Company) and their respective shareholders	Promoter and Promoter Group	E-Voting	1,11,60,093	1,11,60,093	100.00	1,11,60,093	-	100.00	-
		Poll		-	-	-	-	-	-
	Public-Institutions	E-Voting	75,437	-	-	-	-	-	-
		Poll		-	-	-	-	-	-
	Public- Non Institutions	E-Voting	73,77,288	9,40,735	12.75	9,40,675	60	99.99	0.01
		Poll		3,029	0.04	3,029	-	100.00	-
TOTAL			1,86,12,818	1,21,03,857	65.03	1,21,03,797	60	100.00	0.00

For TVS Electronics Limited


S. Nagalakshmi
Company Secretary



K SRIRAM, B.Com, ACA, FCS
Practising Company Secretary

Consolidated Scrutiniser's Report

[Pursuant to Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014]

28th November 2017

To,
The Chairman,
TVS Electronics Limited
Jayalakshmi Estates, 29, Haddows Road,
Chennai- 600 006

Dear Sir,

Sub: Remote E-voting and ballot process in respect of the General meeting (NGM) held on Monday the 27th November 2017 pursuant to the order of the Hon'ble National Company Law Tribunal, Chennai (NCLT) dated 11th October 2017 on the Company's CA /156/CAA/2017- submission of Consolidated Scrutiniser's report

I have, vide resolution passed by your Board of Directors on 12th October 2017, been appointed to act as the Scrutiniser for the remote e-voting and ballot processes, in connection with the said NGM. I submit my consolidated report as under:

1. The Company's equity shares are listed on the National Stock Exchange of India Limited (**NSE**) and the BSE Limited (**BSE**).
2. The Company has also provided remote e-voting facility as directed in the above referred order of the NCLT, in an appropriate manner. This e-voting facility was provided based on the provision of Section 108/110 of the Companies Act, 2013 (the Act), Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015 (LODR).
3. National Securities Depository Limited (**NSDL**), the recognized agency selected by your Company to provide the secure e-voting platform for the remote e-voting process, allotted E-voting Event Number (EVEN) **107973** for the Company's remote e-voting process.
4. Sundaram-Clayton Limited, being your Company's Registrar & Transfer Agent (**RTA**), maintains and provides the records relating to members of the Company.
5. **Notice** calling the NGM on 27th November 2017 **was sent**, either in writing (physical form) or through electronic mode, to 31,127 members out of the 31,131 members whose names appeared either in the Register of Members/ Record of Depositories or whose shares were lying in TVS Electronics Limited Unclaimed Suspense Account, as on 13th October 2017 (as provided by the RTA) in the manner indicated below:
 - (a) Through e-mails (sent by NSDL) to 18,741 members on **24th October 2017**.
 - (b) Through speed post/ air mail (sent by RTA) to 12,390 members on **24th October 2017**.
 - (c) Through e-mail as well as through speed post to 2,865 members residing in Chennai, included in (i) and (ii) above.

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TVS Electronics Limited- NCLT convened GM on 27th November 2017
Scrutiniser's report on remote e-voting and ballot process at the NGM

- (d) Through speed post/ air mail (sent by RTA) to 1,294 members on 4th November 2017, in respect of whom the e-mails sent by NSDL on 24th October 2017 had bounced.
- (e) Speed post service was not available in respect of to the registered addresses of 4 non-resident Indian shareholders, who had also not provided any e-mail id for sending notices.
6. The explanatory statement, the scheme of arrangement and every other document required by law (the Act/ LODR) to be annexed or attached were also, along with the notice.
7. Notice of the NGM was also sent to NSE and BSE on **25th October 2017** in terms of the requirement under Regulation 30 of LODR.
8. Advertisement of the notice of the meeting in **Form CAA.2** pursuant to section 230(3) of the Act and Rules 6 and 7 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 was published in the **Hindu Business Line** (All India Edition - in English) and **Makkal Kural** (All Tamilnadu edition-in Tamil) on **25th October, 2017**. The prescribed particulars with regard to the dispatch of the notice cut-off date and remote e-voting process were also incorporated in the said advertisements.
9. **13th October 2017** was fixed as the **cut-off date** for determining the eligibility to vote either through remote e-voting or through ballot process at the NGM venue.
10. As on the cut-off date, the Company's paid-up equity share capital consisted of 1,86,12,818 equity shares of Rs.10/- each. This included 91,632 equity shares (of 630 equity shareholders) lying in TVS Electronics Limited Unclaimed Suspense Account on which voting rights were frozen in terms of Schedule VI of LODR. Accordingly, 30,501 members were eligible to vote on an aggregate of **1,85,21,186** equity shares.
11. The remote e-voting facility was available on the NSDL portal **from 10.00 A.M. on 27th October 2017 to 5.00 P.M. on 26th November 2017**.
12. The **NGM was held** on Monday the **27th November 2017 at 10.30 A.M.** at "The Music Academy (Mini Hall)", No.281, T.T.K Road, Alwarpet, Chennai 600 018.
13. The Chairman, after providing clarifications to members for the queries raised, announced the commencement of the ballot process to enable those members attending the NGM in person or through proxy, who had not voted through remote e-voting, to exercise their voting rights.
14. I opened and displayed the two empty ballot boxes used for the ballot process at the AGM venue and locked them. Ballot papers were then distributed to members who wanted to exercise their voting rights.
15. The Chairman declared the NGM as closed on completion of the ballot voting at 11.10 am.
16. At 11.10 am, on completion of the voting, I opened both the ballot boxes and took possession of the ballots for verification.
17. Subsequently, I also unblocked the votes cast through remote e-voting in the presence of two witnesses not in the employment of the Company.
18. I have **scrutinized the votes cast** through remote e-voting (in the NSDL platform) and in the ballot process (at the NGM venue) and validated the same with the list of members and their holding as on the cut-off date, as provided by the RTA.
19. I have also verified and confirmed that:
- (a) No voting rights were exercised in respect of the 91,632 equity shares (of 630 equity shareholders) lying in TVS Electronics Limited Unclaimed Suspense Account.
- (b) No member who had exercised their vote through remote e-voting facility participated in the ballot process at the NGM.



TVS Electronics Limited- NCLT convened GM on 27th November 2017
Scrutiniser's report on remote e-voting and ballot process at the NGM

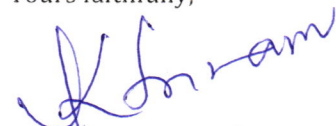
20. I have recorded particulars of the votes cast through remote e-voting and in the ballot process in a separate register maintained by me in electronic form.
21. The participation of members in the voting was as follows:
- (a) **131 members** participated in the **remote e-voting** process; and
- (b) **50 members** participated in the **ballot process** at the NGM.
22. All the electronic ballots cast through the secure remote e-voting platform provided by NSDL were treated as valid. Eight (8) ballot papers cast physically at the NGM venue, involving 921 votes, were treated as invalid as the signatures did not match with specimen on record. One member had submitted two ballots, of which one was rejected as duplicate.
23. The item of business set out in the notice convening the NGM and covered by the remote e-voting/ ballot process was the approval of the Scheme of Amalgamation between Prime Property Holdings Limited (Transferor Company), TVS Electronics Limited (Transferee Company) and their respective shareholders.
24. The combined results of voting through remote e-voting and ballot process at the NGM venue are as under:

Mode	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 ballots/votes	Ballots	Votes cast	% of ballots/votes		
E-vote	131	12100828	127	12100768	Ballots	96.95	4	60	Ballots	3.05
					Votes	99.99			Votes	0.01
Ballot	42	3029	42	3029	100		Nil	Nil	Nil	
Total	173	12103857	169	12103797	Ballots	97.69	4	60	Ballots	2.31
					Votes	99.99			Votes	0.01

25. **The resolution approving the scheme of amalgamation has been passed with more than the requisite majority on the date of the NGM, namely 27th November 2017.** You may declare the results accordingly.

Thanking you,

Yours faithfully,



K. Sriram,

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



For TVS Electronics Limited



Director