

## TVS Electronics Limited

Declaration in accordance with Clause 35A of the Listing Agreement, for the business transacted through Postal Ballot by the Company through the facility of E-voting / Ballot Paper


Date of declaration of results: **5th August 2015 (being the date of Declaration of Postal Ballot results)**

Total shareholders as on 30th June, 2015 (Cut-off date) : **21,846**

Details of voting on the Ordinary / Special Resolutions as detailed in the Notice of Postal Ballot dated 6th May, 2015

Resolution No.1 (Ordinary Resolution)	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
Appointment of Dr. Nagendra Palle (DIN 06964686) as an Independent Director for five consecutive years from 30th September 2014 to 29th September 2019, not liable to retire by rotation	Promoter and Promoter Group	1,11,60,093	1,11,60,093	100.00%	1,11,60,093	-	100.00%	0.00%
	Public - Institutional holders	66,600	-	0.00%	-	-	0.00%	0.00%
	Public - Others	67,02,143	4,93,487	7.36%	4,91,616	1,871	99.62%	0.38%
	Total	1,79,28,836	1,16,53,580	65.00%	1,16,51,709	1,871	99.98%	0.02%
Resolution No.2 (Ordinary Resolution)	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
Appointment of Mr. M Lakshminarayan (DIN 00064750) as an Independent Director for five consecutive years from 6th May 2015 to 5th May 2020, not liable to retire by rotation	Promoter and Promoter Group	1,11,60,093	1,11,60,093	100.00%	1,11,60,093	-	100.00%	0.00%
	Public - Institutional holders	66,600	-	0.00%	-	-	0.00%	0.00%
	Public - Others	67,02,143	4,93,437	7.36%	4,89,804	3,633	99.26%	0.74%
	Total	1,79,28,836	1,16,53,530	65.00%	1,16,49,897	3,633	99.97%	0.03%
Resolution No.3 (Ordinary Resolution)	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
Appointment of Mr. M F Farooqui (DIN 01910054) as an Independent Director for five consecutive years from 6th May 2015 to 5th May 2020, not liable to retire by rotation.	Promoter and Promoter Group	1,11,60,093	1,11,60,093	100.00%	1,11,60,093	-	100.00%	0.00%
	Public - Institutional holders	66,600	-	0.00%	-	-	0.00%	0.00%
	Public - Others	67,02,143	4,93,337	7.36%	4,85,940	7,397	98.50%	1.50%
	Total	1,79,28,836	1,16,53,430	65.00%	1,16,46,033	7,397	99.94%	0.06%
Resolution No.4 (Ordinary Resolution)	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
Ratification of remuneration to Mr. P Raju Iyer (M No. 6987) as Cost Auditor for the financial year ending 31st March 2016	Promoter and Promoter Group	1,11,60,093	1,11,60,093	100.00%	1,11,60,093	-	100.00%	0.00%
	Public - Institutional holders	66,600	-	0.00%	-	-	0.00%	0.00%
	Public - Others	67,02,143	4,92,937	7.35%	4,88,430	4,507	99.09%	0.91%
	Total	1,79,28,836	1,16,53,030	65.00%	1,16,48,523	4,507	99.96%	0.04%
Resolution No.5 (Special Resolution)	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
Approving the grant of 2,00,000 stock options under ESOP Scheme 2011 to Mr. K E Ranganathan (DIN 00058990), Managing Director	Promoter and Promoter Group	1,11,60,093	1,11,60,093	100.00%	1,11,60,093	-	100.00%	0.00%
	Public - Institutional holders	66,600	-	0.00%	-	-	0.00%	0.00%
	Public - Others	67,02,143	4,92,477	7.35%	4,80,772	11,705	97.62%	2.38%
	Total	1,79,28,836	1,16,52,570	64.99%	1,16,40,865	11,705	99.90%	0.10%

For TVS Electronics Limited

  
 S. Nagalakshmi  
 Company Secretary

5<sup>th</sup> August 2015

To,  
**The Chairman,**  
**TVS Electronics Limited**  
"Jayalakshmi Estates", 29, Haddows Road,  
Chennai – 600 006.

Dear Sir,

**Sub: Postal ballot** process under Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014 and Clause 35B of the listing agreement with stock exchanges-Submission of **Scrutiniser's report**

Your Board of Directors has, vide resolutions passed on **6<sup>th</sup> May 2015**, decided to transact five items of business, as set out below, through postal ballot and appointed me as the **Scrutiniser** for the said process:

Item	Type of resolution	Subject matter of the resolution
1.	Ordinary	Appointment of Dr. Nagendra Palle (DIN 06964686) as an Independent Director for five consecutive years from 30 <sup>th</sup> September 2014 to 29 <sup>th</sup> September 2019, not liable to retire by rotation.
2.	Ordinary	Appointment of Mr. M Lakshminarayan (DIN 00064750) as an Independent Director for five consecutive years from 6 <sup>th</sup> May 2015 to 5 <sup>th</sup> May 2020, not liable to retire by rotation.
3.	Ordinary	Appointment of Mr. M F Farooqui (DIN 01910054) as an Independent Director for five consecutive years from 6 <sup>th</sup> May 2015 to 5 <sup>th</sup> May 2020, not liable to retire by rotation.
4.	Ordinary	Ratification of remuneration to Mr. P Raju Iyer (M No. 6987) as Cost Auditor for the financial year ending 31 <sup>st</sup> March 2016
5.	Special	Approving the grant of 2,00,000 stock options under ESOP Scheme 2011 to Mr. K E Ranganathan (DIN 00058990), Managing Director

I submit my report as under:

1. **National Securities Depository Limited (NSDL)**, who had been selected to provide the remote e-voting platform, allotted Electronic Voting Event Number (EVEN) 102122 for the remote e-voting.
2. **30<sup>th</sup> June 2015** was fixed as the **cut-off date** to determine the members eligible to exercise their votes and the number of votes that can be exercised by such members. On the said date **21,207 members** were eligible to vote in respect of **1,79,28,836 equity shares**.
3. Voting rights were frozen in respect of 93,982 equity shares lying in the unclaimed shares suspense account, in terms of clause 5A(II) of the Company's listing agreement.





**TVS Electronics Limited**  
**Scrutiniser's Report on postal ballot which closed on 3<sup>rd</sup> August 2015**

4. **Notice of Postal Ballot** ("Notice"), along with the Postal Ballot Form (and also along with self-addressed business reply envelope in case of physical ballots) was despatched through:
  - (a) **Electronic means** by NSDL on **4<sup>th</sup> July 2015 to 8,111 members** who had provided email address for receipt of documents in electronic mode.
  - (b) **Registered post**, by the share transfer agent:
    - (i) **On 4<sup>th</sup> July 2015 to 13,096 members** who had not provided email address;
    - (ii) **On 4<sup>th</sup> July 2015 to 1,912 members** residing in Chennai, to whom email had also been sent by NSDL; and
    - (iii) **On 14<sup>th</sup> July 2015 to 47 members** in respect of whom emails sent by NSDL returned undelivered.
5. The voting period **commenced at 9.00 am on 5<sup>th</sup> July 2015 and ended at 6.00 pm on 3<sup>rd</sup> August 2015.**
6. **Advertisements** were published about having despatched the notice, the availability of remote e-voting facility and other statutory matters in:
  - (a) "Trinity Mirror" an English newspaper in English language on 5<sup>th</sup> July 2015;
  - (b) "Business Standard" an English newspaper in English language, on 6<sup>th</sup> July 2015; and
  - (c) "Makkal Kural" a Tamil newspaper in Tamil language, on 5<sup>th</sup> July 2015.
7. The physical postal ballot forms received upto 6.00 p.m. on 3<sup>rd</sup> August 2015 were opened for scrutiny, in my presence.
8. At the end of the voting period, I unblocked the electronic votes cast through the remote e-voting facility provided by NSDL, in the presence of two witnesses not in the employment of the Company.
9. I have **scrutinized all postal ballot forms received** (both physical and electronic) from the eligible members and recorded the particulars in a separate register maintained for the purpose in my computer system.
10. I have matched/ confirmed the shareholding stated in the electronic/ physical ballot with the Register of Members/ Record of Depositories, as on the cut-off date.
11. In cases where members had cast votes through remote e-voting as well as postal ballot, I have considered only the electronic votes and treated the corresponding postal ballots as invalid.
12. A summary of the postal ballot forms received is given below:

Particulars		Resolution-wise voting details				
		1 (Ordinary)	2 (Ordinary)	3 (Ordinary)	4 (Ordinary)	5 (Special)
Total number of valid ballots		460	459	458	457	452
Total valid votes exercised		1,16,53,580	1,16,53,530	1,16,53,430	1,16,53,030	1,16,52,570
Number of ballots cast	For	446	439	427	426	400
	Against	14	20	31	31	52
Votes cast for the resolution	In figures	1,16,51,709	1,16,49,897	1,16,46,033	1,16,48,523	1,16,40,865
	In %	99.98	99.97	99.94	99.96	99.90
Votes cast against the resolution	In figures	1,871	3,633	7,397	4,507	11,705
	In %	0.02	0.03	0.06	0.04	0.10

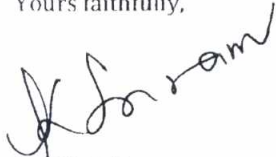


**TVS Electronics Limited**

**Scrutiniser's Report on postal ballot which closed on 3<sup>rd</sup> August 2015**

13. To summarise, out of the valid votes polled:
- 99.98 % have been cast **in favour** of and 0.02 % against **Resolution No.1**
  - 99.97 % have been cast **in favour** of and 0.03 % against **Resolution No.2.**
  - 99.94 % have been cast **in favour** of and 0.06 % against **Resolution No.3.**
  - 99.96 % have been cast **in favour** of and 0.04 % against **Resolution No.4.**
  - 99.90 % have been cast **in favour** of and 0.10 % against **Resolution No.5.**
14. **All the four ordinary resolutions (Items 1 to 4) and the special resolution (Item 5) have been duly passed with more than the requisite majority.**
15. Please declare the result of the voting by postal ballot accordingly.
16. I would like to record my appreciation of the excellent support and co-operation of the Share Transfer Agents.

Thanking you,  
Yours faithfully,



**K SRIRAM,**  
Practising Company Secretary (CP No.2215),  
Scrutiniser.

