



22nd July, 2025

BSE Limited
Phiroze Jeejeebhoy Towers
Dalal Street
Mumbai - 400001

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- 400051

Scrip Symbol- TVSELECT

Dear Sir/Madam,

Sub: Submission of Notice of 30th Annual General Meeting under Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed herewith the Notice of 30th Annual General Meeting of the Company to be held on Wednesday, 13th August 2025 at 10:00 AM, through Video Conferencing/ Other Audio Visual Means (VC/OAVM).

The Copy of Notice is also available on the website of the Company at: [https://api.tvs-e.in/uploads/documents/1753105618067-30th AGM Notice.pdf](https://api.tvs-e.in/uploads/documents/1753105618067-30th%20AGM%20Notice.pdf)

Further, in accordance with Regulation 36(1)(b) of the SEBI Listing Regulations, a letter containing the web-link and QR Code for accessing the Notice of the 30th AGM and Annual Report for the Financial Year 2024-25 is being sent to all those Members who have not registered their email address(es) with the Company or the Registrar and Transfer Agent (RTA).

Kindly take the above information on record.

Thanking You,

Yours truly,
For **TVS Electronics Limited**

K Santosh
Company Secretary

TVS Electronics Limited

“Arihant E-Park”, No.117/1, 9th Floor, L.B. Road, Adyar, Chennai – 600 020. Tel.: +91-44-42005200
Registered Office: Harita Towers, 2nd Floor, No.119, St. Mary’s Road, Abhiramapuram, Chennai – 600 018
Corporate Identity Number: L30007TN1995PLC032941
E-mail id: webmaster@tvs-e.in Website: www.tvs-e.in

Notice to the Members

NOTICE is hereby given that the Thirtieth Annual General Meeting of the Company will be held on Wednesday, August 13, 2025 at 10.00 a.m through Video Conferencing / Other Audio Visual Means (“VC/OAVM”) to transact the following business at the meeting:

ORDINARY BUSINESS

1. To adopt the audited financial statement for the year ended March 31, 2025, along with the reports of the Board of Directors and Auditors thereon:

To consider and if thought fit to pass the following resolution as an Ordinary Resolution:

“**RESOLVED THAT** the Audited Financial Statements, Reports of the Auditors on the Financial Statements and Reports of the Board of Directors on the Financial Statements for the Financial Year ended March 31, 2025, as circulated to the shareholders be and are hereby adopted.”

2. To re-appoint Mr. R S Raghavan (DIN No: 00260912), who retires by rotation, as a Director of the Company:

To consider and if thought fit to pass the following resolution as an Ordinary Resolution:

“**RESOLVED THAT** Mr. R S Raghavan (DIN No: 00260912) Non-Executive Non-Independent Director, who retires by rotation and being eligible for re-appointment, be and is hereby re-appointed as the Director of the Company, liable to retire by rotation.”

SPECIAL BUSINESS

3. To ratify the remuneration payable to the Cost Auditor for the Financial Year ending March 31, 2026:

To consider and if thought fit to pass the following resolution as an Ordinary Resolution:

“**RESOLVED THAT** the remuneration of ₹ 1.50 lakhs (Rupees One Lakh Fifty Thousand Only) plus applicable taxes and out of pocket expenses at actuals, payable to Mr. P. Raju Iyer, Cost Accountant (Membership No.6987) as fixed by the Board of Directors of the Company on the recommendations of the Audit Committee to conduct the cost audit for the Financial year ending March 31, 2026 in terms of Section 148 of the Companies Act, 2013 read with the Rule 14 of the Companies (Audit and Auditors) Rules 2014, be and is hereby ratified.”

4. To appoint M/s. V Suresh Associates, Practising Company Secretaries, (Firm Registration Number P2016TN053700) as the Secretarial Auditors of the Company for a term of five consecutive years:

To consider and if thought fit to pass the following resolution as an Ordinary Resolution:

“**RESOLVED THAT** pursuant to Section 204 and other applicable provisions of Companies Act, 2013 read with rule 9 of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and based on the recommendation of Audit Committee and Board of Directors of the Company, M/s. V Suresh Associates, practising Company Secretaries (Firm Registration Number P2016TN053700) (peer review no. 6366/2025) be and are hereby appointed as Secretarial Auditors of the Company for the first term of five consecutive years, commencing from Financial year 2025-2026 till financial year 2029-2030, to hold office till conclusion of the Annual General Meeting to be held during the year 2030 at a remuneration plus applicable taxes and other out-of-pocket expense as may be mutually agreed between the Secretarial Auditors and the Board of Directors.

RESOLVED FURTHER THAT approval of the members is hereby accorded to the Board to avail or obtain from the Secretarial Auditors, such other services or certificates or reports which the Secretarial Auditors may be eligible to provide or issue under the applicable laws at a remuneration to be determined by the Board of Directors.

5. To appoint Mr. Kamal Pant (DIN: 09031864), as an Independent Director of the Company:

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

“**RESOLVED THAT** pursuant to Section 149, 150, 152, 161 read with Schedule IV and other applicable provisions of the Companies Act, 2013, the Companies (Appointment and Qualification of Directors) Rules, 2014, Regulation 17, 25(2A) and other applicable Regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure

Requirements) Regulations, 2015 and based on the recommendation of the Nomination and Remuneration Committee and the Board of Directors of the Company, Mr. Kamal Pant (DIN : 09031864), who was appointed by the Board of Directors as an Additional Director in the category of "Independent Director" with effect from July 01, 2025, be and is hereby appointed as an "Independent Director", not liable to retire by rotation, to hold office for the first term of five consecutive years, with effect from July 01, 2025 to June 30, 2030.

RESOLVED FURTHER THAT Mrs. Srilalitha Gopal, Managing Director, Mr. A Kulandai Vadivelu, Chief Financial Officer and Mr. K Santosh, Company Secretary of the Company be and are hereby severally authorised to do all such acts, deeds, matters and things as may be considered necessary, proper or expedient to give effect to this resolution and for matters connected therewith or incidental thereto."

By Order of the Board

Chennai
May 17, 2025

Srilalitha Gopal
Managing Director
DIN: 02329790

Registered Office:
Harita Towers, No 119, 2nd Floor,
St Mary's Road, Abhiramapuram,
Chennai - 600018

NOTES FOR SHAREHOLDERS

1. Pursuant to the General Circular Nos. 14/2020, 17/2020, 20/2020, 02/2021, 19/2021, 21/2021, 2/2022, 10/2022, 09/2024 dated April 08, 2020, April 13 2020, May 05, 2020, January 13, 2021, December 08, 2021, December 14, 2021, May 05, 2022, December 28, 2022. September 25, 2023 respectively read with Circular No. 09/2024 dated September 19, 2024 issued by the Ministry of Corporate Affairs (MCA) and Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79, SEBI/HO/CFD/CMD2/CIR/P/2021/11, SEBI/HO/CFD/CMD2/CIR/P/2022/62, SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 and SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated May 12, 2020, January 15, 2021. May 13, 2022, January 05, 2023, October 07, 2023 and October 03, 2024 respectively issued by Securities and Exchange Board of India (hereinafter collectively referred to as “the Circulars”), companies are allowed to hold Annual General Meeting (AGM) through VC / OAVM till September 30, 2025. Accordingly in compliance with the Circulars 30th AGM of the Company is being held through VC / OAVM without the physical presence of members at a common venue. The deemed venue of the AGM will be registered office of the Company.
2. National Securities Depositories Limited (“NSDL”) will be providing facility for voting through remote e-Voting, for participation in the AGM through VC / OAVM Facility and e-Voting during the AGM.
3. Members may join the 30th AGM through VC/OAVM Facility by following the procedure as mentioned below which shall be kept open for the Members from 9:30 a.m. IST i.e. 30 minutes before the time scheduled to start the 30th AGM and the Company may close the window for joining the VC/OAVM Facility 30 minutes after the scheduled time to start the 30th AGM.
4. Members may note that the VC /OAVM Facility, provided by NSDL, allows participation of at least 1,000 Members on a first-come-first-serve basis. The large shareholders (i.e. shareholders holding 2% or more shareholding), promoters, institutional investors, directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee and auditors can attend the AGM without any restriction on account of the first-come first-serve principle.
5. In compliance with the aforesaid MCA and Securities and Exchange Board of India (SEBI) Circulars, the notice of the AGM along with the Annual Report 2024-25 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depositories. Members may note that the Notice and Annual Report 2024-25 will also be available on the Company’s website www.tvs-e.in, websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively, and on the website of NSDL <https://www.evoting.nsdl.com>. The member holding shares in physical form and who have not registered their email address may register their email address by sending the name, folio number, self-attested PAN, email address to be registered and the number of shares held to investorservices@tvs-e.in. For the Members holding shares in demat form, please update your email address through your respective Depository Participant/s.
6. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs, the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorised agency. The facility of casting votes by a member using remote e-Voting system as well as during the proceedings of the AGM will be provided by NSDL.
7. Attendance of members through VC shall be counted for the purpose of reckoning the quorum under section 103 of the Companies Act, 2013.
8. The statement pursuant to Section 102 of the Companies Act, 2013 setting out of material facts concerning the items of special business specified above is annexed hereto.
9. The Company will transfer dividend amount pertaining to the Financial Year 2017-18 which remains unclaimed as on September 12, 2025 as per the provisions of the Companies Act, 2013 and the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 to Investor Education and Protection Fund (IEPF). The Company will dispatch the notice through registered post to those shareholders who have not claimed dividend(s) for seven consecutive years to apply for the unclaimed dividends within three months from the date of the notice. The said notice will also be published in the newspapers (Financial Express – English and Makkal Kural– Tamil) and intimated to the stock exchanges. The details will be made available on the website of the Company i.e. www.tvs-e.in. In case the concerned shareholders wish to claim the unclaimed dividend amount that have been transferred to the IEPF, a separate application has to be made to the IEPF Authority in Form IEPF – 5, as prescribed in Rule 7 of the Rules and the same is available at MCA Website (www.mca.gov.in).

10. In terms of the provisions of Section 124 (6) of the Companies Act, 2013 read along with Rule 6 of the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, all shares in respect of which dividend has not been paid or claimed for seven consecutive years or more shall be transferred by the Company in the name of IEPF. Further, pursuant to the new explanation inserted on August 14, 2019, effective from August 20, 2019 to the Rule 6 – (Manner of transfer of shares under sub-section 6 of section 124 to the Fund) of IEPF Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, it was clarified that all shares in respect of which dividend has been transferred to IEPF on or before the September 07, 2016, shall also be transferred by the Company to IEPF. Based on the provisions of the Act, Rules and explanations, the Company has transferred 3,15,041 equity shares (including 1,36,941 equity shares transferred during September 2024) in respect of which dividend were unclaimed/not paid for a period of seven consecutive years or more. The statement containing the details of name, address, folio number/ Demat Account number and number of shares that have been transferred is made available in the Company's website viz., www.tvse.in for information and necessary action by the shareholders.
11. The Members may note that on account of the amendment made to the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company shall not entertain the request for registration of physical transfer of shares on or after March 31, 2019. Hence, Members holding shares in physical form, in their own interest, are requested to dematerialise the shares to avail the benefits of electronic holding as well as trading.
12. SEBI vide its notification dated January 24, 2022 has mandated that all requests for transfer of securities including transmission and transposition requests shall be processed only in dematerialised form. In view of the same and to eliminate all risks associated with physical shares and avail various benefits of dematerialisation, Members are advised to dematerialise the shares held by them in physical form
13. Members holding shares in physical form are requested to register their email id for receiving an electronic copy of the Annual Report and also notify immediately any change in their address/E-mail address to the Company/its Share Transfer Agents through Form ISR-1 available at the website of the Company <https://www.tvselectronics.in/investor-relations>
14. Members holding shares in electronic form are requested to advise change of address/E-mail address to their Depository Participants. Members holding shares in demat form are hereby informed that bank particulars registered with their respective Depository Participants, with whom they maintain their demat accounts, are used by the Company for the payment of dividend. The Company or its Registrar cannot act on any request received directly from the Members holding shares in demat form for any change of bank particulars. Such changes are to be intimated only to the Depository Participants of the Members. Members holding shares in demat form are requested to intimate any change in their address and / or bank mandate immediately to their Depository Participants.
15. Corporate members intending to make their authorised representatives to attend the Annual General Meeting through VC are requested to send to the Company a certified copy of the Board Resolution authorising their representative to attend and vote on their behalf at the Meeting held through VC.
16. Members of the Company had approved the appointment of M/s. Guru & Jana, Chartered Accountants, Bangalore as the Statutory Auditors at the 27th AGM of the Company for a period of five years. In accordance with the Companies (Amendment) Act, 2017, effective May 07, 2018 by Ministry of Corporate Affairs, the appointment of Statutory Auditors is not required to be ratified at every AGM.
17. The Notice of the Annual General Meeting and the Annual Report will be available on the Company's website www.tvse.in. The members who wish to inspect any of the relevant documents referred to in the accompanying notice may send the request to the Company by email on or before August 12, 2025 till 5.00 pm, and Company will provide such documents through email.
18. As per the provisions of Companies Act, 2013, nomination facility is available for members holding shares in physical form. The nomination forms can be obtained from the Company's Registrar and Share Transfer Agents. In respect of members holding shares in electronic form, the forms may be obtained from the Depository Participant with whom they are maintaining their demat account.
19. The Securities and Exchange Board of India (SEBI) vide its circular dated April 20, 2018 has mandated registration of Permanent Account Number (PAN) and Bank Account Details for all securities holders. Members holding shares in physical form are therefore, requested to submit their PAN and Bank Account Details to Company's Registrar and Share Transfer Agent by sending a duly signed letter along with self-attested copy of PAN Card and original cancelled cheque. The original cancelled cheque should bear the name of the Member printed on it. In alternative Members are requested to submit a copy of bank passbook / statement attested by the bank. Members holding shares in demat form are requested to submit the aforesaid information to their respective Depository Participant.

20. SEBI vide its circulars No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2021/655 dated November 03, 2021 and No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2021/687 dated December 14, 2021 had prescribed the Common and Simplified Norms for processing investor's service request by RTAs and norms for furnishing PAN, KYC details and Nomination and such other requests for all shareholders holding physical securities. The relevant Forms for registering/changing KYC details and Nomination viz., Forms ISR-1, ISR-2, ISR-3, SH-13, SH-14 are available on our RTA's website at https://www.integratedindia.in/Corporate_Container.aspx - RTI/STA - Forms Download and also in Companies Website at <https://www.tvselectronics.in/investor-relations> - Simplified Norms for furnishing Nomination and KYC details.

INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:

1. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for Access to NSDL e-Voting system. After successful login, you can see link of "VC/OAVM" placed under "Join meeting" menu against company name. You are requested to click on VC/OAVM link placed under Join Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the Notice to avoid last minute rush.
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. As the AGM is being conducted through VC / OAVM, for the smooth conduct of proceedings of the AGM, Members are encouraged to express their views / send their queries in advance mentioning their name, demat account number / folio number, email address, mobile number to tvseagm@tvs-e.in. Questions / queries received by the Company till 5.00 p.m. on Saturday, August 09, 2025 shall only be considered and responded during the AGM.
6. Members who would like to express their views or ask questions during the AGM may register themselves as a speaker by sending their request from their registered e-mail address mentioning their Name, DP ID and client ID/ folio number, PAN, mobile number and No. of shares held to tvseagm@tvs-e.in from August 01, 2025 (9.00 a.m. IST) to August 07, 2025 (5.00 p.m. IST). Those Members who have registered themselves as a speaker will only be allowed to express their views/ask questions during the AGM. The Company reserves the right to restrict the number of speakers, as appropriate for smooth conduct of the AGM.
7. Members who need assistance before or during the AGM, can contact NSDL on evoting@nsdl.com or contact Ms. Pallavi Mhatre, Senior Manager, at- 022-48867000

Remote E-voting facility:

- a. In compliance with Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 and the provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company provides remote e-voting facility to all the shareholders, through remote e-voting platform of National Securities Depository Limited (NSDL), for voting on all the resolutions to be passed in the 30th Annual General Meeting.
- b. Voting rights will be reckoned on the basis of the number of shares registered in the names of the members / beneficial owners as on the cut-off date fixed for this purpose, viz., Wednesday, August 06, 2025. A person who is not a member as on the cut-off date should treat this Notice for information purpose only.
- c. The instructions for remote e-voting are as under: The remote e-voting period commences on Sunday, August 10, 2025 at 10.00 a.m. and ends on Tuesday, August 12, 2025 at 5.00 p.m. During this period, members holding shares as on Wednesday, August 06, 2025 may cast their votes electronically. Thereafter, the remote e-voting facility will be disabled for voting by NSDL. Once a vote on a resolution is cast by a member, such member will not be allowed to change it subsequently. Members as on the August 06, 2025 shall only be entitled for availing the Remote E-Voting facility.

Shareholders who become Members of the Company, after despatch of Notice and hold shares as on August 06, 2025 may obtain the User ID and Password for e-voting by sending an e-mail, intimating DP ID and Client ID / Folio No. to srirams@integratedindia.in, corpserv@integratedindia.in or Member may send an e-mail request to evoting@nsdl.com. Members receiving e-mail from NSDL (for members who have registered their email Ids with the Company / Depository Participants).

How do I vote electronically using NSDL e-Voting system?


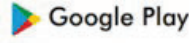


The way to vote electronically on NSDL e-Voting system consists of “Two Steps” which are mentioned below:

Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 09, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> For OTP based login you can click on https://eservices.nsd.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Existing IDEAS user can visit the e-Services website of NSDL Viz. https://eservices.nsd.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDEAS’ section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. If you are not registered for IDEAS e-Services, option to register is available at https://eservices.nsd.com. Select “Register Online for IDEAS Portal” or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience. <p>NSDL Mobile App is available on</p> <p>   </p> <div style="display: flex; justify-content: space-around;">   </div>

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at 022 - 4886 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800-21-09911

B) Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

- Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
- Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/ Member' section.
- A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL e-services after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the Company For example if folio number is 001*** and EVEN is 134089 then user ID is 134089001***

5. Password details for shareholders other than Individual shareholders are given below:

- a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
- c) How to retrieve your 'initial password'?
 - (i) If your email ID is registered in your demat account or with the Company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The pdf. file contains your 'User ID' and your 'initial password'.
 - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**

6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:

- a) Click on "Forgot User Details/Password?"(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
- b) Physical User Reset Password?" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
- c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.com mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
- d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.

8. Now, you will have to click on "Login" button.

9. After you click on the "Login" button, Home page of e-Voting will open.

Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.

How to cast your vote electronically and join General Meeting on NSDL e-Voting system?

- 1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.
- 2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join Meeting".
- 3. Now you are ready for e-Voting as the Voting page opens.

4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
5. Upon confirmation, the message “Vote cast successfully” will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (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. with attested specimen signature of the duly authorised signatory(ies) who are authorised to vote, to the Scrutiniser by e-mail to email: karthik.v.ganapathy@gmail.com with a copy marked to evoting@nsdl.co.in, srirams@integratedindia.in, corpserv@integratedindia.in and investorservices@tvs-e.in. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on “Upload Board Resolution / Authority Letter” displayed under “e-Voting” tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “Forgot User Details/Password?” or “Physical User Reset Password?” option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on.: 022 - 4886 7000 and 022 - 2499 7000 or send a request to (Ms. Pallavi Mhatre) at evoting@nsdl.co.in

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to (investorservices@tvs-e.in).
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to (investorservices@tvs-e.in). If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. **Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.**
3. Alternatively shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 09, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.
5. The members attending the meeting who have not already cast their vote through remote e-voting, shall be able to exercise their voting rights through electronic mode during the meeting. The members who have already cast their vote through remote e-voting can attend the meeting but shall not be entitled to cast their vote again during the meeting. In terms of Regulation 39(4) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, voting rights on shares lying in the Unclaimed Shares Suspense account, shall remain frozen till the rightful owner claims the shares.
6. The Scrutiniser will submit his report on the remote e-voting and voting at the meeting to the Chairman or Company Secretary or any other authorised Director, who will declare the result of the voting within 2 working days from the conclusion of the Annual General Meeting.
7. The result of the voting with details of the number of votes cast for and against each resolution, invalid votes and whether the resolution has been carried or not shall be displayed on the notice board of the Company at its Registered Office and at the Administrative Office. Further, the results of the voting along with the Scrutiniser’s Report shall also be placed on the Company’s website www.tvs-e.in and on the website of the NSDL and also communicated to the Stock Exchanges.

8. In case of any queries, members may contact the Company at investorservices@tvs-e.in, or srirams@integratedindia.in, corpserv@integratedindia.in

THE INSTRUCTIONS FOR MEMBERS FOR E-VOTING ON THE DAY OF THE AGM ARE AS UNDER:-

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

General Instructions

1. The Company has appointed Mr. G. Karthikeyan, Practising Company Secretary, (Membership No.A19411/CP No.21869) as Scrutiniser for conducting the remote e-voting and also the e-voting process during the AGM in a fair and transparent manner
2. The Scrutiniser shall after the conclusion of voting at the general meeting, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and make, not later than 2 working days from the conclusion of the meeting a consolidated scrutiniser's report of the total votes cast in favour or against, if any, to the Chairman or a person authorised by him in writing, who shall countersign the same and declare the result of the voting forthwith. The resolutions will be deemed have been passed on the AGM date subject to receipt of the requisite number or votes in favour of the resolutions.
3. The results declared along with the scrutiniser's report will be placed on the Company's website www.tvs-e.in and on the website of NSDL www.evoting.nsdl.com immediately after the result is declared and also communicated to NSE and BSE.

By Order of the Board

Srilalitha Gopal

Managing Director

DIN: 02329790

Chennai
May 17, 2025

Registered Office:
Harita Towers, No 119, 2nd Floor,
St Mary's Road, Abhiramapuram,
Chennai - 600018

Statement of material facts pursuant to Section 102 of the Companies Act, 2013 and Additional information on director recommended for appointment / reappointment as required under Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards on General Meetings issued by the Institute of Company Secretaries of India.

The following Statement sets out all material facts relating to the Businesses mentioned in the accompanying Notice:

Item No. 3:

The Board of Directors of the Company, on the recommendation of the Audit Committee, at its meeting held on May 17, 2025, approved the appointment of Mr. P Raju Iyer, Cost Accountant (Membership No. 6987) as Cost Auditor of the Company, in terms of Section 148 of the Companies Act, 2013 and fixed a sum of ₹ 1.50 lakhs (Rupees One Lakh Fifty Thousand Only) plus applicable taxes and reimbursement of out of pocket expenses, as remuneration payable to him, for the Financial year ending March 31, 2026. In terms of the provisions of Section 148(3) of the Companies Act, 2013 read with Rule 14 of the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditor is required to be ratified by the Members of the Company. Accordingly, ratification of the Members is sought for the said remuneration.

None of the Directors or Key Managerial Personnel and / or their relatives has any concern or interest, financial or otherwise in this item of business.

The Board of Directors recommends the ordinary resolution as set out at item no.3 of the Notice for approval by the members.

Item No. 4:

Pursuant to the Regulation 24A & other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") read with provisions of Section 204 read with Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and other applicable provisions of the Companies Act, 2013, if any ("the Act"), the Audit Committee and the Board of Directors at their respective meetings held on May 17, 2025 have recommended the appointment of M/s. V Suresh Associates, Peer Reviewed Firm of Company Secretaries in Practice as Secretarial Auditors for the first term of five consecutive years commencing from 2025-26 till 2029- 2030, to the shareholders for approval.

Particulars of the Secretarial Auditor:

M/s. V Suresh Associates is a firm of practicing Company Secretaries with over 20 years of experience in delivering comprehensive professional services across Corporate Laws, SEBI Regulations and Legal Advisory. Their expertise includes conducting Secretarial Audits, Corporate Governance Audits, etc. M/s. V Suresh Associates, Practicing Company Secretaries, have confirmed that they are eligible for appointment as Secretarial Auditors, are free from any disqualifications and are working independently. The firm is Peer reviewed in terms of the guidelines issued by the Institute of Company Secretaries of India (ICSI). M/s. V Suresh Associates, has been the Secretarial Auditors of the Company from the Financial Year 2020-21 onwards and as part of their Secretarial audit they have demonstrated their expertise and proficiency in handling Secretarial audits of the Company till date.

Terms and conditions of appointment & remuneration:

a) Term of appointment:

Five consecutive Financial Years commencing from the Financial Year 2025-2026 till 2029- 2030.

b) Remuneration:

₹ 2,00,000/- (Rupees Two Lakhs only) per annum plus applicable taxes and other out-of-pocket expenses in connection with the Secretarial audit for Financial Year ending March 31, 2026.

The proposed fee is based on knowledge, expertise, industry experience, time and efforts required to be put in by the Secretarial auditor, which is in line with the industry benchmark. The payment for services in the nature of certifications and other professional work will be in addition to the Secretarial audit fee and shall be determined by the Audit Committee and/or the Board of Directors.

Fee for subsequent year(s):

As determined by the Audit Committee and/or the Board of Directors.

Basis of recommendations:

The Audit Committee and the Board of Directors have approved & recommended the aforementioned proposal for approval of Members taking into account the eligibility of the firm, qualification, experience, independent assessment & expertise of the Partners in providing Secretarial audit related services, competency of the staff and Company's previous experience based on the evaluation of the quality of audit work done by them in the past.

None of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the resolution set out at Item No.4. The Board recommends the passing of the Resolution as set out in Item No. 4 as an Ordinary Resolution.

Item No. 5:

The Board of Directors, on the recommendation of the Nomination and Remuneration Committee, appointed Mr. Kamal Pant (DIN: 09031864) as an Additional Director in the designation of Non - Executive Independent Director of the Company for the first term of five consecutive years with effect from July 01, 2025, in terms of Section 161 of the Companies Act, 2013, subject to shareholders approval.

The Company has received all the statutory disclosures and declarations necessary for directorship, including written consent to act as a director (Form DIR-2) as per the Companies (Appointment and Qualifications of Directors) Rules, 2014, intimation (Form DIR-8) confirming non-disqualification under Section 164(2) of the Act, Notice of interest (Form MBP-1) disclosing concern or interest in any company or companies or bodies corporate (including shareholding interest), firms or other association of individuals, declaration of meeting independence criteria under Section 149(6) of the Act and confirmation of compliance under the Rule 6(1) and 6(2) of the Companies (Appointment and Qualifications of Directors) Rules, 2014 regarding registration with the data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs.

In the opinion of the Board of Directors of the Company, he is a person of integrity, possesses the relevant expertise and experience and fulfils the conditions specified in the Act, and the Rules framed thereunder as amended, for appointment of Independent Director, and he is independent of the management.

A brief profile covering the details of his qualifications, experience, specific areas of expertise and other relevant information, is annexed to this Notice. In compliance with the provisions of Sections 149, 150, 152, 161 read with Schedule IV to the Act and SEBI Listing Regulations, the approval of the Members is sought for the appointment of Mr. Kamal Pant (DIN: 09031864) as an Independent Director of the Company for the first term of five consecutive years starting from July 01, 2025, and ending on June 30, 2030, and that he shall not be liable to retire by rotation.

Upon the approval of the Members of the Company on the said resolution, the appointment shall be formalised by way of issuance of the letter of appointment by the Company to Mr. Kamal Pant. The terms and conditions of appointment of the Independent Director shall be open for inspection by the Members at the Registered Office of the Company, and a copy of the same shall also be available at the Registered Office of the Company on all working days, during business hours up to the date of this Annual General Meeting.

Mr. Kamal Pant is not related to any other Director of the Company. The Board recommends the passing of the Resolution as set out in Item No. 5 as a Special Resolution.

None of the Directors or Key Managerial Personnel or their relatives, except Mr. Kamal Pant, to the extent of his appointment, are in any way concerned or interested in passing of the resolution mentioned in Item No. 5 of the Notice.

By Order of the Board

Chennai
May 17, 2025

Srilalitha Gopal
Managing Director
DIN: 02329790

Registered Office:
Harita Towers, No 119, 2nd Floor,
St Mary's Road, Abhiramapuram,
Chennai - 600018

Annexure A to the Explanatory Statement: Encl
Profiles of Directors:
1. Mr. R S Raghavan (DIN: 00260912)

Mr. R S Raghavan, aged 69 years, a Chartered Accountant, Cost Accountant and Company Secretary. Mr. Raghavan is the Non - Executive Non - Independent Director of TVS Electronics Limited since May 04, 2016.

Mr. R S Raghavan's experience spans across corporate finance, business performance, investment, governance, mergers & acquisitions, strategy, fund raising, Investor relations, talent/people management, legal etc. A professional with nearly 43 years' experience in the manufacturing and financial services Industry like VCPE, NBFC, Wealth management, manufacturing etc., he brings deep financial experience and significant understanding of business, risk management. He is currently the Non -Executive Non - Independent Director of TVS Capital Funds Private Ltd., a growth capital Private Equity firm and Harita Techserv Private Limited.

He does not hold any Equity Shares in the Company and has attended all the six Board Meetings held during the year 2024-25.

He is not related to any of the Directors of the Company. He is not in the Board of any other listed entity. He will be eligible for sitting fee for attending the Board and Committee meetings.

He has received. ₹ 11.50 lakhs as remuneration by way of sitting fee for attending the Board and Committee meetings during the financial year 2024-25.

The other directorships / Committee memberships and key managerial positions held by him along with the Companies from which he has resigned in the past three years are given below:

S. No	Names of companies / body corporate	Nature of interest or concern / Change in interest or concern	Date of appointment	Committee Membership	Date of cessation
1	Harita Techserv Private Limited	Director	March 27, 2009	-	
2	TVS Capital Funds Private Limited (amalgamated)	Director	August 01, 2022	-	August 06, 2024*
3	TVS Capital Funds Private Limited (Formerly Geeyes Capital Funds Private Limited)	Director	August 06, 2024	-	-
4	TVS Electronics Limited	Director	May 04, 2016	1. Audit Committee 2. Corporate Social Responsibility Committee 3. Nomination and Remuneration Committee (w.e.f May 06, 2025) 4. Stakeholder Relationship Committee (w.e.f May 06, 2025)	
5	Chennai Business Consulting Services Limited	Director	November 20, 2012	-	September 28, 2022
6	International Money Matters Private Limited	Director	March 01, 2017	-	-

*ceased to be a director consequent to amalgamation with its holding company, TVS Investments Private Limited from the effective date of the scheme i.e August 06, 2024

2. Mr. Kamal Pant (DIN: 09031864)

Mr. Kamal Pant, aged 60 years is a retired IPS Officer with over 3 decades of distinguished service in the Indian Police Service (IPS). He holds an MSc in Applied Geology from Delhi University and was awarded the prestigious research scholarship by the Council of Scientific and Industrial Research (CSIR). His experience spans strategic management, organisational governance, public safety, and technology integration.

While holding various positions in Karnataka and in the Central Bureau of Investigation (CBI), he spearheaded modernisation projects, including the establishment of a Battalion in Tumkur, construction of Prisons and residential complexes, and development of synthetic community Play areas. He prepared and secured approval for the Modernisation of Fire Department project amounting to ₹ 350 Crore from the Ministry of Home Affairs (MHA), Government of India. Additionally, he successfully implemented the ₹ 670 Crore Nirbhaya Project of MHA, further strengthening safety and security initiatives. Mr. Pant has a strong track record in leveraging technology for operational efficiency. His initiatives include the implementation of the Online Cyber Crime Cell, online gun licenses, body-worn cameras for traffic police, and the deployment of 7,000 CCTV cameras across Bengaluru City. His expertise in cyber security and intellectual property protection positions him as an invaluable asset to companies prioritising technological resilience and data security.

He excelled in human resource management by streamlining recruitment, implementing comprehensive training programs, and fostering cultural change. His focus on institutional harmony through targeted initiatives enhanced teamwork and cohesion, creating a positive organisational climate.

Mr. Kamal Pant brings extensive expertise and experience in areas such as human resource management, strategic leadership, risk management, technological integration, crisis management, cyber security etc. His diverse skill set aligns well with the competencies identified by the Board as essential for the role.

He does not hold any shares in the Company directly or as a beneficial owner. He is eligible for sitting fees for attending the Board and Committee meetings. He is not related to any of the Directors of the Company.

Mr. Kamal Pant does not hold other directorships or key managerial positions in any Companies. The Companies from which he has resigned in the past three years is given below:

S. No	Name of the Company	Nature of Interest or Concern/ Change in Interest or Concern	Date of appointment	Date of cessation
1	Bangalore Turf Club Limited	Director	July 31, 2020	May 16, 2022

With effect from July 01, 2025, Mr. Kamal Pant will become a member of Audit Committee, Nomination and Remuneration Committee and Chairman of the Corporate Social Responsibility Committee of TVS Electronics Limited.

By Order of the Board

Chennai
May 17, 2025

Srilalitha Gopal
Managing Director
DIN: 02329790

Registered Office:
Harita Towers, No 119, 2nd Floor,
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Chennai - 600018