



24<sup>th</sup> March, 2026

**BSE Limited**  
**Phiroze Jeejeebhoy Towers**  
**Dalal Street**  
**Mumbai - 400 001**

**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 - 400 001**

**Scrip Symbol – TVSELECT**

**Dear Sir / Madam,**

**Sub:** Notice of Postal Ballot

Pursuant to Section 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, we enclose herewith the notice of the Postal Ballot to transact the following businesses:

1. To approve the Alteration of the Articles of Association of the Company and grant of existing special rights to Mr. Gopal Srinivasan, shareholder & Promoter of the Company (Special Resolution)
2. To approve contribution to Bona Fide Charitable and other Funds (Ordinary Resolution)

The Ministry of Corporate Affairs (MCA) vide Circular No. 14/2020 dated April 8, 2020, Circular No.17/2020 dated April 13, 2020 read with other relevant circulars including General Circular No. 03/2025 dated September 22, 2025 ("MCA Circulars") (collectively referred to as "MCA Circulars"), has permitted the Companies to conduct postal ballot by sending e-mails to all its shareholders who have registered their email addresses with the Company or depository / depository participants. Consequently, this notice is being sent only to members whose names appear in the register of members as on 20<sup>th</sup> March 2026 (cut-off date) and who have registered their e-mail addresses with the Company. Further, the communication of assent / dissent of the members can only take place through the remote e-voting system. This Postal Ballot is being conducted in compliance with the MCA Circulars. The remote e-voting period will commence from Wednesday, 25<sup>th</sup> March 2026 (9:00 a.m. IST) and ends on Thursday, 23<sup>rd</sup> April 2026 (5:00 p.m. IST).

Kindly take this information on record.

Thanking You,

**For TVS Electronics Limited**

**K Santosh**  
**Company Secretary**

**TVS Electronics Limited**

"Arihant E-Park", No.117/1, 9<sup>th</sup> Floor, L.B. Road, Adyar, Chennai – 600 020. Tel.: +91-44-42005200  
Registered Office: Harita Towers, 2<sup>nd</sup> 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 of Postal Ballot**  
**Pursuant to Section 110 of the Companies Act, 2013 read with Rule 22 Of Companies**  
**(Management and Administration) Rules, 2014**

**To the Members of the Company**

Notice is hereby given pursuant to the provisions of Sections 108 and 110 of the Companies Act, 2013 (“the Act”) read with Rule 20 and Rule 22 of Companies (Management and Administration) Rules, 2014 (“the Rules”) and other applicable provisions of the Act and the Rules, General Circular Nos.14/2020 dated April 8, 2020 and 17/2020 dated April 13, 2020 read with other relevant circulars including General Circular No. 03/2025 dated September 22, 2025 issued by the Ministry of Corporate Affairs (“MCA Circulars”), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) read with SEBI circulars, Secretarial Standard on General Meetings (“SS-2”) issued by the Institute of Company Secretaries of India and other applicable laws, rules and regulations (hereinafter collectively referred to as “the applicable laws”, which will include any statutory modifications or re-enactment thereof for the time being in force and/ or as amended from time to time), that the resolutions as set out below are proposed for approval by the members of TVS Electronics Limited (“the Company”) through Postal Ballot by way of voting through electronic means (hereinafter referred to as “remote e-voting” or “e-voting”).

In compliance with Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and pursuant to the provisions of section 108, 110, other applicable provisions of Companies Act, 2013 read with rules made there under and the MCA circulars, the manner of voting on the proposed resolution is restricted only to e-voting i.e., by casting votes electronically. The Company has engaged National Securities Depository Limited (NSDL) to provide e-voting facility to the members. Accordingly, the communication of assent / dissent of the members will only take place through the remote e-voting system.

Pursuant to the MCA Circulars, this notice is being sent to members whose names appear in the Register of Members (maintained by the Company through their Registrar and Transfer Agents (“RTA”) / Register of Beneficial Owners maintained by the depositories NSDL / CDSL) as on **(20.03.2026) (Friday) (“Cut-off Date”)**, who have so registered their e-mail addresses and is not being sent to members who have not done so.

The resolution together with the Statement, pursuant to the provisions of Section 102(1) and other applicable provisions of the Act read with the Rules, setting out all material facts relating to the proposed items of business as mentioned in this Postal Ballot Notice is attached.

Members are requested to read the instructions in the Notes in this Postal Ballot Notice about casting their vote electronically.

**By Order of the Board**  
**For TVS Electronics Limited**

Date: 21.03.2026  
Place: Chennai

**Srilalitha Gopal**  
**Managing Director**  
**DIN: 02329790**

**TVS Electronics Limited**

“Arihant E-Park”, No.117/1, 9<sup>th</sup> Floor, L.B. Road, Adyar, Chennai – 600 020. Tel.: +91-44-42005200  
Registered Office: Harita Towers, 2<sup>nd</sup> 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



**The e-voting period will be from 9:00 a.m. (IST) on (25.03.2026) (Wednesday) to 5:00 p.m. (IST) on (23.04.2026) (Thursday)**

The Board of Directors has appointed Mr. G Karthikeyan, (Membership No. A19411 / CoP No. 21869), Practising Company Secretary, Chennai as Scrutinizer for conducting the Postal Ballot, through the e-voting process, in a fair and transparent manner and he has communicated his willingness to be appointed and will be available for the said purpose. The Scrutinizer's decision on the validity of the Postal Ballot shall be final.

The Scrutinizer will submit his report, after the completion of scrutiny, to the Chairman of the Company or any person authorized by him. The results of e-voting will be announced on or before 27.04.2026 and will be displayed on the Company's website [www.tvs-e.in](http://www.tvs-e.in) and will also be communicated to the Stock Exchanges and National Securities Depository Limited ("NSDL"). The Company will also display the results of e-voting at its Registered Office.

The last date of e-voting, i.e. 23<sup>rd</sup> April, 2026 shall be the date on which the resolution would be deemed to have been passed, if approved by the requisite majority.

**Special Business:**

**Item No 1:**

**To approve the Alteration of the Articles of Association of the Company and grant of existing special rights to Mr. Gopal Srinivasan, shareholder & Promoter of the Company**

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

**“RESOLVED THAT** pursuant to the provisions of Section 5 and 14 and other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), Regulation 31B and other applicable Regulations, if any of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modifications or reenactment thereof, the circulars, notifications, regulations, rules, guidelines, if any, issued and as may be amended from time to time), the Scheme of Amalgamation of TVS Investments Private Limited with the Company (“Scheme”), the consent of the members of the Company be and is hereby accorded to update the name of the Promoter in the Articles of Association by replacing Sundaram Investment Limited (Now known as M/s. TVS Investments Private Limited) with Mr. Gopal Srinivasan, and to grant the existing special rights currently conferred on the Promoter under the Articles of Association in favour of Mr. Gopal Srinivasan, being the continuing Promoter of the Company and amend the Article 2(a)(xxiv), 111, 140(a), 140(b) and 148 of the Articles of Association of the company, as follows:

**Article 2(a)(xxiv) – Promoter Definition:**

‘the Promoters’ means Mr. Gopal Srinivasan (DIN 00177699) and his legal heirs, executors, administrators, and assigns.

**TVS Electronics Limited**



### **Article 111- Nominated Director**

Subject to the provisions of the Companies Act, 2013 and Article 110:

- (a) So long as the Promoters hold not less than twenty – six percent (26%) of the paid up equity share capital of the Company, for the time being, Mr. Gopal Srinivasan will be entitled to designate not more than two persons for appointment as Directors on the Board, and the Board shall within ten (10) days of receipt of such designation appoint such person or persons as Directors. Such Directors are hereinafter called Nominated Directors and they shall not be liable to retire by rotation.
- (b) The Nominated Directors shall hold office at the pleasure of Mr. Gopal Srinivasan.
- (c) Mr. Gopal Srinivasan shall have the power to remove the Nominated Directors and to designate any other person or persons in the vacancy thereby caused or caused in any other manner.
- (d) A Designation or removal under this Article shall be in writing under the hand of Mr. Gopal Srinivasan and addressed to the Board.

### **Article 140(a) & 140(b)- Managing Director**

Subject to the provisions of the Companies Act, 2013 –

(a) Mr. Gopal Srinivasan shall be entitled by a writing signed by him, to designate for appointment one of the Nominated Directors as Managing Director of the Company and the Board shall, within ten (10) days from the date of receipt of such writing, appoint the person so designated for appointment as Managing Director of the Company. Mr. Gopal Srinivasan shall have the right, by a similar writing, to require the Board to remove the Managing Director who was so designated for appointment by him and appointed by the Board and the Board shall, within ten (10) days from the date of receipt of such writing, remove such person from the office of Managing Director. On a vacancy being caused in the office of the Managing Director, due to any reason whatsoever, including death, resignation or removal, Mr. Gopal Srinivasan shall have the right, by a similar writing, to designate another person among the Nominated Directors for appointment as Managing Director of the Company and the Board shall proceed to appoint the person so designated in the same manner as hereinabove provided.

(b) The rights conferred on Mr. Gopal Srinivasan under this Article shall be exercisable only so long as the Promoters hold not less than twenty – six percent (26%) of the paid - up equity share capital of the Company for the time being.

### **Article 148 - Chairman of the board**

(a) Mr. Gopal Srinivasan shall be entitled by a writing signed by him, to designate for appointment of any one of the Directors to be Chairman of the Board and the Board shall, within ten (10) days from the date of receipt of such writing, appoint the Director so designated for appointment as the Chairman of the Board. Mr. Gopal Srinivasan shall have the right, by a similar writing, to require the Board to remove the Directors so appointed from the office of Chairman and the Board shall within ten (10) days from the date of receipt of such writing remove such Director from the office of Chairman. On a vacancy being caused in the office of the Chairman, due to any reason whatsoever,

## **TVS Electronics Limited**



including death, resignation or removal, Mr. Gopal Srinivasan shall have the right, by a similar writing, to designate another Director for appointment as Chairman of the Board and the Board shall proceed to appoint the person so designated in the same manner as hereinabove provided.

- (b) The rights conferred on Mr. Gopal Srinivasan under this Article shall be exercisable only so long as the Promoters hold not less than twenty – six percent (26%) of the paid - up equity share capital of the Company for the time being.
- (c) The Chairman of the Board shall be entitled to take the Chair at every meeting of the Board. If no Chairman is appointed by Mr. Gopal Srinivasan in pursuance of this Article, or if at any meeting of the Board, he shall not be present within fifteen (15) minutes of the time appointed for holding such meeting or if he shall be unable or unwilling to take the Chair, then the Managing Director, if any, shall be entitled to take the Chair and failing him, the Directors present may choose one of their number to be the Chairman of that meeting.

**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 required to give effect to the above resolution.”

**Item no 2:**

**To approve contribution to Bona fide Charitable and other Funds**

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

“**RESOLVED THAT** pursuant to the provisions of section 181 and other applicable provisions including any modification or re-enactment thereof, if any, of the Companies Act, 2013, read with the rules made thereunder (the Act), and in order to enable the Company to continue its community development initiatives, the consent of the members of the Company be and is hereby accorded to the Board of Directors, including any Committee thereof constituted or authorised by the Board from time to time, to contribute, donate or otherwise provide assistance from time to time to any charitable, public, social, benevolent or general fund, society, association, institution, trust, organization, not directly relating to the business of the Company or the welfare of its employee, for undertaking programmes or activities of social, cultural, educational, sports, economic, rural development for the benefit of public at large and/ or incur any expenditure on their behalf, in any financial year, provided that the aggregate amount of contribution to such fund(s) in a financial year shall not exceed the limits as set out in Section 181 of the Act or a sum of Rs. 25,00,000 /- (Rupees Twenty Five Lakhs only), whichever is higher.

**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 required to give effect to the above resolution.

**By Order of the Board  
For TVS Electronics Limited**

**Srilalitha Gopal  
Managing Director  
DIN: 02329790**

Date: 21.03.2026  
Place: Chennai

**TVS Electronics Limited**

“Arihant E-Park”, No.117/1, 9<sup>th</sup> Floor, L.B. Road, Adyar, Chennai – 600 020. Tel.: +91-44-42005200  
Registered Office: Harita Towers, 2<sup>nd</sup> 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



## Notes

1. An explanatory statement pursuant to Section 102 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014, setting out all material facts and reasons for the aforesaid special businesses is annexed hereto.
2. As per the provisions of Sections 108 and 110 of the Act, Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 and also in terms of Regulation 44 of the Listing Regulations, the Company is providing members a facility to exercise their right to vote on the postal ballot by electronic means through remote e-voting services provided by NSDL. The instructions for electronic voting are annexed to this Notice.
3. In compliance with MCA Circulars and in conformity with the applicable regulatory requirements, this Postal Ballot Notice is being sent only through electronic mode to those Members whose e-mail addresses are registered with their depository participants (in case of shares held in demat form) or with the Company's Registrar & Share Transfer Agent (in case of shares held in physical form), as on 20.3.2026 (Friday) ("cut-off date").
4. Members may note that this Postal Ballot Notice will also be available on the Company's website at [www.tvs-e.in](http://www.tvs-e.in), websites of BSE at [www.bseindia.com](http://www.bseindia.com) and NSE at [www.nseindia.com](http://www.nseindia.com) and also, on the website of NSDL i.e. [www.evoting.nsdl.com](http://www.evoting.nsdl.com)
5. Members whose e-mail ids are not registered with the depositories are requested to register their e-mail address with the Depository Participant with whom they are maintaining their demat account by following the procedure prescribed by the Depository Participant. These members may also cast their vote by following the e-voting process given in this notice.
6. The voting rights of Members shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, i.e. 20.3.2026 (Friday).
7. Only a member holding shares as on the cut-off date is entitled to exercise vote through e-voting.
8. The Company has appointed Mr. G Karthikeyan (ICSI Membership No. A19411), Practising Company Secretary, Chennai, as the Scrutinizer for conducting the Postal Ballot process in a fair and transparent manner.
9. Members can cast their votes online from 25.3.2026 (Wednesday) at 9:00 a.m. onwards till 23.4.2026 (Thursday) upto 5:00 P.M. as the e-voting module shall be disabled for voting thereafter, no voting shall be allowed beyond 5:00 P.M. on 23.4.2026 (Thursday). During this period, Members of the Company holding shares either in physical form or in dematerialized form, as on the Cut-off date, may cast their vote electronically. For e-voting, please read carefully the "instructions for e-voting" enumerated herein below.
10. The draft of the altered Articles of Association requiring the approval of the shareholders of the Company is available on the company's website [www.tvs-e.in](http://www.tvs-e.in). Further, all material documents related to the abovementioned resolution(s) and explanatory statement are open for inspection at the Registered Office of the Company on all working days (except Saturday & Sunday) from 11:00 A.M. to 2:00 P.M. till 23.4.2026.
11. Resolution(s) passed by the members through e-voting are deemed to have been passed as if they have been passed at a General Meeting of the Members subject to receipt of the requisite number of votes in favour of the resolution(s). The Scrutinizer's decision on the validity of e-voting shall be final.

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12. The Scrutinizer will submit his report to the Chairman after the completion of scrutiny on or before 27.4.2026 (Monday).
13. The Results shall be declared along with the Scrutinizers' Report on or before 27.4.2026 (Monday) at the Registered Office of the Company and shall also be placed on the Company's website at [www.tvs-e.in](http://www.tvs-e.in) and on the website of NSDL and shall be communicated to the Stock Exchanges wherein the Company's shares are listed.

The Resolution(s), if passed by requisite majority, will be deemed to be passed on the last date specified for remote e-voting i.e. 23.4.2026 (Thursday).

#### **INSTRUCTIONS FOR REMOTE E-VOTING:**

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 for Individual shareholders holding securities in demat mode**

In terms of SEBI circular dated December 9, 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"><li>1. For OTP based login you can click on <a href="https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp">https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp</a>. 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 <b>e-Voting service provider i.e. NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</li><li>2. Existing <b>IDeAS</b> user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> 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 <b>e-Voting service provider i.e. NSDL</b> and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</li></ol>

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Type of shareholders	Login Method
	<p>3. If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select “<b>Register Online for IDeAS Portal</b>” or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></p> <p>4. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> 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 <b>e-Voting service provider i.e. NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</p> <p>5. Shareholders/Members can also download NSDL Mobile App “<b>NSDL Speede</b>” facility by scanning the QR code mentioned below for seamless voting experience.</p> <p style="text-align: center;"><b>NSDL Mobile App is available on</b></p> <div style="display: flex; justify-content: center; align-items: center; gap: 20px;"> <div style="text-align: center;">  <p>App Store</p> </div> <div style="text-align: center;">  <p>Google Play</p> </div> </div> <div style="display: flex; justify-content: center; align-items: center; gap: 40px; margin-top: 10px;">   </div>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<p>1. 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 <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab and then user your existing my easi username &amp; password.</p> <p>2. 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. 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.</p>

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Type of shareholders	Login Method
	<p>3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</p> <p>4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; 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.</p>
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.

**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 <a href="mailto:evoting@nsdl.com">evoting@nsdl.com</a> 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 <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800-21-09911

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**B) Login Method 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?**

1. 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.
2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section.
3. 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 eservices 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 138923 then user ID is 138923001***

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

**TVS Electronics Limited**

- 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](http://www.evoting.nsdl.com).
    - b) **Physical User Reset Password?**" (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://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](mailto: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 on NSDL e-Voting system.**

### **How to cast your vote electronically 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
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period.
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 authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to [karthik.v.ganapathy@gmail.com](mailto:karthik.v.ganapathy@gmail.com) with a copy marked to [evoting@nsdl.com](mailto:evoting@nsdl.com). 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.

## **TVS Electronics Limited**



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](http://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](http://www.evoting.nsdl.com) or call on : 022 - 4886 7000 or send a request to Ms. Pallavi Mhatre at [evoting@nsdl.com](mailto:evoting@nsdl.com)

**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](mailto: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](mailto: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 for Individual shareholders holding securities in demat mode.**
3. Alternatively shareholder/members may send a request to [evoting@nsdl.com](mailto:evoting@nsdl.com) for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 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.

**TVS Electronics Limited**



## **Statement of Material Facts pursuant to section 102 of the Companies Act, 2013:**

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

### **Item No 1**

#### **To Approve the Alteration of the Articles of Association of the Company and grant of existing special rights to Mr. Gopal Srinivasan, shareholder & Promoter of the Company**

The Hon'ble National Company Law Tribunal, Chennai Bench (NCLT) vide its order dated November 27, 2025, sanctioned the Scheme of Amalgamation between TVS Investments Private Limited (Transferor Company/ TVSI) and TVS Electronics Limited (Transferee Company/ Company/ TVSE) ("Scheme"). Pursuant to the Scheme, TVSI was merged with the Company and dissolved without winding up process. Prior to the Scheme, TVSI and Mr. Gopal Srinivasan were the promoters of the Company. Accordingly, post-Scheme, TVSI ceases to be a promoter, while Mr. Gopal Srinivasan continues as the Promoter of the Company and presently holds 59.71% of the shareholding of the Company.

The Articles of Association ("AoA") of the Company presently confer certain special rights on the Promoter, namely TVSI (formerly known as Sundaram Investment Limited), as set out below:

1. Right to nominate up to two Directors on the Board of the Company and to remove such nominee Directors.
2. Right to have a nominee Director considered for appointment as the Managing Director of the Company, and to remove such nominee Director from the position of Managing Director.
3. Right to nominate any one of the Directors for appointment as the Chairman, and to remove such nominated Chairman.

The special rights conferred on the Promoters under this Article are exercisable only so long as the Promoters hold not less than twenty – six percent (26%) of the paid - up equity share capital of the Company.

Since TVSI has ceased to exist pursuant to the amalgamation and Mr. Gopal Srinivasan continues as the Promoter of the Company, it is proposed to update the name of the Promoter in the Articles of Association by replacing Sundaram Investment Limited (now known as TVS Investments Private Limited) with Mr. Gopal Srinivasan, and to grant the aforesaid existing special rights conferred under the AOA of the Company to Mr. Gopal Srinivasan.

Pursuant to the provisions of Regulation 31B of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, any special rights available or granted to shareholders of a listed entity are required to be approved by the shareholders by way of a Special Resolution.

Accordingly, it is proposed to amend Article 2(a)(xxiv), Article 111, Article 140(a), Article 140(b) and Article 148 of the Articles of Association of the Company in order to update the name of the Promoter and to grant the aforesaid existing special rights in favour of Mr. Gopal Srinivasan. The details of the proposed amendments along with the existing Articles are provided below for ease of reference:

### **TVS Electronics Limited**

"Arihant E-Park", No.117/1, 9<sup>th</sup> Floor, L.B. Road, Adyar, Chennai – 600 020. Tel.: +91-44-42005200  
Registered Office: Harita Towers, 2<sup>nd</sup> 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

Article	Existing Article	Amended Article
Article 2(a)(xxiv) <b>Definition Promoters</b>	the Promoters' means <b>Sundaram Investment Limited</b> , a company incorporated under the Companies Act, 1956, and having its Registered Office at "Jayalakshmi Estates", No. 24, Haddows Road, Chennai – 600 006 and its subsidiaries, and their successors and assigns.	'the Promoters' means <b>Mr. Gopal Srinivasan (DIN: 00177699) and his legal heirs, executors, administrators and assigns.</b>
Article 111 <b>Nominated Directors</b>	Subject to the provisions of Sections 255, 256 and 257 of the Act and Article 110:  (a) So long as the Promoters hold not less than twenty – six percent (26%) of the paid up equity share capital of the Company, for the time being, <b>Sundaram Investment Limited</b> will be entitled to designate not more than two persons for appointment as Directors on the Board, and the Board shall within ten (10) days or receipt of such designation appoint such person or persons as Directors. Such Directors are hereinafter called Nominated Directors and they shall not be liable to retire by rotation.  (b) The Nominated Directors shall hold office at the pleasure of <b>Sundaram Investment Limited</b> .  (c) <b>Sundaram Investment Limited</b> shall have the power to remove the Nominated Directors and to designate any other person or persons in the vacancy thereby caused or caused in any other manner.  (d) A Designation or removal under this Article shall be in writing under the hand of the person of duly authorised by <b>Sundaram Investment Limited</b> and addressed to the Board.	Subject to the provisions of the Companies Act, 2013 and Article 110:  (a) So long as the Promoters hold not less than twenty – six percent (26%) of the paid up equity share capital of the Company, for the time being, <b>Mr. Gopal Srinivasan</b> will be entitled to designate not more than two persons for appointment as Directors on the Board, and the Board shall within ten (10) days of receipt of such designation appoint such person or persons as Directors. Such Directors are hereinafter called Nominated Directors and they shall not be liable to retire by rotation.  (b) The Nominated Directors shall hold office at the pleasure of <b>Mr. Gopal Srinivasan</b> .  (c) <b>Mr. Gopal Srinivasan</b> shall have the power to remove the Nominated Directors and to designate any other person or persons in the vacancy thereby caused or caused in any other manner.  (d) A Designation or removal under this Article shall be in writing under the <b>hand of Mr. Gopal Srinivasan</b> and addressed to the Board.
Article 140(a) & 140(b) <b>Managing Director</b>	Subject to the provisions of Section 267, 269, 309, 310, 311, 316 and 317 and other applicable provisions of the Act:  a) <b>Sundaram Investment Limited</b> shall be entitled by a writing signed by the person duly authorized by it, to designate for appointment one of the Nominated Directors as Managing	Subject to the provisions of the Companies Act, 2013:  (a) <b>Mr. Gopal Srinivasan</b> shall be entitled by a writing signed by him, to designate for appointment one of the Nominated Directors as Managing Director of the Company and the

### TVS Electronics Limited

Article	Existing Article	Amended Article
	<p>Director of the Company and the Board shall, within ten (10) days from the date of receipt of such writing, appoint the person so designated for appointment as Managing Director of the Company. <b>Sundaram Investment Limited</b> shall have the right, by a similar writing, to require the Board to remove the Managing Director who was so designated for appointment by it and appointed by the Board and the Board shall, within ten (10) days from the date of receipt of such writing, remove such person from the office of Managing Director. On a vacancy being caused in the office of the Managing Director, due to any reason whatsoever, including death, resignation or removal, <b>Sundaram Investment Limited</b> shall have the right, by a similar writing, to designate another person among the Nominated Directors for appointment as Managing Director of the Company and the Board shall proceed to appoint the person so designated in the same manner as hereinabove provided.</p> <p>b) The rights conferred on <b>Sundaram Investment Limited</b> under this Article shall be exercisable only so long as the Promoters hold not less than twenty – six percent (26%) of the paid - up equity share capital of the Company for the time being.</p>	<p>Board shall, within ten (10) days from the date of receipt of such writing, appoint the person so designated for appointment as Managing Director of the Company. <b>Mr. Gopal Srinivasan</b> shall have the right, by a similar writing, to require the Board to remove the Managing Director who was so designated for appointment by <b>him</b> and appointed by the Board and the Board shall, within ten (10) days from the date of receipt of such writing, remove such person from the office of Managing Director. On a vacancy being caused in the office of the Managing Director, due to any reason whatsoever, including death, resignation or removal, <b>Mr. Gopal Srinivasan</b> shall have the right, by a similar writing, to designate another person among the Nominated Directors for appointment as Managing Director of the Company and the Board shall proceed to appoint the person so designated in the same manner as hereinabove provided.</p> <p>(b) The rights conferred on <b>Mr. Gopal Srinivasan</b> under this Article shall be exercisable only so long as the Promoters hold not less than twenty – six percent (26%) of the paid - up equity share capital of the Company for the time being.</p>
Article 148 Chairman of the Board	<p>(a) <b>Sundaram Investment Limited</b> shall be entitled by a writing signed by the person duly authorized by it, to designate for appointment of any one of the Directors to be Chairman of the Board and the Board shall, within ten (10) days from the date of receipt of such writing, appoint the Director so designated for appointment as the Chairman of the Board. <b>Sundaram Investment Limited</b> shall have the right, by a similar writing, to require the Board to remove the Directors so appointed from the office of</p>	<p>a) <b>Mr. Gopal Srinivasan</b> shall be entitled by a writing signed by him, to designate for appointment of any one of the Directors to be Chairman of the Board and the Board shall, within ten (10) days from the date of receipt of such writing, appoint the Director so designated for appointment as the Chairman of the Board. <b>Mr. Gopal Srinivasan</b> shall have the right, by a similar writing, to require the Board to remove the Directors so appointed from the office of Chairman and the Board shall within ten (10) days from the date of receipt of such writing</p>

## TVS Electronics Limited

Article	Existing Article	Amended Article
	<p>Chairman and the Board shall within ten (10) days from the date of receipt of such writing remove such Director from the office of Chairman. On a vacancy being caused in the office of the Chairman, due to any reason whatsoever, including death, resignation or removal, <b>Sundaram Investment Limited</b> shall have the right, by a similar writing, to designate another Director for appointment as Chairman of the Board and the Board shall proceed to appoint the person so designated in the same manner as hereinabove provided.</p> <p>(b) The rights conferred on <b>Sundaram Investment Limited</b> under this Article shall be exercisable only so long as the Promoters hold not less than twenty – six percent (26%) of the paid - up equity share capital of the Company for the time being.</p> <p>(c) The Chairman of the Board shall be entitled to take the Chair at every meeting of the Board. If no Chairman is appointed by <b>Sundaram Investment Limited</b> in pursuance of this Article, or if at any meeting of the Board, he shall not be present within fifteen (15) minutes of the time appointed for holding such meeting or if he shall be unable or unwilling to take the Chair, then the Managing Director, if any, shall be entitled to take the Chair and failing him, the Directors present may choose one of their number to be the Chairman of that meeting.</p>	<p>remove such Director from the office of Chairman. On a vacancy being caused in the office of the Chairman, due to any reason whatsoever, including death, resignation or removal, <b>Mr. Gopal Srinivasan</b> shall have the right, by a similar writing, to designate another Director for appointment as Chairman of the Board and the Board shall proceed to appoint the person so designated in the same manner as hereinabove provided.</p> <p>(b) The rights conferred on <b>Mr. Gopal Srinivasan</b> under this Article shall be exercisable only so long as the Promoters hold not less than twenty – six percent (26%) of the paid - up equity share capital of the Company for the time being.</p> <p>(c) The Chairman of the Board shall be entitled to take the Chair at every meeting of the Board. If no Chairman is appointed by <b>Mr. Gopal Srinivasan</b> in pursuance of this Article, or if at any meeting of the Board, he shall not be present within fifteen (15) minutes of the time appointed for holding such meeting or if he shall be unable or unwilling to take the Chair, then the Managing Director, if any, shall be entitled to take the Chair and failing him, the Directors present may choose one of their number to be the Chairman of that meeting.</p>

*Note: Sundaram Investment Limited is now known as TVS Investments Private Limited*

The Board recommends the resolution as set out at Item No. 1 of this Notice, as a Special resolution, for the approval of the shareholders.

None of the Promoters, Directors and Key Managerial Personnels (KMPs) of the Company or their relatives, other than Mr. Gopal Srinivasan, Promoter & Director and Mrs. Srilalitha Gopal, Managing Director, being relative of Mr. Gopal Srinivasan, are in any way concerned or interested, financially or otherwise, in the resolution.

### **TVS Electronics Limited**



## Item No.2

### To approve contribution to Bona Fide Charitable and other Funds

The Company has long recognised the importance of contributing to the well-being of the communities in which it operates. This commitment is embedded in the Company's values and culture, and the Company regularly undertakes initiatives that promote education, healthcare, environmental stewardship, sustainability and inclusive growth. The Company believes that long-term business success is closely aligned with the social and economic upliftment of the communities around it and therefore continues to support meaningful programmes either directly or through registered trusts and other eligible institutions.

Pursuant to the provisions of Section 181 of the Companies Act, 2013, the Board of Directors of a company is authorised to contribute to bona fide charitable and other funds up to five per cent of the average net profits of the Company during the three immediately preceding financial years. Any contribution in excess of the limits prescribed under Section 181 requires the prior approval of the Members of the Company.

In order to enable the Company to continue supporting such charitable and community-oriented initiatives even in the years where the limits under Section 181 may be inadequate, the approval of the Members is being sought by way of an Ordinary Resolution to authorise the Board of Directors, including any Committee thereof constituted or authorised by the Board from time to time, to make contributions or donations to bona fide charitable and other funds up to the limits prescribed under Section 181 of the Act or ₹25,00,000 (Rupees Twenty-Five Lakhs only), whichever is higher, in any financial year.

The Board of Directors recommends the Ordinary Resolution set out at Item No. 2 of the Notice for approval by the Members

None of the Promoters, Directors and Key Managerial Personnels (KMPs) of the Company or their relatives, are in any way concerned or interested, financially or otherwise, in the resolution.

**By Order of the Board  
For TVS Electronics Limited**

**Srilalitha Gopal  
Managing Director  
DIN: 02329790**

Date: 21.03.2026  
Place: Chennai

Registered Office:  
TVS Electronics Limited  
Harita Towers,  
2<sup>nd</sup> Floor, No.119, St. Mary's Road,  
Abhiramapuram, Chennai- 600 018

## TVS Electronics Limited

"Arihant E-Park", No.117/1, 9<sup>th</sup> Floor, L.B. Road, Adyar, Chennai – 600 020. Tel.: +91-44-42005200  
Registered Office: Harita Towers, 2<sup>nd</sup> 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