



18th October, 2011

Bombay Stock Exchange 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 - 400 051

Scrip Code – TVSELECT

Dear Sirs,

Sub: Proceedings of the Annual General Meeting held on 21st September, 2011

We hereby enclose a copy of the proceedings of the Sixteenth Annual General Meeting of our Company held on 21st September, 2011.

Kindly take the same on record.

Thanking you,

Yours truly,

For TVS Electronics Limited

A R Gowri
Company Secretary

Encl.;a/a

TVS Electronics Limited

South Phase 7A, Second Floor, Industrial Estate, Guindy, Chennai - 600 032. Tel : +91-44-4200 5200 Website : www.tvs-e.in
Regd. Off. : Jayalakshmi Estate, New No. 29 (Old No. 8), Haddows Road, Chennai - 600 006.



18th October, 2011

Bombay Stock Exchange 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 - 400 051

Scrip Code – TVSELECT

Dear Sirs,

Sub: Proceedings of the Annual General Meeting held on 21st September, 2011

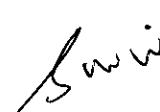
We hereby enclose a copy of the proceedings of the Sixteenth Annual General Meeting of our Company held on 21st September, 2011.

Kindly take the same on record.

Thanking you,

Yours truly,

For TVS Electronics Limited


A R Gowri
Company Secretary

Encl.:a/a

TVS Electronics Limited

PROCEEDINGS OF THE SIXTEENTH ANNUAL GENERAL MEETING
OF TVS ELECTRONICS LIMITED HELD ON WEDNESDAY,
21ST SEPTEMBER, 2011 AT 10.30 AM AT SRI THYAGA BRAHMA
GANA SABHA (VANI MAHAL), NO.103 G N CHETTY ROAD,
T NAGAR, CHENNAI - 600 017

Present:

Mr. Gopal Srinivasan, Chairman and Member
Mr. H Lakshmanan, Director and Member
Dr. Sridhar Mitta, Director and Member
Mr. R Ramaraj, Director and Member
Mr. D Sundaram, Director
Mr. Balu Doraisamy, Director

TVS Investments Limited (Holding Company)
- represented by Mr. R S Raghavan

934 Members in person

Ms. A R Gowri, Company Secretary

M/s. Sundaram & Srinivasan, Statutory Auditors - represented by
Mr. M Balasubramaniyam, Partner

Proceedings:

Mr. Gopal Srinivasan, Chairman, occupied the Chair.

1. The Chairman welcomed the Shareholders and called the meeting to order as the requisite quorum was present. The Notice convening the meeting together with the explanatory statement was taken as read, with the consent of the members present.
2. The Chairman then requested Ms. A R Gowri, Company Secretary, to read the Auditors' Report for the year ended 31st March, 2011 and the same was read by her. With the consent of the members present, the annexure to the Auditors' Report was taken as read.
3. The Chairman then delivered his address to the members, covering various aspects relating to overall industry review, performance of the Company, initiatives taken by the Company and the business outlook for the year 2011-12.


CHAIRMAN
INITIAL

4. The Chairman then took up the business items as set out in the Notice convening the meeting in seriatim.

ORDINARY BUSINESS:

1. ADOPTION OF ACCOUNTS

Mr. K Sriram (Client ID No: 10041359, DP ID No: IN300126) proposed the following resolution as an Ordinary Resolution:

"RESOLVED THAT the audited Balance Sheet as at 31st March, 2011 and the Profit and Loss Account of the Company for the year ended on that date, together with the Directors' Report and the Auditors' Report thereon as presented to the meeting be and the same are hereby approved and adopted".

Mr. R S Raghavan, representing TVS Investments Limited (Client ID No:22275792, DP ID No:IN301080) seconded the Resolution.

Before putting the resolution to vote, the Chairman invited questions/suggestions from the members. Thereafter, some members sought clarifications and raised certain queries on the accounts, future business plans, prospects and subsidiaries, which were answered by the Chairman. As requested by the Chairman, Mr. S Kannan, Chief Financial Officer, replied to queries on accounts.

Thereafter, the Resolution was put to vote and it was declared passed unanimously on show of hands.

2. RE-APPOINTMENT OF MR. S R VIJAYAKAR AS A DIRECTOR

Mr. A R Venkitaraman (Folio No: V05232) proposed the following resolution as an Ordinary Resolution:

"RESOLVED THAT Mr. S R Vijayakar who retires by rotation and being eligible for re-appointment be and is hereby re-appointed as a Director of the Company".

Mr. V Ragunathan (Client ID No: 20063852, DP ID No: IN301313) seconded the same.

A stylized, handwritten signature or set of initials, possibly "SR" or "KS", written in dark ink. It is positioned above the text "CHAIRMAN'S INITIAL".
CHAIRMAN'S
INITIAL

The Resolution was put to vote and it was declared passed unanimously on show of hands.

3. RE-APPOINTMENT OF DR. SRIDHAR MITTA AS A DIRECTOR

Mr. K Sriram (Client ID No: 10041359, DP ID No: IN300126) proposed the following resolution as an Ordinary Resolution:

"RESOLVED THAT Dr. Sridhar Mitta who retires by rotation and being eligible for re-appointment be and is hereby re-appointed as a Director of the Company".

Mr. Krishna Venkatarao Puvvala (Folio No: K00268) seconded the Resolution.

The Resolution was put to vote and it was declared passed unanimously on show of hands.

4. APPOINTMENT OF AUDITORS

Mr. R Srinivasan (Client ID No: 10026184, DP ID No: IN301696) proposed the following resolution as an Ordinary Resolution:

"RESOLVED THAT the retiring Auditors, M/s. Sundaram & Srinivasan, Chartered Accountants, Chennai, (Firm Registration No.004207S) be and are hereby re-appointed as Auditors of the Company to hold office from the conclusion of this Annual General Meeting till the conclusion of the next Annual General Meeting of the Company on such remuneration as may be fixed in this behalf by the Board of Directors of the Company".

Mr. A R Venkitaraman (Folio No: V05232) seconded the Resolution.

The Resolution was put to vote and it was declared passed unanimously on show of hands.

SPECIAL BUSINESS:

5. APPOINTMENT OF MR. BALU DORAISAMY AS A DIRECTOR

Mr. R Krishnamoorthy (Client ID No: 11048527, DP ID No: IN300095) proposed the following resolution as an Ordinary Resolution:


CHAIRMAN
INITIAL



"RESOLVED THAT Mr. Balu Doraisamy be and is hereby appointed a Director of the Company liable to retire by rotation".

Mr. V Ragunathan (Client Id No: 20063852, DP ID No: IN301313) seconded the Resolution.

The Resolution was put to vote and it was declared passed unanimously on show of hands.

6. OFFER NOT EXCEEDING 3,50,000 WARRANTS WITH OPTION TO EXERCISE THE RIGHT TO BE ALLOTTED EQUAL NUMBER OF EQUITY SHARES OF RS.10/- EACH ON PREFERENTIAL BASIS TO TRANZMUTE BUSINESS ADVISORY LLP, MUMBAI

At this juncture, details relating to the Special Resolution for issue of Warrants were explained to the Members. The Members were also informed about the Certificate of the Statutory Auditors obtained in connection with the issue of Warrants on preferential basis.

Mr. R Krishnamoorthy (Client ID No: 11048527, DP ID No: IN300095) proposed the following resolution as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Section 81 (1A) and other applicable provisions, if any, of the Companies Act, 1956 and in accordance with the provisions of the Memorandum and Articles of Association of the Company, the Listing Agreements entered into by the Company with the Stock Exchanges where the shares of the Company are listed and applicable Regulations issued by the Securities and Exchange Board of India (SEBI) (including any statutory modification(s) or re-enactment thereof) and subject to necessary approvals, consents, permissions and / or sanctions (hereinafter collectively called 'Requisite Approvals') as may be necessary, of the Government of India, SEBI, Reserve Bank of India, Banks, financial institutions or other Bodies or any other appropriate authorities, (hereinafter collectively called as "Appropriate Authorities") and subject to such conditions/modifications as may be prescribed by any of the Appropriate Authorities while granting such Requisite Approvals which may be agreed to by the Board of Directors (including a Committee of Directors that may be entrusted with the responsibility) of the Company (hereinafter referred to as the "Board") at its sole discretion, consent and approval of the Company be and is hereby accorded to the Board to offer, issue and allot not exceeding 3,50,000 (Three Lakh Fifty Thousand only) Warrants with option to exercise the right to be allotted equal number of Equity Shares of Rs.10/-

CHAIRMAN'S
INITIAL

each of the Company on preferential basis to Tranzmute Business Advisory LLP, Mumbai (Allottee) on such terms and conditions as may be deemed fit by the Board and at such price as determined in accordance with Chapter VII of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009 ("Price").

RESOLVED FURTHER THAT the Relevant Date for the purpose of calculating the Price under Chapter VII of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009 shall be thirty days prior to the date of the Annual General Meeting i.e., 22nd August, 2011.

RESOLVED FURTHER THAT as prescribed by the applicable Regulations of SEBI, the Allottee be called upon to pay to the Company not less than twenty five percent of the Price on the date of allotment of Warrants and the balance at the time of allotment of Equity Shares on exercise of the option attached to the Warrants.

RESOLVED FURTHER THAT in case the Allottee does not exercise the option, the option shall lapse and the consideration paid in respect of such warrants shall be forfeited.

RESOLVED FURTHER THAT the Board be and is hereby authorised to accept and make, in the interest of the Company, any alteration, modification to the terms and conditions concerning any aspect of the issue including the decrease in the aggregate value of the preferential issue and / or any other matter as may be considered necessary or expedient and / or as may be specified in the Requisite Approvals and to take all such actions as may be necessary to effect such modifications and alterations, to do all such acts, deeds, matters and things as it may deem necessary for such purpose, with power on behalf of the Company to settle any questions, difficulties or doubts that may arise in regard to the offer, issue and allotment of the said Warrants/Equity Shares to the Allottee in its absolute discretion as it may deem fit.

RESOLVED FURTHER THAT the said Equity Shares resulting from the exercise of the option by the Allottee be listed in all the Stock Exchanges where the Company's existing shares are then listed and shall rank pari passu in all respects, inter se with the then existing Equity Shares of the Company.

RESOLVED FURTHER THAT the Equity Shares so allotted to the Allottee shall be subject to lock-in for such period as prescribed under the applicable SEBI Regulations.

A handwritten signature in black ink, appearing to be "J. K. Chavan", is written over the printed text "CHAIRMAN INITIAL".

CHAIRMAN
INITIAL



RESOLVED FURTHER THAT the Board be and is hereby authorised to do all such acts, deeds, matters and things and execute such documents, agreements or writings as may be deemed necessary or expedient to give effect to the foregoing".

Mr. Krishna Venkatarao Puvvala (Folio No: K00268) seconded the Resolution.

The Resolution was put to vote and it was declared passed unanimously on show of hands.

7. OFFER NOT EXCEEDING 12,35,000 EQUITY STOCK OPTIONS CONVERTIBLE INTO EQUAL NUMBER OF EQUITY SHARES OF RS.10/- EACH CONSTITUTING ABOUT 7% OF THE PAID-UP CAPITAL OF THE COMPANY AS ON 31ST MARCH, 2011 TO EMPLOYEES AND DIRECTORS OF THE COMPANY UNDER THE ESOP SCHEME 2011

At this juncture, details regarding the Special Resolutions relating to the Employees Stock Option Scheme were explained to the Members.

Mr. K Sriram (Client ID No: 10041359, DP ID No: IN300126) proposed the following resolution as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Section 81 (1A) and other applicable provisions if any, of the Companies Act, 1956, the Memorandum and Articles of Association of the Company, the Listing Agreements entered into by the Company with the Stock Exchanges, the Securities and Exchange Board of India (Employees Stock Option Scheme and Employees Stock Purchase Scheme) Guidelines, 1999, ("Guidelines") as amended from time to time and subject to all requisite approvals, consents, permissions and sanctions of appropriate authorities and institutions as may be required under any statutory provisions, guidelines, rules, regulations, notifications or otherwise including but not limited to the Stock Exchanges/Reserve Bank of India/Government of India ("Approvals") and further subject to such terms and modifications as may be prescribed or imposed while granting such Approvals and which may be agreed to by the Board of Directors of the Company (hereinafter referred to as "the Board" which expression shall be deemed to include the Compensation Committee of Directors or any other Committee for the time being authorized by the Board of Directors to exercise the powers conferred on the Board of Directors by this resolution), consent and approval of the Shareholders of the Company be and is hereby accorded to the Board to offer, issue and allot in one or more tranches to such permanent employees of the


CHAIRMAN'S
INITIAL

Company, whether working in India or out of India and Directors of the Company whether Whole-time Directors or otherwise (hereinafter referred to collectively as the "Employees") under the "Employees Stock Option Scheme 2011" (hereinafter referred to as "ESOP Scheme 2011"), not exceeding 12,35,000 (Twelve Lakh Thirty Five Thousand only) Equity Stock options convertible into equal number of Equity Shares of the face value of Rs.10/- each (options) constituting about 7% of the paid-up Equity Share capital of the Company as on 31st March, 2011 either directly or through a "Employees Welfare Trust" (hereinafter referred to as "Trust"), on such terms and conditions as may be determined by the Board in accordance with the Guidelines or any other applicable provisions as may be prevailing at that time.

RESOLVED FURTHER THAT in terms of Clause 49(I)(B) of the Listing Agreement with the Stock Exchanges, stock options to be granted to Non-Executive Directors (including Independent Directors and Nominee Directors) pursuant to ESOP Scheme 2011 shall not exceed 3,53,400 (Three Lakh Fifty Three Thousand Four Hundred only) options in anyone financial year and 5,00,000 (Five Lakh only) options in aggregate.

RESOLVED FURTHER THAT the Board be and is hereby authorized to formulate, evolve, decide upon and bring into effect ESOP Scheme 2011 on such terms and conditions as contained in the relevant Explanatory Statement to this Notice and to make any modification(s), change(s), variation(s), alteration(s) or revision(s) in the terms and conditions of the Scheme from time to time including but not limited to amendments with respect to vesting period, exercise price, eligibility criteria, vesting schedule or to suspend, withdraw or revive ESOP Scheme 2011.

RESOLVED FURTHER THAT the new Equity Shares to be issued and allotted pursuant to ESOP Scheme 2011 shall rank pari-passu with all the then existing Equity Shares of the Company for all purposes.

RESOLVED FURTHER THAT in case the Equity Shares of the Company are either sub-divided or consolidated, then the number of shares to be allotted and the price of acquisition of the shares by the aforesaid allottees under the ESOP Scheme 2011 shall automatically stand augmented or reduced, as the case may be, in the same proportion as the present face value of Rs.10/- per Equity Share bears to the revised face value of the Equity Shares of the Company after such sub-division or consolidation, without affecting any other rights or obligations of the said allottees.

A handwritten signature in dark ink, appearing to be a stylized 'J' or 'K' followed by a horizontal line.
CHAIRMAN
INITIAL



RESOLVED FURTHER THAT ESOP Scheme 2011 may be operated by the Trustees of the ESOP Trust to be established by the Company, on such terms as the Board may while establishing the Trust deem appropriate.

RESOLVED FURTHER THAT the Board be and is hereby authorised to take necessary steps for listing of the Equity Shares allotted under ESOP Scheme 2011 in the Stock Exchanges where the Equity Shares of the Company are listed as per provisions of the Listing Agreement with the concerned Stock Exchanges and other applicable guidelines, rules and regulations.

RESOLVED FURTHER THAT for the purpose of giving effect to the aforesaid, the Board be and is hereby authorised to evolve, decide upon and bring into effect ESOP Scheme 2011 and make any modifications, changes, variations, alterations or revisions thereto from time to time or to suspend, withdraw or revise the Scheme from time to time as may be directed/specified by any statutory authority and to do all such acts, deeds, matters and things as it may in its absolute discretion deem fit or necessary or desirable for such purpose and with power on behalf of the Company to settle any questions, difficulties, or doubts that may arise in this regard without requiring the Board to secure any further consent or approval of the Members".

Mr. V Ragunathan (Client Id No: 20063852, DP ID No: IN301313) seconded the Resolution.

The Resolution was put to vote and it was declared passed unanimously on show of hands.

8. OFFER NOT EXCEEDING 5,30,000 EQUITY STOCK OPTIONS CONVERTIBLE INTO EQUAL NUMBER OF EQUITY SHARES OF RS.10/- EACH CONSTITUTING ABOUT 3% OF THE PAID-UP CAPITAL OF THE COMPANY AS ON 31ST MARCH, 2011 TO DIRECTORS OF TVS INVESTMENTS LIMITED, THE HOLDING COMPANY UNDER THE ESOP SCHEME 2011

Mr. R Krishnamoorthy (Client ID No: 11048527, DP ID No: IN300095) proposed the following resolution as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Section 81 (1A) and other applicable provisions if any, of the Companies Act, 1956, the

CHAIRMAN'S
INITIAL

Memorandum and Articles of Association of the Company, the Listing Agreements entered into by the Company with the Stock Exchanges, the Securities and Exchange Board of India (Employees Stock Option Scheme and Employees Stock Purchase Scheme) Guidelines, 1999, ("Guidelines") as amended from time to time and subject to all requisite approvals, consents, permissions and sanctions of appropriate authorities and institutions as may be required under any statutory provisions, guidelines, rules, regulations, notifications or otherwise including but not limited to the Stock Exchanges/Reserve Bank of India/Government of India ("Approvals") and further subject to such terms and modifications as may be prescribed or imposed while granting such Approvals and which may be agreed to by the Board of Directors of the Company (hereinafter referred to as "the Board" which expression shall be deemed to include the Compensation Committee of Directors or any other Committee for the time being authorized by the Board of Directors to exercise the powers conferred on the Board of Directors by this resolution), consent and approval of the Shareholders of the Company be and is hereby accorded to the Board to extend the benefits of the said ESOP Scheme 2011 referred to in the resolution under item No.7 above in this Notice to such Directors whether Whole-time Directors or otherwise of TVS Investments Limited, the Holding Company (hereinafter referred to collectively as the "Employees") not exceeding 5,30,000 (Five Lakh Thirty Thousand only) Equity Stock options convertible into equal number of Equity Shares of the face value of Rs.10/- each (options) constituting about 3% of the paid-up Equity Share capital of the Company as on 31st March, 2011 either directly or through a "Employees Welfare Trust" (hereinafter referred to as "Trust"), on such terms and conditions as may be determined by the Board in accordance with the Guidelines or any other applicable provisions as may be prevailing at that time.

RESOLVED FURTHER THAT stock options to be granted to Non-Executive Directors of TVS Investments Limited, the Holding Company (including Independent Directors and Nominee Directors) pursuant to ESOP Scheme 2011 shall not exceed 5,30,000 (Five Lakh Thirty Thousand only) options in anyone financial year and 5,30,000 (Five Lakh Thirty Thousand only) options in aggregate.

RESOLVED FURTHER THAT for the purpose of giving effect to the aforesaid, the Board be and is hereby authorised to do all such acts, deeds, matters and things as it may in its absolute discretion deem fit or necessary or desirable for such purpose and with power on behalf of the Company to settle any questions, difficulties, or doubts that may arise in

A handwritten signature in black ink, appearing to be a stylized 'J' or 'K' followed by a vertical line, is written over the printed text "CHAIRMAN INITIAL".

CHAIRMAN
INITIAL



this regard without requiring the Board to secure any further consent or approval of the Members".

Mr. R Srinivasan (Client ID No: 10026184, DP ID No: IN301696) seconded the Resolution.

The Resolution was put to vote and it was declared passed unanimously on show of hands.

9. OFFER OF STOCK OPTIONS EQUAL TO OR EXCEEDING 1% OF THE ISSUED CAPITAL OF THE COMPANY IN ANY YEAR TO EMPLOYEES AND DIRECTORS OF THE COMPANY AND TO DIRECTORS OF TVS INVESTMENTS LIMITED UNDER THE ESOP SCHEME 2011

Mr. K Sriram (Client ID No: 10041359, DP ID No: IN300126) proposed the following resolution as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Section 81 (1A) and other applicable provisions if any, of the Companies Act, 1956, the Memorandum and Articles of Association of the Company, the Listing Agreements entered into by the Company with the Stock Exchanges, the Securities and Exchange Board of India (Employees Stock Option Scheme and Employees Stock Purchase Scheme) Guidelines, 1999, ("Guidelines") as amended from time to time and subject to all requisite approvals, consents, permissions and sanctions of appropriate authorities and institutions as may be required under any statutory provisions, guidelines, rules, regulations, notifications or otherwise including but not limited to the Stock Exchanges/ Reserve Bank of India/Government of India ("Approvals") and further subject to such terms and modifications as may be prescribed or imposed while granting such Approvals and which may be agreed to by the Board of Directors of the Company (hereinafter referred to as "the Board" which expression shall be deemed to include the Compensation Committee of Directors or any other Committee for the time being authorized by the Board of Directors to exercise the powers conferred on the Board of Directors by this resolution), consent and approval of the Shareholders of the Company be and is hereby accorded to the Board to offer, issue and allot in one or more tranches such number of stock options which may be equal to or exceeding 1 % of the issued capital (excluding outstanding warrants and conversions) of the Company at the time of grant of options during anyone year, to permanent employees whether working in India or out of India and Directors whether Whole-time Directors or otherwise of the Company or Directors of TVS Investments Limited, the Holding

CHAIRMAN'S
INITIAL

Company, under the "Employees Stock Option Scheme 2011" (ESOP Scheme 2011), on such terms and conditions as may be determined by the Board in accordance with the Guidelines or any other applicable provisions as may be prevailing at that time".

Mr. V Ragunathan (Client Id No: 20063852, DP ID No: IN301313) seconded the Resolution.

The Resolution was put to vote and it was declared passed unanimously on show of hands.

The Chairman thanked the members for their active participation and declared the meeting as closed as all the business had been transacted.

21st SEPTEMBER, 2011


CHAIRMAN

**CHAIRMAN
INITIAL**