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Corporate Information

Board of Directors

Gopal Srinivasan, Chairman
 Srilalitha Gopal, Managing Director
 (from 11th May, 2018)
 D Sundaram
 Kenneth Tai (upto 9th November, 2017)
 Praveen Chakravarty
 Nagendra Palte
 M Lakshminarayan
 M F Farooqui
 Narayan K Seshadri
 R S Raghavan

Committees of the Board

Audit Committee

Praveen Chakravarty, Chairman
 D Sundaram
 Nagendra Palte
 M Lakshminarayan
 M F Farooqui

Stakeholders' Relationship Committee

D Sundaram, Chairman
 Srilalitha Gopal

Nomination and Remuneration Committee

M F Farooqui, Chairman
 Srilalitha Gopal
 Praveen Chakravarty
 M Lakshminarayan
 Narayan K Seshadri

Corporate Social Responsibility Committee

Mr. M Lakshminarayan, Chairman
 Mr. D Sundaram
 Mr. R S Raghavan

Business and Technology Committee

M Lakshminarayan, Chairman
 Nagendra Palte
 Narayan K Seshadri

Chief Executive Officer

Prakash Katama

Vice President - Finance & Chief Financial Officer

Karthi Chandramouli

Company Secretary & Compliance Officer

S Nagalakshmi

Statutory Auditors

Deloitte Haskins & Sells,
 Chartered Accountants
 ASV N Ramana Tower, 52,
 Venkatnarayana Road
 T Nagar, Chennai - 600 017.

Secretarial Auditors

S. Krishnamurthy & Co.,
 Practising Company Secretaries,
 "Shrestham",
 Old No.17, New No.16,
 Pattammal Street,
 Mandaveli, Chennai - 600 028

Cost Auditor

P Raju Iyer, Cost Accountant,
 17 (Old No.8), "Shree Ram Villa",
 Hasthinapuram Main Road,
 Nehru Nagar, Chromepet,
 Chennai - 600 044.

Bankers

State Bank of India
 Canara Bank
 IDFC Bank

Website

www.tvs-e.in

Investor E-mail ID

investorservices@tvs-e.in

Corporate Identity Number

L30007TN1995PLC032941

Registered Office

"Jayalakshmi Estates"
 29, Haddows Road
 Chennai - 600 006
 Tel: 91-44-28277155
 Email ID: contactus@tvs-e.in

Administrative Office

Arihant E Park, No 117/1
 8th & 9th Floor, L B Road
 Adyar, Chennai - 600 020
 Tel:91-44-4200 5200
 Fax No: 91-44-2225 7577

Plant / Repair Factory

Uttarkhand

No. E12, Selaqui Industrial Estate,
 Selaqui, Dehradun,
 Uttarkhand

Chennai

Valluvarkottam
 Tower-1, Bascon Maeru Towers
 Kodambakkam High Road,
 Chennai - 600 034

Tumkur

Panditanahalli,
 Hirehalli Post,
 Tumkur District,
 Karnataka

Share Transfer Agents

Sundaram - Clayton Limited,
 "Jayalakshmi Estates" I Floor
 29, Haddows Road
 Chennai - 600 006
 Tel: 91-44-28272233 / 28307700
 Fax No. 91-44-2825 7121
 E-mail: investorservices@tvs-e.in
kr.raman@scl.co.in

Shares Listed with

BSE Limited

 National Stock Exchange of India
 Limited

Subsidiary Company

Benani Foods Private Ltd.
 (from 29th March, 2018)

Financial Highlights	3
Notice to the Members	5
Board's Report to the Members	17
Report on Corporate Governance	51
Auditors' Report to the Members	67
Balance Sheet	74
Statement of Profit & Loss	75
Statement of Changes in Equity	76
Cash Flow Statement	77
Notes on Accounts	78
Consolidated Financial Statement and Auditors' Report	119

Financial Highlights - Standalone - Ten Years at a glance

Particulars	PREVIOUS GAAP										IND AS	
	2008-2009	2009-2010	2010-2011	2011-2012	2012-2013	2013-14	2014-15	2015-16	2016-17	2017-2018		
FINANCIAL HIGHLIGHTS												
Revenue from operations	19,067	19,040	18,162	21,661	23,525	24,742	27,006	59,349	252,316	417,798		
Other Income	473	407	199	375	250	220	97	154	307	220		
Total Income	19,540	19,447	18,361	22,036	23,775	24,962	27,103	59,503	252,623	418,018		
Earnings before interest Depreciation and Tax (EBITDA)	439	666	1,083	1,303	1,080	1,375	1,706	1,977	1,747	3,033		
Depreciation	476	449	396	504	619	566	697	860	593	446		
Profit before Interest and Tax (EBIT)	(37)	217	686	799	461	809	1,009	1,117	1,154	2,587		
Finance costs	522	721	623	659	965	743	692	573	281	142		
PBT	(559)	(504)	64	141	(504)	66	317	544	873	2,445		
Tax Expense	211	(161)	(90)	1	297	26	88	113	240	821		
PAT	(770)	(343)	154	140	(801)	40	229	431	633	1,624		
Share Capital	1,767	1,767	1,767	1,787	1,787	1,802	1,855	1,861	1,861	1,861		
Reserves & Surplus	2,523	2,176	2,324	2,464	1,664	1,749	1,969	2,486	4,925	6,496		
Networth	4,290	3,943	4,091	4,251	3,451	3,551	3,771	4,341	6,786	8,358		
Loan Funds	5,738	6,133	4,498	6,608	6,518	5,796	5,330	3,466	2,137	329		
Capital Employed (including borrowings)	10,028	10,076	8,589	10,859	9,969	9,347	9,101	7,807	8,923	8,687		
Deferred Tax Liability / (Asset)	202	184	81	48	345	385	376	373	(434)	(171)		
Total	10,230	10,260	8,670	10,907	10,314	9,732	9,477	8,180	8,489	8,516		
Net Fixed Assets	2,422	2,135	1,685	4,929	4,651	4,489	4,073	3,843	3,215	2,798		
Investments	1,501	1,501	2,551	811	214	134	134	41	742	523		
Current Assets	10,828	9,827	7,526	9,445	9,261	8,735	10,025	11,844	33,951	99,609		
Current Liability & Provision	4,521	3,203	3,091	4,278	3,812	3,626	4,755	7,548	29,419	94,414		
Net Current Assets	6,307	6,624	4,434	5,167	5,449	5,109	5,270	4,296	4,532	5,195		
Total	10,230	10,260	8,670	10,907	10,314	9,732	9,477	8,180	8,489	8,516		
EPS (₹)	(4.4)	(2.0)	0.9	0.8	(4.5)	0.2	1.3	2.2	3.4	8.7		
Dividend (%)	-	-	-	-	-	-	-	-	5%	15% *		
Book Value per Share (₹)	24	22	23	24	19	20	21	23	36	45		
Return on Capital Employed (ROCE %)	(0.4)%	2.2%	8.0%	7.4%	4.6%	8.7%	11.1%	14.3%	12.9%	29.8%		
Return on networth (RONW %)	(18)%	(8.7)%	3.8%	3.3%	-23.2%	1.13%	6.07%	9.93%	9.33%	19.43%		
Fixed Asset Turnover Ratio	7.9	8.4	9.5	6.6	4.9	5.4	6.3	15.0	71.5	139.0		
Working Capital Turnover Ratio	2.9	2.9	3.3	4.5	4.4	4.7	5.2	12.4	57.2	85.9		
Debt Equity Ratio	1.3	1.6	1.1	1.6	1.9	1.6	1.4	0.8	0.3	0.0		
EBITDA as % of Sales	2.3%	3.5%	6.0%	6.0%	4.6%	5.6%	6.3%	3.3%	0.7%	0.7%		
EBIT as % of Sales	(0.2)%	1.1%	3.8%	3.7%	2.0%	3.3%	3.7%	1.9%	0.5%	0.6%		
Net profit as % of Total Income	(3.9)%	(1.8)%	0.8%	0.6%	-3.4%	0.2%	0.8%	0.7%	0.3%	0.4%		

The Board of Directors have recommended a dividend of ₹ 1.50 per Equity Share of face value of Rs.10/- each for the financial year ended 31st March, 2018.
The dividend will be paid/despached to the shareholders within 30 days from the date of declaration by the members at the ensuing Annual General Meeting.

Financial Highlights - Standalone - Ten Years at a glance - Segment Wise

Particulars		PREVIOUS GAAP										IND AS	
		2008-2009	2009-2010	2010-2011	2011-2012	2012-2013	2013-14	2014-15	2015-16	2016-17	2017-2018		
1 Segment Revenue													
a) IT Products & Technical Services		19,540	19,447	18,361	22,036	23,775	24,962	27,103	29,557	30,225	29,267		
b) Distribution Services		-	-	-	-	-	-	-	29,946	222,091	388,531		
Net Sales / Income from operations		19,540	19,447	18,361	22,036	23,775	24,962	27,103	59,503	252,316	417,798		
2 Segment Results (Profit before tax and interest from each segment)													
a) IT Products & Technical Services		(37)	217	686	799	461	872	985	810	(116)	737		
b) Distribution Services									94	963	1,261		
Total		(37)	217	686	799	461	872	985	904	847	1,998		
Less: i) Finance cost		522	721	623	659	965	743	692	573	281	142		
Add: Other Income										307	220		
Profit before tax from ordinary activities before tax and exceptional items		(559)	(504)	64	141	(504)	129	293	331	873	2,076		
Add: Exceptional items							(63)	-	189	-	369		
Profit from ordinary activities before tax and after exceptional items		(559)	(504)	64	141	(504)	66	293	520	873	2,445		
Add: Extraordinary items							-	24	23	-	-		
Profit before tax after extraordinary items		(559)	(504)	64	141	(504)	66	317	543	873	2,445		
3 Capital Employed													
(Segment Assets - Segment Liabilities)													
a) IT Products & Technical Services		10,028	10,076	8,589	10,859	9,969	9,347	9,101	9,235	7,825	6,345		
b) Distribution Services									(1,228)	(2,108)	(2,836)		
c) Unallocated									(200)	1,069	4,848		
Total		10,028	10,076	8,589	10,859	9,969	9,347	9,101	7,807	6,786	8,357		
RATIOS													
4 EBIT as % of Sales													
a) IT Products & Technical Services		-0.2%	1.1%	3.7%	3.6%	1.9%	3.5%	3.6%	2.7%	-0.4%	2.5%		
b) Distribution Services									0.3%	0.4%	0.3%		
Total EBIT as % of Sales		-0.2%	1.1%	3.7%	3.6%	1.9%	3.5%	3.6%	1.5%	0.3%	0.5%		

ROCE is Profit before Interest and Tax divided by Capital Employed ; RONW is Profit after Tax divided by Networth.

Movements in Reserves and Surplus represents changes in PAT net of dividend and dividend tax, movement in cost of ESOP and Investment Allowance.

Fixed Assets Turnover Ratio is Sales divided by Average Net Fixed Assets as at the end of the year; Working Capital Turnover Ratio is Sales divided by Average Net Current Assets as at the end of the year.

EBITDA for 2007-08 includes Extraordinary income of ₹ 1,560 lakhs arising out of sale of business and sale of property.

The financial results for the year 2011-12 include the effects of "Customer Support Service" business acquired from TVS-E Servicetec Limited, Chennai effective from 1st October, 2011. PBT is after exceptional item of expenditure for the FY 2013-14 - ₹ 63.45 Lakhs (Previous Year - NIL)

EBITDA for 2014-15 includes Extraordinary income of ₹ 24 lakhs arising out of sale of land.

EBITDA for 2015-16 includes Extraordinary income of ₹ 24 lakhs arising out of sale of land and other assets at Oragadam.

EBITDA for 2017-18 includes Exceptional item of ₹ 369 lakhs arising out of sale of land and other assets at Oragadam.

The financial statements for 2017-18 have been prepared in accordance with Ind AS notified under the Companies (Indian Accounting Standards) Rules, 2015.

Up to the year ended March 31, 2017, the company prepared its financial statements in accordance with the requirements of previous GAAP

The date of transition to Ind AS is April 1, 2016 and hence the previous year financials have been restated as per Ind AS to make it comparable

The financial results have been regrouped/reclassified wherever necessary as per the requirements

Notice to the Members

NOTICE is hereby given that the Twenty Third Annual General Meeting of the Company will be held at Sri Thyaga Brahma Gana Sabha (Vani Mahal), No.103, G N Chetty Road, T. Nagar, Chennai - 600 017 on Thursday, 9th August, 2018 at 10.00 a.m. to transact the following business.

ORDINARY BUSINESS

1. To consider and pass the following resolution as an Ordinary Resolution:

"RESOLVED THAT the following Audited Financial Statements and reports of the Company, for the financial year ended 31st March, 2018, as circulated to the shareholders be and are hereby adopted:

- Standalone and Consolidated Financial Statements;
- Reports of the Auditors on the Standalone and Consolidated Financial Statements; and
- Report of the Board of Directors on the Standalone Financial Statement".

2. To consider and pass the following resolution as an Ordinary Resolution:

"RESOLVED THAT dividend of ₹ 1.50 (Rupee One and Paise Fifty only) per Equity Share, as recommended by the Board of Directors of the Company, be and is hereby declared on 1,86,12,818 Equity Shares of face value of ₹ 10/- each for the year ended 31st March 2018 and the same be paid to members whose names appear in the Register of Members of the Company and as per the record of the depositories as on 2nd August 2018."

3. To consider and pass the following resolution as an Ordinary Resolution:

"RESOLVED THAT Mr. Narayan K Seshadri (DIN: 00053563) Non-Executive Non-Independent Director, who retires by rotation and being eligible for re-appointment, be and is hereby re-appointed as a Director of the Company".

SPECIAL BUSINESS

4. To consider and pass the following resolution as an Ordinary Resolution:

"RESOLVED THAT the remuneration of ₹ 1.50 Lakhs plus applicable taxes and out of pocket expenses at actuals, payable to Mr. P. Raju Iyer, Cost Accountant (Membership No.6987) who was appointed by the Board of Directors of the Company to conduct cost audit for the financial year 2018-19 in terms of Section 148 of the Companies Act, 2013

read with the Companies (Audit and Auditors) Rules 2014, be and is hereby ratified".

5. To consider and pass the following resolution as a Special Resolution:

"RESOLVED THAT in terms of Section 196, 197, 203, Schedule V and other applicable provisions, if any, of Companies Act, 2013 and the rules made thereunder, (the Act 2013), the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, approval of the Company be and is hereby accorded for the appointment of Mrs. Srilalitha Gopal (DIN 02329790) as a whole-time key managerial personnel in the position of Managing Director for a period of 5 (five) years from 11th May 2018 to 10th May 2023, on the terms and conditions including the remuneration as set out below, based on the recommendation of the Nomination and Remuneration Committee.

Particulars of Remuneration	Annual Remuneration (₹ in Lakhs)
1. Basic Salary (@ ₹ 5 Lakhs pm)	60.00
2. Allowances and perquisites	40.00
3. Total	100.00
4. Variable pay	50.00
Total (3 + 4)	150.00

1. The Allowances and Perquisites include Company's contribution to Provident Fund or National Pension Scheme or any other pension Scheme as may be in force from time to time, Gratuity, Leave Travel Allowance and encashment of earned leave as per the rules of the Company.

2. She will also be eligible for:

- Company maintained car with driver for official purposes which shall be borne by the Company. Use of Company car for private purposes shall be dealt with the Company as per the applicable provisions under the Income Tax Rules, 1962.
- Company owned IT and communication equipments including maintenance and subscription thereof, shall be borne by the Company.

Notice to the Members (Contd.)

RESOLVED FURTHER THAT the perquisites to be extended to her as part of the remuneration package be evaluated at actual cost to the Company and where it is not possible to ascertain actual cost, such perquisites shall be evaluated as per Income-tax Rules, 1962 in force or as amended from time to time.

RESOLVED FURTHER THAT Mrs. Srilalitha Gopal will not be entitled to any sitting fees for attending the meetings of the Board or Committees thereof, unless otherwise decided by the Board of Directors of the Company.

RESOLVED FURTHER THAT the approval of the Company be and is hereby accorded to enable the Board of Directors, based on specific recommendation(s) of the Nomination and Remuneration Committee, to enhance, enlarge, widen, alter or vary the scope, quantum and components of her remuneration specified hereinabove, in light of and in conformity with the relevant provisions of the Companies Act 2013 / Income Tax Act 1961 and/or the rules and regulations made there under and/or such guidelines, as may be announced by the Central Government or regulatory authority, from time to time.

RESOLVED FURTHER THAT in the event of Mrs. Srilalitha Gopal drawing remuneration as a managerial personnel in any other Company, the aggregate of the remuneration drawn from both the companies shall not exceed the higher maximum limit admissible from any one of such companies.

RESOLVED FURTHER THAT the remuneration payable to Mrs. Srilalitha Gopal shall not result in

the total managerial remuneration paid by the company for any financial year during her tenure exceeding the maximum permissible limit of net profits as laid down under Section 197 of the Companies Act, 2013.

RESOLVED FURTHER THAT the remuneration payable to Mrs. Srilalitha Gopal, in the event of loss or inadequacy of profits in any financial year during her tenure, shall be the same as set out above, subject to the maximum applicable limit under Part II Section II Para A of Schedule V of Companies Act 2013, read with provisos thereunder, based on the effective capital of the Company.

RESOLVED FURTHER THAT any one of the Directors of the Company be and is hereby authorized to enter into an agreement on behalf of the Company with Mrs. Srilalitha Gopal.

RESOLVED FURTHER THAT all the Directors and the Secretary of the Company be and are hereby severally authorized to obtain necessary consents, permissions or approvals as may be required for the remuneration payable to her on such appointment or at any point of time during her tenure, and to do all such acts and deeds, as may be necessary in order to give effect to the aforesaid resolutions."

By Order of the Board

Chennai
11th May, 2018

S. Nagalakshmi
Company Secretary

Registered Office:
"Jayalakshmi Estates"
29, Haddows Road, Chennai - 600 006

Notice to the Members (Contd.)

NOTES

1. **A Member entitled to attend and vote at the meeting is entitled to appoint one or more Proxies to attend and vote instead of himself and the Proxy or Proxies so appointed need not be a Member or Members as the case may be of the Company.**
2. A person shall not act as a Proxy for more than 50 members and holding in the aggregate not more than ten percent of the total voting share capital of the Company.
3. A member holding more than ten percent of the total share capital of the Company may appoint a single person as Proxy provided that such person shall not act as a Proxy for any other member.
4. The instrument appointing the Proxy and the Power of Attorney or other authority, if any, under which it is signed or a certified copy of that Power of Attorney duly notarised or other authority shall be deposited at the Registered Office of the Company not later than 48 hours before the time fixed for holding the meeting. Proxies/ authorisations submitted on behalf of the companies, LLPs, societies etc., must be supported by an appropriate resolution/authority, as applicable.
5. 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.
6. The Company does not have any unclaimed dividend amount which has fallen due for transfer to Investor Education and Protection Fund (IEPF).
7. The Members may note that on account of the amendment made to the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, on 8th June, 2018, **the Company will not be in a position to entertain the request for registration of physical transfer of shares on or after 5th December, 2018. 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.**
8. Electronic copy of the Annual Report is being sent to all the members whose email IDs are registered with the Company / Depository Participants. Hard copies of the Annual Report will be sent on request. For members who have not registered their email IDs with the Company / Depository Participants, hard copy of the Annual Report is being sent.
9. Members holding shares in physical form are requested to notify immediately any change in their address/E-mail address to the Company/its Share Transfer Agents.
10. 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, will be 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.
11. As a measure of economy, copies of the Annual Report will not be distributed at the Annual General Meeting. Members are requested to bring their copies of the Annual Report to the meeting.
12. Members who have received the Annual Report in electronic mode and who intend to attend the meeting in person or through proxy are requested to bring a printed copy of the attendance slip to the meeting hall.
13. Members / Proxies attending the meeting should submit the duly signed attendance slip at the entrance of the Hall to attend the meeting.
14. Corporate members intending to send their authorised representatives to attend the Meeting are

Notice to the Members (Contd.)

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.

15. Members of the Company had approved the appointment of M/s. Deloitte Haskins & Sells, Chartered Accountants, as the Statutory Auditors at the Twenty Second AGM of the Company for a period of five years. In accordance with the Companies (Amendment) Act, 2017, effective 7th May, 2018 by Ministry of Corporate Affairs, the appointment of Statutory Auditors is not required to be ratified at every AGM.
16. The Notice of the Annual General Meeting and the Annual Report will be available on the Company's website www.tvse.in. All relevant documents referred to in the accompanying Notice will be open for inspection at the Registered Office of the Company **between 2.00 pm and 4.00 pm** on all working days till 8th August, 2018.
17. 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 Share Transfer Agents by the members holding shares in physical form. 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.
18. The Securities and Exchange Board of India (SEBI) vide its circular dated 20th April, 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 Share Transfer Agents 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 the 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.

19. 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 23rd 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., Thursday, 2nd August, 2018.
- (c) The Company has appointed Mr. K. Sriram partner of M/s. S. Krishnamurthy & Co., Practising Company Secretaries, Chennai as scrutinizer for conducting the remote e-voting and also the physical ballot process in the Annual General Meeting in a fair and transparent manner.
- (d) **The instructions for remote e-voting are as under:**

Members receiving e-mail from NSDL (for members who have registered their email Ids with the Company / Depository Participants)
 - i. Open e-mail and then Open PDF file viz., **"TVS Electronics Limited – 23rd AGM e-voting.pdf"** with the Client ID or Folio number as password. The PDF file contains the User ID and Password for e-voting. Please note that the password