



TVS Electronics Limited

CERTIFIED TRUE COPY

For TVS ELECTRONICS LTD.

S. Venkatakrishnan

S. VENKATAKRISHNAN
Company Secretary

Eighth Annual Report 2002



TVS Electronics Limited

(Formerly TVS eTechnology Limited)

Board of Directors

Venu Srinivasan
Chairman
Gopal Srinivasan
Whole-Time Director
T K Balaji
H Lakshmanan
S R Vijayakar
Srini Nageshwar
S Shreenivasa Rao
R R Nair
K Dhruva

Vice President - Corporate Financial Control

R Karunanithi

Company Secretary

S Venkatakrishnan

Auditors

Sundaram & Srinivasan
Chartered Accountants,
23, C P Ramaswamy Road,
Alwarpet,
Chennai - 600 018.

Audit Committee

Srini Nageshwar
S R Vijayakar
H Lakshmanan

Investors' Grievance Committee

Venu Srinivasan
Gopal Srinivasan
T K Balaji

Remuneration/Compensation Committee

R R Nair
Srini Nageshwar
S R Vijayakar
H Lakshmanan

Bankers

State Bank of India
Industrial Finance Branch,
Anna Salai, Chennai.

State Bank of Travancore
Residency Road Branch,
Bangalore.

State Bank of Mysore
576, Anna Salai,
Chennai.

Canara Bank
Thousandlights Branch,
Chennai.

ICICI Bank Limited,
No.1, Cenotaph Road,
Chennai.

IndusInd Bank Limited,
Village Road, Nungambakkam,
Chennai.

Managers to Deposit Schemes

TVS Finance and Services Ltd.,
"Jayalakshmi Estates",
24, Haddows Road,
Chennai 600 006
Phone: 91-44-28277155
Website: www.tvfs.com

Registered Office

"Jayalakshmi Estates",
24, Haddows Road,
Chennai 600 006
Phone: 91-44-28277155

Factory

Tumkur Plant
Pandithanahalli,
Tumkur 572 168.
Phone: 91-816-243270, 112, 113
Fax: 91-816-243278

Chennai Plant & Administrative Office

34, Developed Plots,
South Phase, Industrial Estate,
Guindy, Chennai 600 032.

Phone: 91-44-22325506
22325509, 22331411

Fax No.: 91-44-22327577

Website: www.tvse.com

Nandambakkam Office

20 Feet Road,
Off: Mount Poonamallee Road,
Nandambakkam,
Chennai - 600 089.

Phone: 91-44-22321166
Fax No.: 91-44-22329533

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Notice to the Shareholders

NOTICE is hereby given that the eighth Annual General Meeting of the company will be held at "The Music Academy", New No.168 (Old No. 306), T T K Road, Chennai - 600014, on Monday, the 29th September, 2003 at 10:25 A.M. to transact the following business:

ORDINARY BUSINESS

1. To consider and if thought fit to pass, with or without modification, the following resolution as an Ordinary Resolution:

RESOLVED THAT the audited balance sheet as at 31st December, 2002 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.

2. To consider and if thought fit to pass, with or without modification, the following resolution as an Ordinary Resolution:

RESOLVED THAT pursuant to the recommendation of the directors, dividend of 7.5% for the year ended 31st December, 2002 amounting to Rs.0.75 per share, absorbing a sum of Rs.132.55 lakhs be and is hereby declared on 1,76,72,818 equity shares of Rs.10/- each fully paid up, and that the same be paid to the shareholders, whose names appear on the company's register of members on 29th September, 2003.

3. To consider and if thought fit to pass, with or without modification, the following resolution as an Ordinary Resolution:

RESOLVED THAT Mr. K Dhruva who retires by rotation and being eligible for re-appointment be and is hereby re-appointed as a director of the company.

4. To consider and if thought fit to pass, with or without modification, the following resolution as an Ordinary Resolution:

RESOLVED THAT the retiring auditors, M/s. Sundaram & Srinivasan, Chartered Accountants, Chennai, be and are hereby re-appointed as auditors of this company to hold office from the conclusion of this 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.

SPECIAL BUSINESS

5. To appoint Mr. Venu Srinivasan as a Director of the Company liable to retire by rotation and to pass the following resolution with or without modification as an Ordinary Resolution.

RESOLVED THAT Mr. Venu Srinivasan be and is hereby appointed as a Director of the company liable to retire by rotation.

6. To appoint Mr. Gopal Srinivasan as a Director of the Company not liable to retire by rotation and to pass the following resolution with or without modification as an Ordinary Resolution.

RESOLVED THAT Mr. Gopal Srinivasan be and is hereby appointed as a Director of the company not liable to retire by rotation.

7. To appoint Mr. T K Balaji as a Director of the Company liable to retire by rotation and to pass the following resolution with or without modification as an Ordinary Resolution.

RESOLVED THAT Mr. T K Balaji be and is hereby appointed as a Director of the company liable to retire by rotation.

8. To appoint Mr. H Lakshmanan as a Director of the Company liable to retire by rotation and to pass the following resolution with or without modification as an Ordinary Resolution.

RESOLVED THAT Mr. H Lakshmanan be and is hereby appointed as a Director of the company liable to retire by rotation.

9. To appoint Mr. S R Vijayakar as a Director of the Company liable to retire by rotation and to pass the following resolution with or without modification as an Ordinary Resolution.

RESOLVED THAT Mr. S R Vijayakar be and is hereby appointed as a Director of the company liable to retire by rotation.

10. To appoint Mr. Srinu Nageshwar as a Director of the Company liable to retire by rotation and to pass the following resolution with or without modification as an Ordinary Resolution.

RESOLVED THAT Mr. Srinu Nageshwar be and is hereby appointed as a Director of the company liable to retire by rotation.



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11. To appoint Mr. S Shreenivasa Rao as a Director of the Company liable to retire by rotation and to pass the following resolution with or without modification as an Ordinary Resolution.

RESOLVED THAT Mr. S Shreenivasa Rao be and is hereby appointed as a Director of the company liable to retire by rotation.

12. To appoint Mr. R R Nair as a Director of the Company liable to retire by rotation and to pass the following resolution with or without modification as an Ordinary Resolution.

RESOLVED THAT Mr. R R Nair be and is hereby appointed as a Director of the company liable to retire by rotation.

13. To consider and if thought fit to pass, with or without modification, the following resolution as an ordinary resolution :

RESOLVED THAT subject to the provisions of Section 198, 269, 309 and 310 and other applicable provisions, if any of the Companies Act, 1956, read with Schedule XIII thereto, the appointment of Mr. Gopal Srinivasan as Whole - time Director of the company for a period of 5 years with effect from 18th August, 2003 without remuneration be and is hereby approved.

Registered Office
"Jayalakshmi Estates"
New No.24 (Old No. 8)
Haddows Road
Chennai 600 006

By order of the Board

S VENKATAKRISHNAN
Company Secretary

August 21, 2003.

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. The instrument appointing the proxy and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority shall be deposited at the registered office of the company not later than 48 hours before the time fixed for holding the meeting.
2. The explanatory statement pursuant to section 173(2) of the Companies Act, 1956 in respect of special business under item nos. 5 to 13 as set out above is annexed hereto.
3. The register of members and the share transfer books of the company will remain closed from 26.09.2003 to 29.09.2003, both days inclusive.
4. Members who have not en-cashed the dividend warrants for the year ended 31st March, 1996 and any subsequent dividend payments are requested to make their claim to the company
5. For any queries on the Depository System, members may contact the Depository Participant or Shares Department at the Registered Office of the company.
6. Members are requested to notify immediately any change in their address to the company.
7. As a measure of economy, copies of the annual report will not be distributed at the Annual General Meeting. Members are therefore requested to bring their copies of the annual report to the meeting.
8. Members are requested to affix their signature at the space provided on the attendance sheet annexed to the proxy form and hand over the slip at the entrance of the meeting hall.
9. A brief resume of directors who are proposed to be appointed / re-appointed at this meeting is given below:



1. Mr. Venu Srinivasan

Born on 11th December, 1952, Mr. Venu Srinivasan is a Bachelor of Engineering from Madras University and has a M.S. degree in Management from Purdue University, U.S.A. He is the eldest son of (Late) T S Srinivasan and grandson of (Late) TV Sundaram Iyengar, the founder of the TVS group of companies.

Mr. Venu Srinivasan has been the Managing Director of Sundaram - Clayton Limited since May 1979 and a Managing Director of TVS Motor Company Limited from 1986. Since July, 2002 he is the Chairman & Managing Director of TVS Motor Company Limited.

He has been a Chairman of the Confederation of Indian Industry (CII) (Southern Region) and has been associated with CII for nearly 17 years in various capacities. He has also been a Past President of Automotive Research Association of India, Pune, a Past President of the Society of Indian Automobile Manufacturers & Association of Indian Automobile Manufacturers. At present, he is a Honorary Consul General of Republic of Korea, Chennai.

Mr. Venu Srinivasan has been honoured with various awards, including the HSBC Indo - British Achievement Award, presented in recognition of active contribution to Indo - British commercial relations. He was also chosen as "Stars Of Asia" by Business Week International.

He is a director in the following companies viz., TVS Motor Company Limited (Chairman and Managing Director), Sundaram - Clayton Limited (Managing Director), TVS Finance and Services Limited, Padi Air Brake Systems Limited, Lakshmi Auto Components Limited, Harita NTL Limited, Lucas TVS Limited, TV Sundaram Iyengar & Sons Limited, Sundaram Textiles Limited, Southern Roadways Limited, Sundaram Fasteners Limited, Cummins India Limited, The Bombay Dyeing & Manufacturing Co. Limited, Sundaram Non-Conventional Energy Systems Limited and TVS Lanka Private Limited.

He is the Chairman of the Investors' Grievance Committee of TVS Electronics Limited, TVS Finance and Services Limited and Lakshmi Auto Components Limited and also a member

of the Investors' Grievance Committee of Sundaram - Clayton Limited and TVS Motor Company Limited. Mr. Venu Srinivasan is also the Chairman of the Compensation and Management Development Committee of Cummins India Limited and a member of the Operations Committee of Cummins India Limited.

2. Mr. Gopal Srinivasan

Born on 4th August, 1958, Mr. Gopal Srinivasan is a commerce graduate from Loyola College, Chennai and is a Master of Business Administration (Industrial and Business Administration) from the University of Michigan, Ann Arbor, USA.

He was the president of Manufacturers' Association for Information Technology (IT) and has been representing IT industry in the country and negotiating with the Government of India on its policies. He is also a member of the panel on development, manufacture and export of IT hardware constituted under the National Task Force on Information Technology and Software Development constituted under the authority of the office of the Prime Minister and a member of the State Level Information Technology Task Force headed by the Chief Minister of Tamil Nadu. He is a member of the small group set up by the Commerce and Industry Minister, Government of India to suggest policy and procedural changes to bring about a quantum jump in the export of electronic hardware.

He is a director in the following companies viz. TVS Finance and Services Limited (Chairman), TVS Investments Limited (Chairman), Harita Infoserve Limited (Chairman), Sundaram - Clayton Limited (Joint Managing Director), TVS Motor Company Limited, ICICI Venture Funds Management Company Limited, India Japan Lighting Limited, India Nippon Electricals Limited, Lucas TVS Limited, Sundaram Industries Limited, TV Sundaram Iyengar & Sons Limited, Harita Infoserve Inc. USA, Harita Electronics Private Limited and Vidhar Fabricators and Engineering Private Limited.

He is also a member of the Investors' Grievance Committee of TVS Electronics



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Limited and TVS Finance and Services Limited and Chairman of the Administrative Committees of TVS Electronics Limited and TVS Finance and Services Limited. He is also a member of the Administrative Committee of Sundaram – Clayton Limited and TVS Motor Company Limited.

3. Mr. T K Balaji

Born on 12th July, 1948, Mr. T K Balaji is a Bachelor of Engineering from Madras University, having secured first rank in the University. He also has a MBA from IIM Ahmedabad and was awarded Gold Medal for outstanding scholastic performance. Mr. T K Balaji has been a member of National Council of CII, Past President of ACMA, Member of Development Council for Automobiles and Allied Industries, Government of India, and has been conferred a Special Award by Foundation of Maharashtra in March, 1995 in recognition of his contribution to the development of automotive component industry.

Mr. T K Balaji is the Managing Director of Lucas - TVS Limited and Delphi -TVS Diesel Systems Limited. Besides, he is also a Director in the following Companies, viz. Sundaram-Clayton Limited, India Nippon Electricals Limited, India Japan Lighting Limited, Lucas Indian Service Limited, Harita Electronics Private Limited, Apollo Hospital Enterprise Limited, TVS Motor Company Limited, T V Sundaram Iyengar & Sons Limited, Titan Industries Limited, Hastham Swasthi Private Limited, Punarvasu Swasthi Private Limited and TVS Lean Logistics Limited.

He is a member of the Investors' Grievance Committee of TVS Electronics Limited and Sundaram - Clayton Limited and Chairman of the Audit Committee of Sundaram-Clayton Limited and member of the Audit Committees of TVS Motor Company Limited and Titan Industries Limited. He is also the Chairman of the Remuneration Committee of Titan Industries Limited.

4. Mr. H Lakshmanan

Born on 14th August, 1933, Mr. H Lakshmanan is a Company Executive with a vast experience. He joined the TVS Group in 1953. He rose to the position of Executive Director

of M/s. Sundaram-Clayton Limited in 1982 and continues to hold the position. He has rich experience, expertise and knowledge in areas such as banking, financing, HR related activities and Business Administration.

Mr. H Lakshmanan is the Whole - time Director of Anusha Investments Limited. He is also a Director in the following companies, viz., TVS Motor Company Limited, TVS Finance and Services Limited, Harita NTI Limited, Harita Seating Systems Limited, Padi Air Brake Systems Limited, Sundaram Auto Components Limited, TVS Investments Limited, Sundaram-Clayton Senior Officers Welfare Foundation Private Limited, Harita Infoserve Limited, Harita Infoserve Inc. U.S.A, TVS Venture Fund Private Limited and Vidhar Fabricators & Engineering Private Limited.

He is also a member of the Audit and Administrative Committees of TVS Electronics Limited, a member of Audit Committee, Administrative Committee, Investors' Grievance Committee and Debenture/Bond Committee of TVS Finance and Services Limited and a member of the Investors' Grievance Committee of Harita Seating Systems Limited. Mr. H Lakshmanan is also a member of the Remuneration / Compensation Committee of TVS Electronics Limited and TVS Finance and Services Limited. He is the Chairman of the Audit Committee of Harita Seating Systems Limited and TVS Investments Limited.

5. Mr. S R Vijayakar

Born on 17th December, 1928, Mr. S R Vijayakar is a Bachelor of Mechanical & Electrical Engineering from Poona University. He has worked in the Private sector for nearly 13 years with the Ahmedabad Electricity Company Limited, a British Managing Agency company. He was the General Manager of Electronics Corporation of India Limited (ECIL) for about 10 years and the Managing Director for 5 years. He later became the Chairman & Managing Director of ECIL. He was later posted as Secretary to Government of India, Department of Electronics from where he retired on 31st December, 1986. Post retirement, he was appointed as Chairman of Maharashtra Electronics Corporation (MELTRON) from 1987 to 1993.



Mr. S R Vijayakar was deputed by the Government of India under Brush-ABOE Commonwealth Scholarship for 2 years Post Graduate training to the United Kingdom. He is also a distinguished fellow member of the Institute of Electronics & Telecommunication Engineers and a member of the Advisory council of the Foundation for Democratic Reforms, Hyderabad.

Mr. S R Vijayakar is also a director on the Boards of SPIC Electronics & Systems Limited and Surana Telecom Limited. He is a member of the Investors' Grievance Committee of SPIC Electronics & Systems Limited and a member of the Audit Committee of Surana Telecom Limited and TVS Electronics Limited and a member of the Remuneration / Compensation Committee of TVS Electronics Limited.

6. **Mr. Srin Nageshwar**

Born on 14th March, 1942, Mr. Srin Nageshwar is a B.Tech in Electrical Engineering. He specializes in General Management, Sales & Marketing.

Besides being a director of the company, Mr. Srin Nageshwar is also a Director in FONGIT (Federation d' Innovation De Technologie, Genevoise) Geneva, Switzerland and Harita Infoserve Limited. He is also the Chairman of the Audit Committee of TVS Electronics Limited and a member of the Remuneration / Compensation Committee of the company.

7. **Mr. S Shreenivasa Rao**

Born on 30th October, 1950, Mr. S Shreenivasa Rao is an Engineering Graduate from IIT, Delhi and a post graduate in Industrial Engineering and Management from NITIE, Mumbai. He has worked with the Tatas-Forbes Group for 22 years and was the Managing Director of Facit Asia Limited. He is with the TVS group for the last 6 years. He is also a member of the Tamil Nadu Council for CII for the past three years.

Mr. Rao started his career as an Industrial Engineer and has rich experience in all facets of industry and management. He has commissioned several new projects introducing products which were launched for the first time in India in the areas of Office Automation, Consumer Durables, Engineering products and now in IT and Finance.

Mr. S Shreenivasa Rao is the Director & Chief Executive Officer of TVS Finance and Services Limited and is also a Director on the Boards of other companies which include TVS Investments Limited, Sundram Infotel Limited, Fugen Information Technology Limited, Harita Properties Limited, Modular Infotech Private Limited, Sravanaa Properties Private Limited and TVS Venture Fund Private Limited.

He is also the member of the Administrative Committees of TVS Electronics Limited and TVS Finance and Services Limited and a member of the Audit Committee of TVS Investments Limited.

8. **Mr. R R Nair**

Born on 2nd July, 1939, Mr. R R Nair obtained M.A., Degree in Psychology with 1st Class 1st Rank from the University of Kerala and Post-Master's Diploma in Industrial & Personnel Management from the Indian Institute of Technology, Kharagpur, with distinction. He holds a Diploma in Advanced Personnel Management from the Institute of Personnel Management (UK) and has been trained by the Tavistock School of Human Relations, UK. He is also an alumni of Stanford & Michigan Universities.

Mr. R R Nair had served various premier organisations like DCM Group, Hindustan Lever, Unilever Plc, London, Lipton India Limited etc. He was also seconded to Unilever Arabia Group of Companies in Dubai as its Director. Presently Mr. R R Nair is also the advisor for select few leading companies on new strategies for organization development. He is a director in BASF India Limited and has recently joined the Board of Union Bank of India as a Director. He is also a Member of the Remuneration / Compensation Committee of TVS Electronics Limited and is also in the Advisory Council of Tata Management Training Centre.

Mr. R R Nair has served various Regions as President of National Institute of Personnel Management, Indian Society for Training and Development and National Human Resources Development Network. He is also on the CII's National Committee on HRD. Mr. R R Nair's field of expertise includes all aspects of human resource management skills and competencies, especially how to align HR processes and systems to drive business



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growth. In addition, he has considerable experience in organizational transformation and development including managing human processes of mergers and acquisitions.

9. Mr. K Dhruva

Born on 15th October, 1940 in Mysore, Mr. K Dhruva is a Graduate in Mechanical Engineering (1962) from the University of Mysore (Student of NIE) and a MBA from Leeds University, UK.

Mr. K Dhruva started his career as an Industrial Engineer in Bharat Electronics Limited and has over 40 years of experience in the fields of Sub-Contracting, Production Planning and Control, Production Engineering, Tool Room, Profit Centre Management, Corporate Planning etc., and has held important positions as Division Head, General Manager, President and is now the Director.

During the 40 years of his career, he has introduced many new concepts of manufacturing and management like cellular manufacturing line flow concept, MRP Systems, Management by Objectives, Total Quality Management, Corporate Planning, Career Planning, Training and Development, Job Value Evaluation and Merit Rating etc. During his career he has also travelled to various countries as member of business delegation & technology mission.

Mr. K Dhruva is also closely associated with training and development of Human Resources in many of the renowned institutes of Management.

He is also a director on the Boards of Harita Infoserve Limited, Harita Properties Limited, TVS Electronics South Asia Limited and TVS Interconnect Systems Limited besides being a director of the company.





Explanatory statement pursuant to Section 173(2) of the Companies Act 1956.

The following explanatory statement sets out all material facts relating to special business mentioned in the accompanying notice dated August 21, 2003 and shall be taken as forming part of the notice.

Item Nos. 5 to 12

Mr. Venu Srinivasan was appointed as an Additional Director on the Board of the Company by the Directors with effect from 18th August, 2003. M/s. Gopal Srinivasan, T K Balaji, H Lakshmanan, S R Vijayakar, Srinu Nageshwar and R R Nair were appointed as Additional Directors on the Board of the Company with effect from 18th July, 2003 and Mr. S Shreenivasa Rao was appointed as an Additional Director on the Board of the Company by the Directors with effect from 23rd September, 2002. In terms of Article 111 of the Articles of Association of the company, TVS Investments Limited, the holding company has nominated Mr. Gopal Srinivasan as its representative on the Board of the company who shall not be liable to retire by rotation.

In terms of Section 260 of the Companies Act, 1956, these directors will hold office upto the date of this Annual General Meeting. Notices have been received from certain members of the Company along with the requisite deposits under Section 257 of the Companies Act, 1956, signifying their intention to propose the candidature of the above mentioned directors for appointment as directors of the Company at the ensuing Annual General Meeting.

The Directors recommend the resolution for adoption by the shareholders.

M/s. Venu Srinivasan, Gopal Srinivasan, T K Balaji, H Lakshmanan, S R Vijayakar, Srinu Nageshwar, S Shreenivasa Rao and R R Nair, directors are deemed to be interested in the respective resolutions appointing them as directors of the company.

Item No.13

Mr. Gopal Srinivasan, was appointed as the Whole - time Director of the Company subject to the approval of the shareholders in general meeting with effect from 18th August, 2003 for a period of 5 years without remuneration. The approval of the shareholders is sought for the appointment of Mr. Gopal Srinivasan as a Whole - time Director for a period of five years with effect from 18th August, 2003.

Mr. Gopal Srinivasan, Mr. Venu Srinivasan and Mr. T K Balaji directors are deemed to be interested in the Resolution.

Registered Office
"Jayalakshmi Estates"
New No.24 (Old No. 8)
Haddows Road
Chennai 600 006

By order of the Board

August 21, 2003.

S VENKATAKRISHNAN
Company Secretary



TVS Electronics Limited

(formerly TVS eTechnology Limited)

DIRECTORS' REPORT TO THE SHAREHOLDERS

The Directors are pleased to present the Eighth Annual Report and the audited accounts for the year ended 31st December, 2002.

BUSINESS STRUCTURING

As you are aware the company has carried out a major structural change recently and consequent to this the erstwhile TVS Electronics Limited has merged with our company under a scheme of merger duly approved by the shareholders and sanctioned by the Hon'ble High Court of Madras vide its order dated 5th August, 2003. As approved by the Hon'ble High Court, the company adopted its new name as TVS Electronics Limited. The above merger has now been approved by the appropriate authorities and accordingly effective 9th December, 2002 the financial results would reflect the merged businesses.

Prior to this merger three subsidiary companies, viz. ICL Foundries Limited, Sundram Telematics Limited and Auctionindia.com Limited that have been acquired during the year, have also been merged with the company. Also Harita Technical Services Limited, merged with the company. The above mergers were made effective 1st November, 2002 vide scheme of merger sanctioned by the Hon'ble High Court of Madras.

The company changed its status from a deemed public limited company to a full-fledged public limited company with effect from 20th September, 2002 and consequently, the paid-up share capital of the company was enhanced.

Consequent to the holding company, Sundram Infotel Limited (subsidiary of TVS Investments Limited) transferring its entire shareholding in the company to TVS Investments Limited (subsidiary of Sundaram-Clayton Limited) the company has now become a subsidiary of TVS Investments Limited.

Pursuant to the scheme of merger, the company is in the process of allotting one equity share of the company for every one equity share held by the shareholders of erstwhile TVS Electronics Limited.

As part of the scheme of merger of erstwhile TVS Electronics Limited with the company, listing arrangements with the stock exchanges are being made. This process is expected to be over in the next three months.

FINANCIAL RESULTS

The financial results of the company for the year ended 31.12.2002 include the effects of the two merger schemes executed. Accordingly, the financial transactions of the erstwhile TVS Electronics Limited effective 9th December, 2002 and the other four companies effective 1st November, 2002 are reflected in the financial performance of the current year. Therefore, the current year financial results are not comparable with the previous year. The highlights of the financial performance of the Company are as follows:-

(Rupees in Crores)

Particulars	Year ended 31.12.2002	Year ended 31.12.2001
Sales and other income	23.70	3.33
Profit before interest & depreciation	2.23	0.30
Interest	0.58	0.02
Depreciation	0.69	0.17
Profit before Tax	0.96	0.11
Provision for Tax	0.30	0.01
Provision for deferred tax liability	0.04	—
Profit after Tax	0.62	0.10
Balance brought forward from previous year	0.19	0.07
Transfer to deferred tax liability on initial adoption	(0.03)	—
Balance transferred from transferor companies on amalgamation	3.60	—
Provision for taxation for earlier years written back	—	0.02
Total available for appropriation	4.38	0.19
- Proposed dividend	1.32	—
- Tax on dividend	0.17	—
- Transfer to General reserve	—	—
Surplus in Profit and Loss Account	2.89	0.19