

25th July 2023

BSE Limited,
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai 400 001.
Scrip code: 532343

National Stock Exchange of India Ltd
Exchange Plaza, 5th Floor,
Bandra-Kurla Complex,
Bandra (E), Mumbai 400 051.
Scrip code: TVSMOTOR

Dear Sir,

Sub : Intimation on the Outcome of the Proceedings of Annual General Meeting (AGM), Disclosure of Voting Results

We wish to inform you that the 31st Annual General Meeting of the Company (AGM) was held on 24th July 2023 through Video Conferencing and the businesses mentioned in the Notice dated 4th May 2023 convening the AGM were transacted.

In this connection, we enclose the following:

Proceedings of AGM in compliance with Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.	Annexure – I
Voting Results of AGM in compliance with Regulation 44 (3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.	Annexure – II
Scrutinizer's Report in compliance with Rule 20 of the Companies (Management and Administration) Rules, 2014.	Annexure – III

The said results declared by the Chairman of the meeting and the report submitted by the scrutinizer are also placed on the Company's Website and Notice board.

This is for your information and record.

Thanking You,

Yours faithfully
For TVS MOTOR COMPANY LIMITED

K S Srinivasan
Company Secretary
Encl: a/a

Summary of Proceedings of the 31st Annual General Meeting

The 31st Annual General Meeting (AGM) of the members of TVS Motor Company Limited ("the Company") was held on Monday, 24th July 2023, at 3.30 P.M. (IST) through Video Conferencing (VC). Prof. Sir Ralf Dieter Speth, Chairman occupied the chair.

The requisite quorum being present, the Chairman called the meeting to order with a prayer. Chairman noted that all directors were present except Mr Venu Srinivasan who had expressed his inability to attend the meeting due to unavoidable reasons.

All the other Directors present at the meeting through VC identified themselves to the shareholders. Mr C R Dua, Mr R Gopalan, Mr K N Radhakrishnan and Mr H K Singh confirmed their designations besides as Chairman of the Nomination and Remuneration Committee, Audit Committee, Risk Management Committee and Stakeholders Relationship Committee respectively.

Notice, Auditors Report and Secretarial Auditors Report were taken as read as all the above were available with the shareholders. The Chairman informed that both the Statutory Auditors Report and Secretarial Auditors Report were free from any qualifications/ observations or other remarks. Chairman then delivered his speech.

After completion of Chairman's speech, the following items of business, as per the Notice of 31st AGM were transacted:

1. Adoption of the Audited Financial Statements (standalone & consolidated) of the Company for the year ended 31st March 2023 and the reports of the Board of Directors and the Auditors;
2. Re-appointment of Prof. Sir Ralf Dieter Speth, as a director, liable to retire by rotation;
3. Re-appointment of Mr Sudarshan Venu, as a director, liable to retire by rotation;
4. Approving the appointment of M/s. Sundaram and Srinivasan, Chartered Accountants, as Statutory Auditors of the Company for a term of five years; and
5. Ratifying the remuneration payable to cost auditor for the financial year 2023-24.

Subsequently, Chairman requested those shareholders who were registered to speak at the meeting to raise their queries. Eight (8) members requested clarifications on certain operational/ strategic areas of the Company. Clarifications were provided to the queries raised by the members by Mr Sudarshan Venu, Managing Director and Mr K N Radhakrishnan, Director & Chief Executive Officer of the Company.

Chairman then thanked the shareholders for participating through e-voting and informed that the facility to vote on the resolutions contained in the Notice of the meeting shall remain open upto 15 minutes from the conclusion of the meeting.

Chairman informed the members that the results of e-voting would be announced on or before 26th July 2023 and he further informed that the same would be intimated to the stock exchanges and posted on the website of the Company and NSDL.

Chairman then thanked the members who participated in the meeting and declared the meeting as closed.

The meeting concluded at 5:21 P.M (IST).

Results of voting through electronic means

Date of the AGM	24th July 2023
Total number of shareholders on record date (17.07.2023)	2,04,826
No. of shareholders present in the meeting either in person or through proxy: Promoters and Promoter Group: Public:	Nil
No. of Shareholders attended the meeting through Video Conferencing Promoters and Promoter Group:	1
Public:	105

Resolution 1	Adoption of audited financial statements including the consolidated financial statements of the Company for the financial year ended 31st March 2023 together with the reports of the Board of Directors' and Auditors' thereon.
Resolution required: (Ordinary/ Special)	Ordinary
Whether promoter / promoter group are interested in the agenda / resolution?	No

Category	Mode of Voting	No. of shares held (1)	No. of votes cast (2)	% of Votes cast on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes in favour (4)	No. of Votes against (5)	% of Votes in favour on votes cast (6)=[(4)/(2)]* 100	% of Votes against on votes cast (7)=[(5)/(2)]* 100
Promoter and Promoter Group	E-Voting	23,88,12,786	23,88,12,786	100.00	23,88,12,786	-	100.00	-
	Poll		-	-	-	-	-	-
	Postal Ballot		-	-	-	-	-	-
	Total		23,88,12,786	23,88,12,786	100.00	23,88,12,786	-	100.00
Public- Institutions	E-Voting	19,71,63,395	16,85,54,281	85.49	16,85,01,871	52,410	99.97	0.03
	Poll		-	-	-	-	-	-
	Postal Ballot		-	-	-	-	-	-
	Total		19,71,63,395	16,85,54,281	85.49	16,85,01,871	52,410	99.97
Public- Non Institutions	E-Voting	3,91,10,933	13,97,523	3.57	13,96,050	1,473	99.89	0.11
	Poll		-	-	-	-	-	-
	Postal Ballot		-	-	-	-	-	-
	Total		3,91,10,933	13,97,523	3.57	13,96,050	1,473	99.89
Total		47,50,87,114	40,87,64,590	86.04	40,87,10,707	53,883	99.99	0.01

Resolution 2	Re-appointment of Prof. Sir Ralf Dieter Speth (DIN : 03318908) as director, who retires by rotation.
Resolution required: (Ordinary/ Special)	Ordinary
Whether promoter / promoter group are interested in the agenda / resolution?	No

Category	Mode of Voting	No. of shares held (1)	No. of votes cast (2)	% of Votes cast on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes in favour (4)	No. of Votes against (5)	% of Votes in favour on votes cast (6)=[(4)/(2)]* 100	% of Votes against on votes cast (7)=[(5)/(2)]* 100
Promoter and Promoter Group	E-Voting	23,88,12,786	23,88,12,786	100.00	23,88,12,786	-	100.00	-
	Poll		-	-	-	-	-	-
	Postal Ballot		-	-	-	-	-	-
	Total		23,88,12,786	23,88,12,786	100.00	23,88,12,786	-	100.00
Public-Institutions	E-Voting	19,71,63,395	16,87,93,800	85.61	13,58,55,657	3,29,38,143	80.49	19.51
	Poll		-	-	-	-	-	-
	Postal Ballot		-	-	-	-	-	-
	Total		19,71,63,395	16,87,93,800	85.61	13,58,55,657	3,29,38,143	80.49
Public- Non Institutions	E-Voting	3,91,10,933	13,97,230	3.57	13,94,507	2,723	99.81	0.19
	Poll		-	-	-	-	-	-
	Postal Ballot		-	-	-	-	-	-
	Total		3,91,10,933	13,97,230	3.57	13,94,507	2,723	99.81
Total		47,50,87,114	40,90,03,816	86.09	37,60,62,950	3,29,40,866	91.95	8.05

Resolution 3	Re-appointment of Mr Sudarshan Venu (DIN: 03601690) as director, who retires by rotation.	
Resolution required: (Ordinary/ Special)	Ordinary	
Whether promoter / promoter group are interested in the agenda /	No	

Category	Mode of Voting	No. of shares held (1)	No. of votes cast (2)	% of Votes cast on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes in favour (4)	No. of Votes against (5)	% of Votes in favour on votes cast (6)=[(4)/(2)]* 100	% of Votes against on votes cast (7)=[(5)/(2)]* 100
Promoter and Promoter Group	E-Voting	23,88,12,786	23,88,12,786	100.00	23,88,12,786	-	100.00	-
	Poll		-	-	-	-	-	-
	Postal Ballot							
	Total	23,88,12,786	23,88,12,786	100.00	23,88,12,786	-	100.00	-
Public-Institutions	E-Voting	19,71,63,395	16,87,93,797	85.61	15,61,61,805	1,26,31,992	92.52	7.48
	Poll		-	-	-	-	-	-
	Postal Ballot		-	-	-	-	-	-
	Total	19,71,63,395	16,87,93,797	85.61	15,61,61,805	1,26,31,992	92.52	7.48
Public- Non Institutions	E-Voting	3,91,10,933	13,97,161	3.57	13,95,298	1,863	99.87	0.13
	Poll		-	-	-	-	-	-
	Postal Ballot		-	-	-	-	-	-
	Total	3,91,10,933	13,97,161	3.57	13,95,298	1,863	99.87	0.13
Total		47,50,87,114	40,90,03,744	86.09	39,63,69,889	1,26,33,855	96.91	3.09

Resolution 4	Appointment of M/s Sundaram & Srinivasan, Chartered Accountants as Statutory Auditors for a term of five years.	
Resolution required: (Ordinary/ Special)	Ordinary	
Whether promoter / promoter group are interested in the agenda / resolution?	No	

Category	Mode of Voting	No. of shares held (1)	No. of votes cast (2)	% of Votes cast on outstanding shares (3)=[(2)/(1)]*100	No. of Votes in favour (4)	No. of Votes against (5)	% of Votes in favour on votes cast (6)=[(4)/(2)]*100	% of Votes against on votes cast (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	23,88,12,786	23,88,12,786	100.00	23,88,12,786	-	100.00	-
	Poll		-	-	-	-	-	-
	Postal Ballot							
	Total	23,88,12,786	23,88,12,786	100.00	23,88,12,786	-	100.00	-
Public-Institutions	E-Voting	19,71,63,395	16,87,93,800	85.61	16,78,34,200	9,59,600	99.43	0.57
	Poll		-	-	-	-	-	-
	Postal Ballot							
	Total	19,71,63,395	16,87,93,800	85.61	16,78,34,200	9,59,600	99.43	0.57
Public- Non Institutions	E-Voting	3,91,10,933	13,97,231	3.57	13,95,452	1,779	99.87	0.13
	Poll		-	-	-	-	-	-
	Postal Ballot							
	Total	3,91,10,933	13,97,231	3.57	13,95,452	1,779	99.87	0.13
Total		47,50,87,114	40,90,03,817	86.09	40,80,42,438	9,61,379	99.76	0.24

Resolution 5	Ratification of remuneration payable to M/s C S Adawadkar & Co, Practising Cost Accountant as Cost Auditor for the financial year 2023-24.	
Resolution required: (Ordinary/ Special)	Ordinary	
Whether promoter / promoter group are interested in the agenda / resolution?	No	

Category	Mode of Voting	No. of shares held (1)	No. of votes cast (2)	% of Votes cast on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes in favour (4)	No. of Votes against (5)	% of Votes in favour on votes cast (6)=[(4)/(2)]* 100	% of Votes against on votes cast (7)=[(5)/(2)]* 100
Promoter and Promoter Group	E-Voting	23,88,12,786	23,88,12,786	100.00	23,88,12,786	-	100.00	-
	Poll		-	-	-	-	-	-
	Postal Ballot							
	Total	23,88,12,786	23,88,12,786	100.00	23,88,12,786	-	100.00	-
Public-Institutions	E-Voting	19,71,63,395	16,87,21,891	85.57	16,87,21,891	-	100.00	-
	Poll		-	-	-	-	-	-
	Postal Ballot							
	Total	19,71,63,395	16,87,21,891	85.57	16,87,21,891	-	100.00	-
Public- Non Institutions	E-Voting	3,91,10,933	13,97,231	3.57	13,95,426	1,805	99.87	0.13
	Poll		-	-	-	-	-	-
	Postal Ballot							
	Total	3,91,10,933	13,97,231	3.57	13,95,426	1,805	99.87	0.13
Total		47,50,87,114	40,89,31,908	86.08	40,89,30,103	1,805	100.00	0.00



K SRIRAM, B.Com, ACA, FCS
Practising Company Secretary

Consolidated Scrutiniser's Report

[Pursuant to Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014]

24th July 2023

To,

The Chairman,

TVS Motor Company Limited

[CIN: L35921TN1992PLC022845]

"Chaitanya", No.12, Khader Nawaz Khan Road,
Nungambakkam, Chennai – 600 006.

Dear Sir,

Sub: Scrutiniser's Report on Remote e-voting (Prior to and at the AGM), in respect of the 31st Annual General Meeting of the Company held on 24th July 2023 through VC / OAVM

The Board of Directors of the Company, pursuant to resolution passed at their meeting held on 4th May 2023 appointed me as the Scrutiniser for the remote e-voting process to be conducted in relation to the 31st Annual General Meeting (AGM) of the Company to be held on 24th July 2023 ('the 31st AGM') through Video-conferencing/ Other audio-visual means (VC / OAVM).

I submit my consolidated report as under:

1. Since the Equity shares of the Company are listed on the National Stock Exchange of India Limited (NSE) and BSE Limited (BSE), **the Company has provided e-voting facility**, in terms of Section 108 of the Companies Act, 2013, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, General Circular No.10/2022 dated 28th December 2022 issued by the Ministry of Corporate Affairs (MCA), and Circular No. SEBI/HO/CFD/PoD2/P/CIR/2023/4 dated 5th January 2023 issued by the Securities and Exchange Board of India (SEBI).
2. The items of business as set out in the notice convening the 31st AGM and covered by the remote e-voting (prior to and at the AGM) are as follows:

Digitally signed by
KRISHNAMURTHY SRIRAM
Date: 2023.07.24
22:54:35 +05'30'

"SHRESHTAM", Old No.17, New No.16, Pattammal Street, Mandaveli, Chennai – 600 028.
(044) 42074012/ 24611440 sriram.krishnamurthy@rediffmail.com

TVS MOTOR COMPANY LIMITED

Consolidated Scrutiniser's report on remote e-voting prior to and at the 31st AGM on 24th July 2023

Item No.	Nature of business	Type of resolution	Subject matter
1	Ordinary	Ordinary	Adoption of standalone and consolidated audited financial statements of the Company for the year ended 31 st March 2023 together with the Board's Report and Auditors' Report thereon.
2	Ordinary	Ordinary	Re-appointment of Prof. Sir Ralf Dieter Speth (DIN: 03318908) who retires by rotation, as a Director.
3	Ordinary	Ordinary	Re-appointment of Mr. Sudarshan Venu (DIN: 03601690) who retires by rotation, as a Director.
4	Ordinary	Ordinary	Appointment of M/s. Sundaram & Srinivasan, Chartered Accountants (Firm Registration No. 004207S), as Auditors of the Company for a term of five years, from the conclusion of the 31 st AGM to the conclusion of the 36 th AGM, in place of M/s. V. Sankar Aiyar & Co., Chartered Accountants, who have completed two terms of five consecutive years as Auditors at the 31 st AGM.
5	Special	Ordinary	Ratification of the remuneration of Rs.8 lakhs approved by the Board of Directors as payable to M/s. C S Adawadkar & Co., Practicing Cost Accountants (Firm Registration No.100401), on their appointment as Cost Auditors, for the financial year ending 31 st March 2024.

3. The remote e-voting facility (prior to and at the AGM) was provided by National Securities Depository Limited (NSDL). **NSDL** allotted E-Voting Event Number (**EVEN**) **124317** for the remote e-voting process in relation to the 31st AGM. NSDL also provided the web-based platform for conduct of the AGM through VC/OAVM.

4. **Notice convening the 31st AGM** (along with the Annual Report for the financial year ended 31st March 2023) was **sent** by NSDL on **26th June 2023** to 1,93,197 shareholders out of the 2,02,638 shareholders as on 23rd June 2023 (being the cut-off date for dispatch of the AGM Notice to the shareholders), **through e-mail** to their e-mail address registered with the RTA / the Depositories.

Physical copies of the AGM Notice and Annual Report were not sent to the shareholders, other than those who had specifically requested for the same, in view of the exemption provided by MCA and SEBI vide their Circulars referred to above.

5. Notice convening the 31st AGM was also sent to the Directors, Auditors and Debenture trustees on 26th June 2023, and submitted to NSE and BSE on 26th June 2023 by filing on their online portal.

TVS MOTOR COMPANY LIMITED

Consolidated Scrutiniser's report on remote e-voting prior to and at the 31st AGM on 24th July 2023

6. The prescribed particulars relating to the e-voting process for the 31st AGM were advertised in "Business Standard" (all India edition) in English, and "Hindu Tamil Thisai" in Tamil, on 27th June 2023. The manner in which the shareholders whose e-mail address was not registered could register the same with the Company, was advertised in "Business Standard" (all India edition) in English, and "Hindu Tamil Thisai" in Tamil, on 25th May 2023.
7. Integrated Registry Management Services Private Limited, the Registrar and Share transfer agents of the Company ('the RTA') provided the list of shareholders as on 17th July 2023, being the cut-off date fixed for determining eligibility to vote in respect of the items of business to be transacted at the 31st AGM ('the cut-off date').
8. As on the cut-off date, the paid-up Equity share capital of the Company comprised of 47,50,87,114 Equity shares of Re.1/- each. This included:
 - (a) **63,880 Equity shares** lying in the TVS Motor Company Limited – Unclaimed Suspense Account ('Unclaimed Suspense Account'), on which voting rights were frozen in terms of Schedule VI of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015; and
 - (b) **16,06,049 Equity shares** transferred to and lying in the demat account of the Investor Education and Protection Fund Authority, Ministry of Corporate Affairs ('IEPF Authority'), in terms of Section 124(6) of the Companies Act, 2013.
9. The remote e-voting facility **prior to the 31st AGM commenced on Friday, 21st July 2023 (9:00 A.M.) and ended on Sunday, 23rd July 2023 (5:00 P.M.)**.
10. **The 31st AGM was held on Monday, 24th July 2023, at 3:30 P.M.(IST), through Video conferencing / other audio-visual means (VC / OAVM). The meeting concluded at 5:21 P.M. (IST).**
11. In compliance with Regulation 44(6) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company, being one of the top 100 listed entities determined based on market capitalization as on 31st March 2023 in NSE and BSE, provided **one-way live webcast** of the proceedings of the 31st AGM.
12. Remote e-voting facility provided by NSDL was available **at the AGM, from 3:30 P.M IST (the time of commencement of the 31st AGM) to 5:21 P.M. IST** [15 (fifteen) minutes after conclusion of the business proceedings], to enable the members attending the AGM who had not cast their vote through remote e-voting prior to the AGM to exercise their voting rights.
13. On completion of the remote e-voting at the AGM, I unblocked the votes cast through remote e-voting (prior to and at the AGM) in the presence of two witnesses not in the employment of the Company and obtained the e-voting report from the remote e-voting website of NSDL.
14. I have scrutinised the votes cast through remote e-voting (prior to and at the AGM) on the e-voting platform provided by NSDL and validated the same with the list of shareholders and their shareholding as on the cut-off date.

TVS MOTOR COMPANY LIMITED

Consolidated Scrutiniser's report on remote e-voting prior to and at the 31st AGM on 24th July 2023

15. I have also verified and confirmed that no voting rights were exercised in respect of the Equity shares lying in the Unclaimed Suspense Account or with the IEPF Authority.
16. I have recorded the particulars relating to the votes cast through remote e-voting (prior to and at the AGM) in a separate register maintained in electronic form.
17. The consolidated results of remote e-voting (prior to and at the AGM) are as under:

Item No.	Total valid ballots/votes		Valid ballots/ votes in favour of the resolution			Valid ballots/votes against the resolution		
	No. of Ballots	No. of Votes cast	No. of Ballots	No. of Votes cast	% of valid votes	No. of Ballots	No. of Votes cast	% of valid votes
1	1,101	40,87,64,590	1,095	40,87,10,707	99.9868%	6	53,883	0.0132%
2	1,107	40,90,03,816	771	37,60,62,950	91.9461%	336	3,29,40,866	8.0539%
3	1,108	40,90,03,744	961	39,63,69,889	96.9111%	147	1,26,33,855	3.0889%
4	1,100	40,90,03,817	1,078	40,80,42,438	99.7649%	22	9,61,379	0.2351%
5	1,097	40,89,31,908	1,084	40,89,30,103	99.9996%	13	1,805	0.0004%

18. I observe that all the 5 (five) ordinary resolutions set-out in the Notice convening the 31st AGM have been passed with the requisite majority on the date of the AGM namely, 24th July 2023.

You may declare the results accordingly.

Thanking you,
Yours faithfully,

Digitally signed by
KRISHNAMURTHY SRIRAM
Date: 2023.07.24
23:01:26 +05'30'

K. SRIRAM

Practising Company Secretary (C.P. No.2215)

Scrutiniser

UDIN: F006312E000670877