



October 23, 2023

BSE Limited 1st Floor, New Trading Ring, Rotunda Bldg., P. J. Towers, Dalal Street, Fort, Mumbai 400 001 Scrip Code: 543965	National Stock Exchange of India Limited Exchange Plaza, 5th Floor, Plot No. C/1, G Block, Bandra-Kurla Complex, Bandra (East), Mumbai 400 051 NSE Symbol: TVSSCS
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Dear Sir/Madam,

Sub: Postal Ballot Notice under Section 110 of the Companies Act, 2013 to Members - Disclosure under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

With reference to the above subject, please find enclosed herewith the Postal Ballot Notice dated October 20, 2023, seeking approval from the Members of the Company by way of Special Resolutions in respect of the following items of businesses:

Sr.no.	Description of resolution
1.	Appointment of Sri. K. Ananth Krishnan as an Independent Director
2.	Appointment of Sri. Narayan K Seshadri as an Independent Director
3.	Ratification of TVSSCS Management Incentive Plan I, 2018
4.	Ratification of extension of the benefits under the TVS SCS Management Incentive Plan I, 2018 to employees of subsidiary companies
5.	Ratification of TVS SCS Management Incentive Plan II, 2018
6.	Ratification of extension of the benefits under the TVS SCS Management Incentive Plan II, 2018 to employees of subsidiary companies
7.	Ratification of TVS Supply Chain Solutions Employee Stock Option Plan 2021
8.	Ratification of extension of the benefits under the TVS Supply Chain Solutions Employee Stock Option Plan 2021 to employees of subsidiary companies

The remote e-voting will commence on Thursday, October 26, 2023, at 9:00 A.M (IST) and closes on Friday, November 24, 2023 at 5.00 P.M (IST) and members will not be allowed to vote thereafter.

Kindly take the above information on records.

Thanking You,

Yours faithfully,

For **TVS SUPPLY CHAIN SOLUTIONS LIMITED**

PADOOR
DORASWAMI
KRISHNA PRASAD

Digitally signed by
PADOOR DORASWAMI
KRISHNA PRASAD
Date: 2023.10.23
20:09:18 +05'30'

P D Krishna Prasad

Company Secretary

Encl: a/a

TVS Supply Chain Solutions Limited

No 58, Eldams Road, Teynampet, Chennai - 600018, India. Phone: +91 - 44 - 6685 7777

Registered Office: No: 10, Jawahar Road, Chokkikulam, Madurai - 625002, India.

CIN: U63011TN2004PLC054655



TVS SUPPLY CHAIN SOLUTIONS LIMITED

Registered Office:10, Jawahar Road, Chokkikulam, Madurai, Tamil Nadu- 625 002

Corporate Identification Number (CIN): L63011TN2004PLC054655; **Tel:** 91 44 66857777

Website: <https://www.tvsscs.com>; **E-mail :** cs.compliance@tvsscs.com

POSTAL BALLOT NOTICE

(Pursuant to Section 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, as amended and applicable circulars issued by the Ministry of Corporate Affairs, Government of India, from to time)

VOTING STARTS DATE	VOTING ENDS DATE
Thursday, October 26, 2023, at 9:00 A.M (IST)	Friday, November 24, 2023 at 5.00 P.M (IST)

Dear Member(s),

NOTICE is hereby given that pursuant to Section 110 read with Section 108 and other applicable provisions, if any, of the Companies Act, 2013 (**‘Act’**) read with Rule 20 and Rule 22 of the Companies (Management and Administration), Rules, 2014 (referred to as **‘Rules’**), Secretarial Standard-2 on General Meetings issued by The Institute of Company Secretaries of India (**‘SS-2’**), Regulation 44 of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015, (**‘SEBI Listing Regulations’**) as amended and in accordance with the requirements prescribed by the Ministry of Corporate Affairs (**‘MCA’**) for holding general meetings/conducting postal ballot process through e-voting vide General Circular Nos. 14/2020 dated April 08, 2020, 17/2020 dated April 13, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 10/2021 dated June 23, 2021, 20/2021 dated December 08, 2021, 3/2022 dated May 05, 2022 and 11/2022 dated December 28, 2022 and 09/2023 dated September 25, 2023 (collectively **‘MCA Circulars’**) and other applicable laws and regulations (including any statutory modification or re-enactment thereof for the time being in force) to transact the special business as set out hereunder for approval by the members of TVS Supply Chain Solutions Limited (**“Company”**) by way of special resolutions by means of postal ballot, only by remote e-voting process (**“e-voting”**).

Pursuant to Section 102 and Section 110 and other applicable provisions of the Act, the statement pertaining to the said resolutions setting out the material facts and the reasons/ rationale thereof is annexed to this postal ballot notice (**‘Notice’**) for your consideration and forms part of this Notice.

In compliance with the aforesaid MCA Circulars, this Notice is being sent only through email to all the members whose email addresses are registered with the Company/Depositories/Registrar and Transfer Agent. Accordingly, the members are required to communicate their assent or dissent through only the remote e-voting facility. The details of the procedure to cast the vote forms part of the notes to this Notice.

In compliance with Regulation 44 of the SEBI Listing Regulations and pursuant to the provisions of Sections 110 and 108 of the Act read with the Rules, the MCA Circulars and SS-2, the Company is providing remote e-voting facility to its members, to enable them to cast their votes electronically instead of submitting the postal ballot form physically. The Company has engaged with services of Link Intime India Private Limited

("InstaVOTE"/"RTA") as the agency to provide the e-voting facility. The instructions for remote e-voting are appended to this Notice. The Notice will also be available on the website of the Company at <https://www.tvsscs.com/>.

SPECIAL BUSINESS:

1. Appointment of Sri. K. Ananth Krishnan as an Independent Director

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

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152, 160, 161 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (including any statutory modification(s) or re-enactment thereof for the time being in force) and such other laws as may be applicable, Sri. K. Ananth Krishnan (DIN: 10278010), who was appointed as an additional director in the category of an Independent Director of the Company by the Board of Directors with effect from August 29, 2023, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation and to hold office for a period of five consecutive years from the original date of appointment i.e. August 29, 2023 upto August 28, 2028.

RESOLVED FURTHER THAT the Board of Directors of the Company, be and is hereby authorised to do all such acts, deeds and things as may be required and to delegate all or any of its powers herein conferred to any Director(s) or Committee of Directors to give effect to the aforesaid resolution."

2. Appointment of Sri. Narayan K Seshadri as an Independent Director

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

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152, 160, 161 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (including any statutory modification(s) or re-enactment thereof for the time being in force) and such other laws as may be applicable, Sri. Narayan K Seshadri (DIN:00053563), who was appointed as an additional director in the category of an Independent Director of the Company by the Board of Directors with effect from August 29, 2023, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation and to hold office for a period of five consecutive years from the original date of appointment i.e. August 29, 2023 upto August 28, 2028.

RESOLVED FURTHER THAT the Board of Directors of the Company, be and is hereby authorised to do all such acts, deeds and things as may be required and to delegate all or any of its powers herein conferred to any Director(s) or Committee of Directors to give effect to the aforesaid resolution."

3. Ratification of TVS SCS Management Incentive Plan I, 2018

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

“RESOLVED THAT pursuant to the provisions of Section 62(1)(b) and other applicable provisions of Companies Act 2013 (“Act”) read with Rule 12 of the Companies (Share Capital and Debentures) Rules 2014 and other applicable rules, circulars, notifications issued thereunder including any statutory modification(s) or re-enactment(s) thereof for time being in force), provisions contained in Memorandum of Association & Articles of Association, the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 (“SEBI SBEBSE Regulations”) and the Foreign Exchange Management Act, 1999, the Foreign Exchange Management (Non-debt Instruments) Rules, 2019 and the regulations made thereunder and such other applicable laws (including any statutory modification(s) or re-enactments for the time being in force) and subject to such other approvals, permissions and sanctions as may be necessary and such conditions and modifications as may be prescribed or imposed while granting such approvals, permissions and sanctions and based on recommendation of the Board of Directors and Nomination & Remuneration Committee, TVS SCS Management Incentive Plan I, 2018 (“MIP I”), as formulated and approved by the members of the Company on March 1, 2018 and as amended on November 19, 2018, March 24, 2021, January 31, 2022 and on April 12, 2023, prior to Initial Public Offering (IPO) of the Company, be and is hereby ratified and approved within the meaning of Regulation 12 of SEBI SBEBSE Regulations, and the board of directors of the Company (hereinafter referred to as the “Board” which expression shall also include the Nomination and Remuneration Committee or any other committee that may be constituted by the Board) be and is hereby authorized to create, grant, offer, issue, vest and allot employee stock options, from time to time and to issue fresh options, re-issue options that may have lapsed / cancelled / surrendered, already granted under MIP I, in one or more tranches to the eligible employees, as defined under MIP I and to such other persons as may from time to time be allowed to be eligible for the benefits of the employee stock option plan under applicable laws and regulations prevailing from time to time, in accordance with MIP I, as detailed in the explanatory statement annexed hereto.

RESOLVED FURTHER THAT the Board be and is hereby authorized to make any modifications or revisions to MIP I as it may deem fit, from time to time, provided that the same is in conformity with the Act and the relevant Rules made thereunder, SEBI SBEBSE Regulations, the Memorandum and Articles of Association and any other applicable laws, rules and regulations thereunder, as amended from time to time.

RESOLVED FURTHER THAT the Board is hereby authorized to issue and allot equity shares upon exercise of options from time to time in accordance with the MIP I and such equity shares allotted shall rank pari passu with the existing equity shares of the Company.

RESOLVED FURTHER THAT the Board be and is hereby severally authorized, without prejudice to the generality of the above, but subject to the terms as approved by the members, to implement, formulate, evolve, decide upon and bring into effect the MIP I on such terms and conditions as broadly contained in the explanatory statement and to make any further modification(s), change(s), variation(s), alteration(s) or revision(s) in the terms and conditions of MIP I (within the contours of the MIP I), from time to time, including but not limited to, amendment(s) with respect to vesting conditions, period and schedule, exercise price, exercise period, performance/ eligibility criteria for grant/ vesting or to suspend, withdraw, terminate or revise MIP I in such a manner as the Board or any other person authorized by the Board may determine.

RESOLVED FURTHER THAT the Board be and is hereby severally authorized to take such steps as may be necessary for obtaining approvals, statutory, contractual or otherwise in relation to the above including but not limited to take necessary steps for listing of the equity shares under MIP I on the stock exchanges as per the provisions of the SEBI Listing Regulations, SEBI SBEBSE Regulations and other applicable laws, regulations and to settle all matters arising out of and incidental thereto and to execute all deeds, applications, documents and writings that may be required, on behalf of the Company and generally to do all such acts, deeds, matters and things and to give from time to time such directions as may be necessary, proper, expedient or incidental for the purpose of giving effect to these resolutions and to delegate all or any of the powers herein vested in the Board to any director(s), officer(s) of the Company as may be required to give effect to these resolutions.

RESOLVED FURTHER THAT any of the Directors and/or the Company Secretary of the Company are authorized to certify the true copy of the aforesaid resolutions and the same may be forwarded to any concerned authorities for necessary action”

4. Ratification of extension of the benefits under TVS SCS Management Incentive Plan I, 2018 to employees of subsidiary companies

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

“**RESOLVED THAT** pursuant to the provisions of Section 62(1)(b) and other applicable provisions of Companies Act 2013 (“Act”) read with Rule 12 of the Companies (Share Capital and Debentures) Rules 2014 and other applicable rules, circulars, notifications issued thereunder including any statutory modification(s) or re-enactment(s) thereof for time being in force), provisions contained in Memorandum of Association & Articles of Association, the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2011 (“SEBI SBEBSE Regulations”) and the Foreign Exchange Management Act, 1999, the Foreign Exchange Management (Non-debt Instruments) Rules, 2019 and the regulations made thereunder and such other applicable laws (including any statutory modification(s) or re-enactments for the time being in force) and subject to such other approvals, permissions and sanctions as may be necessary and such conditions and modifications as may be prescribed or imposed while granting such approvals, permissions and sanctions and based on recommendation of the Board of Directors and Nomination & Remuneration Committee, the extension of TVS SCS Management Incentive Plan I, 2018 (“MIP I”), as formulated and approved by the members of the Company on March 1, 2018 and as amended on November 19, 2018, March 24, 2021, January 31, 2022 and on April 12, 2023, prior to Initial Public Offering (IPO) of the Company, to the eligible employees of present or future subsidiary companies in or outside India, be and is hereby ratified and approved within the meaning of SEBI SBEBSE Regulations and the Board of Directors of the Company (hereinafter referred to as the “Board” which expression shall also include the Nomination & Remuneration Committee or any other committee that may be constituted by the Board) be and is hereby authorised to create, offer, grant, issue and allot in one or more tranches under the MIP I at any time to or for the benefit of the eligible employees of present or future subsidiary companies in or outside India (as defined in the Act) and to issue fresh options, re-issue options that may have lapsed / cancelled / surrendered, already granted under the MIP I.

RESOLVED FURTHER THAT the Board is hereby authorized to issue and allot equity shares upon exercise of options from time to time in accordance with the MIP I and such equity shares allotted shall rank pari passu with the existing equity shares of the Company.

RESOLVED FURTHER THAT the Board be and is hereby authorized, without prejudice to the generality of the above, but subject to the terms, as approved by the members, to implement, formulate, evolve, decide upon and bring into effect the MIP I on such terms and conditions as broadly contained in the explanatory statement and to make any further modification(s), change(s), variation(s), alteration(s) or revision(s) in the terms and conditions of MIP I (within the contours of the MIP I), from time to time, including but not limited to, amendment(s) with respect to vesting conditions, period and schedule, exercise price, exercise period, performance/ eligibility criteria for grant/ vesting or to suspend, withdraw, terminate or revise MIP I in such a manner as the Board or any other person authorized by the Board may determine.

RESOLVED FURTHER THAT the Board be and is hereby severally authorised to take such steps as may be necessary for obtaining approvals, statutory, contractual or otherwise in relation to the above including but not limited to take necessary steps for listing of the equity shares under MIP I on the stock exchanges as per the provisions of the SEBI Listing Regulations, SEBI SBEBSE Regulations and other applicable laws, regulations and to settle all matters arising out of and incidental thereto and to execute all deeds, applications, documents and writings that may be required, on behalf of the Company and generally to do all such acts, deeds, matters and things and to give from time to time such directions as may be necessary, proper, expedient or incidental for the purpose of giving effect to these resolutions and to delegate all or any of the powers herein vested in the Board to any director(s), officer(s) of the Company as may be required to give effect to these resolutions.

RESOLVED FURTHER THAT any of the Directors and/or the Company Secretary of the Company are authorised to certify the true copy of the aforesaid resolutions and the same may be forwarded to any concerned authorities for necessary action”.

5. Ratification of TVS SCS Management Incentive Plan II, 2018

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

“**RESOLVED THAT** pursuant to the provisions of Section 62(1)(b) and other applicable provisions of Companies Act 2013 (“Act”) read with Rule 12 of the Companies (Share Capital and Debentures) Rules 2014 and other applicable rules, circulars, notifications issued thereunder including any statutory modification(s) or re-enactment(s) thereof for time being in force), provisions contained in Memorandum of Association & Articles of Association, the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 (“SEBI SBEBSE Regulations”) and the Foreign Exchange Management Act, 1999, the Foreign Exchange Management (Non-debt Instruments) Rules, 2019 and the regulations made thereunder and such other applicable laws (including any statutory modification(s) or re-enactments for the time being in force) and subject to such other approvals, permissions and sanctions as may be necessary and such conditions and modifications as may be prescribed or imposed while granting such approvals, permissions and sanctions and based on recommendation of the Board of Directors and Nomination & Remuneration Committee, TVS SCS Management Incentive Plan II, 2018 (“MIP II”), as formulated and approved by the members of the Company on March 1, 2018 and as amended on November 19, 2018, March 24, 2021, January 31, 2022, August 12, 2022, December 6, 2022, January 17, 2023 and on April 12, 2023, prior to Initial Public Offering (IPO) of the

Company, be and is hereby ratified and approved within the meaning of Regulation 12 of SEBI SBEBSE Regulations and the board of directors of the Company (hereinafter referred to as the "Board" which expression shall also include the Nomination and Remuneration Committee or any other committee that may be constituted by the Board) be and is hereby authorized to create, grant, offer, issue, vest and allot employee stock options, from time to time and to issue fresh options, re-issue options that may have lapsed / cancelled / surrendered, already granted under MIP II, in one or more tranches to the eligible employees, as defined under MIP II and to such other persons as may from time to time be allowed to be eligible for the benefits of the employee stock option plan under applicable laws and regulations prevailing from time to time, in accordance with MIP II, as detailed in the explanatory statement annexed hereto.

RESOLVED FURTHER THAT the Board be and is hereby authorized to make any modifications or revisions to MIP II as it may deem fit, from time to time, provided that the same is in conformity with the Act, the Companies (Share Capital and Debenture) Rules, 2014, SEBI SBEBSE Regulations, the Memorandum and Articles of Association and any other applicable laws, rules and regulations thereunder, as amended from time to time.

RESOLVED FURTHER THAT the Board is hereby authorized to issue and allot equity shares upon exercise of options from time to time in accordance with the MIP II and such equity shares allotted shall rank pari passu with the existing equity shares of the Company.

RESOLVED FURTHER THAT the Board be and is hereby authorized without prejudice to the generality of the above, but subject to the terms, as approved by the members, to implement, formulate, evolve, decide upon and bring into effect the MIP II on such terms and conditions as broadly contained in the explanatory statement and to make any further modification(s), change(s), variation(s), alteration(s) or revision(s) in the terms and conditions of MIP II (within the contours of the MIP II), from time to time, including but not limited to, amendment(s) with respect to vesting conditions, period and schedule, exercise price, exercise period, performance/ eligibility criteria for grant/ vesting or to suspend, withdraw, terminate or revise MIP II in such a manner as the Board or any other person authorized by the Board may determine.

RESOLVED FURTHER THAT the Board be and is hereby severally authorised to take such steps as may be necessary for obtaining approvals, statutory, contractual or otherwise in relation to the above including but not limited to take necessary steps for listing of the equity shares under MIP II on the stock exchanges as per the provisions of the SEBI Listing Regulations, SEBI SBEBSE Regulations and other applicable laws, regulations and to settle all matters arising out of and incidental thereto and to execute all deeds, applications, documents and writings that may be required, on behalf of the Company and generally to do all such acts, deeds, matters and things and to give from time to time such directions as may be necessary, proper, expedient or incidental for the purpose of giving effect to these resolutions and to delegate all or any of the powers herein vested in the Board to any director(s), officer(s) of the Company as may be required to give effect to these resolutions.

RESOLVED FURTHER THAT any of the Directors and/or the Company Secretary of the Company are authorised to certify the true copy of the aforesaid resolutions and the same may be forwarded to any concerned authorities for necessary action."

6. Ratification of extension of the benefits under TVS SCS Management Incentive Plan II, 2018 to employees of subsidiary companies

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

“RESOLVED THAT pursuant to the provisions of Section 62(1)(b) and other applicable provisions of Companies Act 2013 (“Act”) read with Rule 12 of the Companies (Share Capital and Debentures) Rules 2014 and other applicable rules, circulars, notifications issued thereunder including any statutory modification(s) or re-enactment(s) thereof for time being in force), provisions contained in Memorandum of Association & Articles of Association, the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 (“SEBI SBEBSE Regulations”) and the Foreign Exchange Management Act, 1999, the Foreign Exchange Management (Non-debt Instruments) Rules, 2019 and the regulations made thereunder and such other applicable laws (including any statutory modification(s) or re-enactments for the time being in force) and subject to such other approvals, permissions and sanctions as may be necessary and such conditions and modifications as may be prescribed or imposed while granting such approvals, permissions and sanctions and based on recommendation of the Board of Directors and Nomination & Remuneration Committee, the extension of TVS SCS Management Incentive Plan II, 2018 (“MIP II”), as formulated and approved by the members of the Company on March 1, 2018 and as amended on November 19, 2018, March 24, 2021, January 31, 2022, August 12, 2022, December 6, 2022, January 17, 2023 and on April 12, 2023, prior to Initial Public Offering (IPO) of the Company, to the eligible employees of present or future subsidiary companies in or outside India, be and is hereby ratified and approved within the meaning of SEBI SBEBSE Regulations and the Board of Directors of the Company (hereinafter referred to as the “Board” which expression shall also include the Nomination & Remuneration Committee or any other committee that may be constituted by the Board) be and is hereby authorised to create, offer, grant, issue and allot in one or more tranches under the MIP II at any time to or for the benefit of the eligible employees of present or future subsidiary companies in or outside India (as defined in the Act) and to issue fresh options, re-issue options that may have lapsed / cancelled / surrendered, already granted under the MIP II.

RESOLVED FURTHER THAT the Board is hereby authorized to issue and allot equity shares upon exercise of options from time to time in accordance with the MIP II and such equity shares allotted shall rank pari passu with the existing equity shares of the Company.

RESOLVED FURTHER THAT the Board be and is hereby authorized, without prejudice to the generality of the above, but subject to the terms, as approved by the members, to implement, formulate, evolve, decide upon and bring into effect the MIP II on such terms and conditions as broadly contained in the explanatory statement and to make any further modification(s), change(s), variation(s), alteration(s) or revision(s) in the terms and conditions of MIP II (within the contours of the MIP II), from time to time, including but not limited to, amendment(s) with respect to vesting conditions, period and schedule, exercise price, exercise period, performance/ eligibility criteria for grant/ vesting or to suspend, withdraw, terminate or revise MIP II in such a manner as the Board or any other person authorized by the Board may determine.

RESOLVED FURTHER THAT the Board be and is hereby severally authorised to take such steps as may be necessary for obtaining approvals, statutory, contractual or otherwise in relation to the above including but not limited to take necessary steps for listing of the equity shares under MIP II on the stock exchanges as per the provisions of the SEBI Listing Regulations, SEBI SBEBSE Regulations and other applicable laws, regulations

and to settle all matters arising out of and incidental thereto and to execute all deeds, applications, documents and writings that may be required, on behalf of the Company and generally to do all such acts, deeds, matters and things and to give from time to time such directions as may be necessary, proper, expedient or incidental for the purpose of giving effect to these resolutions and to delegate all or any of the powers herein vested in the Board to any director(s), officer(s) of the Company as may be required to give effect to these resolutions.

RESOLVED FURTHER THAT any of the Directors and/or the Company Secretary of the Company are authorised to certify the true copy of the aforesaid resolutions and the same may be forwarded to any concerned authorities for necessary action”.

7. Ratification of TVS Supply Chain Solutions Employee Stock Option Plan 2021

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

“RESOLVED THAT pursuant to the provisions of Section 62(1)(b) and other applicable provisions of Companies Act 2013 (“Act”) read with Rule 12 of the Companies (Share Capital and Debentures) Rules 2014 and other applicable rules, circulars, notifications issued thereunder including any statutory modification(s) or re-enactment(s) thereof for time being in force), provisions contained in Memorandum of Association & Articles of Association, the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 (“SEBI SBEBSE Regulations”) and the Foreign Exchange Management Act, 1999, the Foreign Exchange Management (Non-debt Instruments) Rules, 2019 and the regulations made thereunder and such other applicable laws (including any statutory modification(s) or re-enactments for the time being in force) and subject to such other approvals, permissions and sanctions as may be necessary and such conditions and modifications as may be prescribed or imposed while granting such approvals, permissions and sanctions and based on recommendation of the Board of Directors and Nomination & Remuneration Committee, TVS Supply Chain Solutions Employee Stock Option Plan 2021 (“ESOP 21”), as formulated and approved by the members of the Company on March 25, 2022 and as amended on April 12, 2023, prior to Initial Public Offering (IPO) of the Company, be and is hereby ratified and approved within the meaning of Regulation 12 of SEBI SBEBSE Regulations, and the board of directors of the Company (“Board” which expression shall also include the Nomination and Remuneration Committee or any other committee that may be constituted by the Board) be and is hereby authorized to create, grant, offer, issue, vest and allot employee stock options, from time to time and to issue fresh options, re-issue options that may have lapsed / cancelled / surrendered, already granted under ESOP 21, in one or more tranches to the eligible employees as defined under ESOP 21 and to such other persons as may from time to time be allowed to be eligible for the benefits of the employee stock option plan under applicable laws and regulations prevailing from time to time, in accordance with ESOP 21, as detailed in the explanatory statement annexed hereto.

RESOLVED FURTHER THAT the Board be and is hereby authorized to make any modifications or revisions to ESOP 21 as it may deem fit, from time to time, provided that the same is in conformity with the Act, as amended, the Companies (Share Capital and Debenture) Rules, 2014, SEBI SBEBSE Regulations, the Memorandum and Articles of Association and any other applicable laws, rules and regulations thereunder, as amended from time to time.

RESOLVED FURTHER THAT the Board is hereby authorized to issue and allot equity shares upon exercise of options from time to time in accordance with the ESOP 21 and such equity shares allotted shall rank pari passu with the existing equity shares of the Company.

RESOLVED FURTHER THAT the Board be and is hereby authorized without prejudice to the generality of the above, but subject to the terms, as approved by the members, to implement, formulate, evolve, decide upon and bring into effect the ESOP 21 on such terms and conditions as broadly contained in the explanatory statement and to make any further modification(s), change(s), variation(s), alteration(s) or revision(s) in the terms and conditions of ESOP 21 (within the contours of the ESOP 21), from time to time, including but not limited to, amendment(s) with respect to vesting conditions, period and schedule, exercise price, exercise period, performance/ eligibility criteria for grant/ vesting or to suspend, withdraw, terminate or revise ESOP 21 in such a manner as the Board or any other person authorized by the Board may determine.

RESOLVED FURTHER THAT the Board be and is hereby severally authorised to take such steps as may be necessary for obtaining approvals, statutory, contractual or otherwise in relation to the above including but not limited to take necessary steps for listing of the equity shares under ESOP 21 on the stock exchanges as per the provisions of the SEBI Listing Regulations, SEBI SBEBSE Regulations and other applicable laws, regulations and to settle all matters arising out of and incidental thereto and to execute all deeds, applications, documents and writings that may be required, on behalf of the Company and generally to do all such acts, deeds, matters and things and to give from time to time such directions as may be necessary, proper, expedient or incidental for the purpose of giving effect to these resolutions and to delegate all or any of the powers herein vested in the Board to any director(s), officer(s) of the Company as may be required to give effect to these resolutions.

RESOLVED FURTHER THAT any of the Directors and/or the Company Secretary of the Company are authorised to certify the true copy of the aforesaid resolutions and the same may be forwarded to any concerned authorities for necessary action”

8. Ratification of extension of the benefits under TVS Supply Chain Solutions Employee Stock Option Plan 2021 to employees of subsidiary companies

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

“RESOLVED THAT pursuant to the provisions of Section 62(1)(b) and other applicable provisions of Companies Act 2013 (“Act”) read with Rule 12 of the Companies (Share Capital and Debentures) Rules 2014 and other applicable rules, circulars, notifications issued thereunder including any statutory modification(s) or re-enactment(s) thereof for time being in force), provisions contained in Memorandum of Association & Articles of Association, the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 (SEBI SBEBSE Regulations) and the Foreign Exchange Management Act, 1999, the Foreign Exchange Management (Non-debt Instruments) Rules, 2019 and the regulations made thereunder and such other applicable laws (including any statutory modification(s) or re-enactments for the time being in force) and subject to such other approvals, permissions and sanctions as may be necessary and such conditions and modifications as may be prescribed or imposed while granting such approvals, permissions and sanctions and based on recommendation of the Board of Directors and Nomination & Remuneration Committee, the extension of TVS Supply Chain Solutions Employee Stock Option Plan, 2021 (“ESOP 21”), as formulated and approved by the members of the Company on March 25, 2022 and as amended on April 12, 2023, prior to Initial Public Offering (IPO) of the Company, to the eligible

employees of present or future subsidiary companies in or outside India, be and is hereby ratified and approved within the meaning of SEBI SBEBSE Regulations and the Board of Directors of the Company ("Board" which expression shall also include the Nomination & Remuneration Committee or any other committee that may be constituted by the Board) to create, offer, grant, issue and allot in one or more tranches under the ESOP 21 at any time to or for the benefit of the eligible employees of present or future subsidiary company in or outside India (as defined in the Act) and to issue fresh options, re-issue options that may have lapsed / cancelled / surrendered, already granted under the ESOP 21.

RESOLVED FURTHER THAT the Board is hereby authorized to issue and allot equity shares upon exercise of options from time to time in accordance with the ESOP 21 and such equity shares allotted shall rank pari passu with the existing equity shares of the Company.

RESOLVED FURTHER THAT the Board be and is hereby authorized without prejudice to the generality of the above, but subject to the terms, as approved by the members, to implement, formulate, evolve, decide upon and bring into effect the ESOP 21 on such terms and conditions as broadly contained in the explanatory statement and to make any further modification(s), change(s), variation(s), alteration(s) or revision(s) in the terms and conditions of ESOP 21 (within the contours of the ESOP 21), from time to time, including but not limited to, amendment(s) with respect to vesting conditions, period and schedule, exercise price, exercise period, performance/ eligibility criteria for grant/ vesting or to suspend, withdraw, terminate or revise ESOP 21 in such a manner as the Board or any other person authorized by the Board may determine.

RESOLVED FURTHER THAT the Board be and is hereby severally authorised to take such steps as may be necessary for obtaining approvals, statutory, contractual or otherwise in relation to the above including but not limited to take necessary steps for listing of the equity shares under ESOP 21 on the stock exchanges as per the provisions of the SEBI Listing Regulations, SEBI SBEBSE Regulations and other applicable laws, regulations and to settle all matters arising out of and incidental thereto and to execute all deeds, applications, documents and writings that may be required, on behalf of the Company and generally to do all such acts, deeds, matters and things and to give from time to time such directions as may be necessary, proper, expedient or incidental for the purpose of giving effect to these resolutions and to delegate all or any of the powers herein vested in the Board to any director(s), officer(s) of the Company as may be required to give effect to these resolutions.

RESOLVED FURTHER THAT any of the Directors and/or the Company Secretary of the Company are authorised to certify the true copy of the aforesaid resolutions and the same may be forwarded to any concerned authorities for necessary action".

By Order of the Board of Directors
For TVS Supply Chain Solutions Limited

Sd/-

Chennai
October 20, 2023

P D Krishna Prasad
Company Secretary

Registered Office: 10, Jawahar Road, Chokkikulam,
Madurai, Tamil Nadu- 625002
CIN: U63011TN2004PLC054655
Tel: 91 44 66857777

Website: <https://www.tvsscs.com>

Email : cs.compliance@tvsscs.com

NOTES:

1. The relevant explanatory statement pursuant to the provisions of Section 102 of the Act read with the relevant Rules made there under, setting out the material facts relating to the aforesaid resolutions and additional information as required under SEBI Listing Regulations with is annexed hereto and forms part of this Notice.
2. In accordance with the MCA circulars, the Notice is being sent only in electronic form to members whose names appear on the register of members/list of beneficial owners as received from the National Securities Depository Limited ('NSDL') and Central Depository Services (India) Limited ('CDSL') (together called "Depositories) and RTA as on Friday, October 20, 2023 ("cut-off date") and who have registered their e-mail addresses with the Company/RTA /Depositories. Physical copies of the Notice along with postal ballot forms and pre-paid business reply envelopes are not being sent to members for this Postal Ballot. The voting rights of the members shall be in proportion to their share of the paid-up equity share capital of the Company as on the cut-off date.
3. Member(s) whose names appear on the register of members/list of beneficial owners as on the cut-off date will be considered for e-voting. A person who is not a member as on the cut-off date should treat this Notice for information purpose only.
4. Pursuant to the provisions of Sections 108 and 110 of the Act read with Rules 20 and 22 of the Rules, Regulation 44 of the SEBI Listing Regulations, SS-2 and the MCA Circulars, the Company is pleased to provide remote e-voting facility to its members, to enable them to cast their votes electronically. The detailed procedure with respect to remote e-voting is mentioned as part of this Notice.
5. The remote e-voting shall commence on **Thursday, October 26, 2023, at 9:00 A.M (IST) and concludes on Friday, November 24, 2023 at 5.00 P.M (IST)**. During this period, members of the Company holding shares in physical or electronic form as on the cut-off date may cast their vote electronically. The e-voting will not be allowed beyond the aforesaid date and time. Once the vote on resolution is cast by a member, no changes shall be allowed subsequently.
6. The Company will issue necessary advertisements in the newspaper/ e-newspaper having all India circulation in English language and in one daily newspaper published in the regional language where the registered office of the Company is situated.
7. In case of joint holders, the member whose name appears as the first holder in the order of names as per the register of members of the Company will be entitled to vote.
8. The Board of Directors has appointed Ms. Nithya Pasupathy (Membership No. FCS 10601), Practicing Company Secretary (CP No. 22562) of SPNP & Associates as Scrutinizer to scrutinize the e-voting process in a fair and transparent manner and they have consented to act as Scrutinizer.
9. This Notice will also be available on the website of the Company at <https://www.tvsscs.com> , the websites of stock exchanges in which the equity shares are listed i.e BSE Limited and National Stock Exchange Limited, the website of RTA at <https://instavote.linkintime.co.in> .
10. All relevant documents referred in this Notice will be made available for inspection electronically until the last date of e-voting. In this regard, the members can send an email to cs.compliance@tvsscs.com.

11. The Scrutinizer will submit his report, after the completion of scrutiny, to the Chairman and Managing Director of the Company or any person authorized by him. The Scrutinizer's decision on the validity of votes cast will be final. The results of e-voting will be announced on or before Monday, November 27, 2023, and will be displayed on the Company's website <https://www.tvsscs.com> and the website of RTA at <https://instavote.linkintime.co.in>. The results will simultaneously be communicated to the stock exchanges and will also be displayed at the registered office of the Company.
12. The resolutions in the Notice, if approved shall be deemed to be passed on the last date of e-voting period i.e. Friday, November 24, 2023.
13. Members who have not registered their e-mail addresses are requested to register the same with the Company's RTA / Depository Participant(s) ("DP") for sending future communication(s) in electronic form.

14. Process to cast votes through remote e-voting:

As per the SEBI circular dated December 9, 2020, individual shareholders holding securities in demat mode can register directly with the depository or will have the option of accessing various ESP portals directly from their demat accounts.

Login method for individual shareholders holding securities in demat mode is given below:

1. Individual shareholders holding securities in demat mode with NSDL
 1. Existing IDeAS user can visit the e-Services website of NSDL viz... <https://eservices.nsd.com/> either on a personal computer or on a mobile. On the e-services home page click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-voting services under value added services. Click on "Access to e-Voting" under e-voting services and you will be able to see e-voting page. Click on company name or e-voting service provider name i.e. LINKINTIME and you will be re-directed to "InstaVote" website for casting your vote during the remote e-voting period.
 2. If you are not registered for IDeAS e-Services, option to register is available at <https://eservices.nsd.com/>. Select "Register Online for IDeAS Portal" or click at <https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp>.
 3. Visit the e-voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsd.com/> either on a personal computer or on a mobile. Once the home page of e-voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen-digit demat account number hold with NSDL), password/OTP and a verification code as shown on the screen. After successful authentication, you will be redirected to NSDL depository site wherein you can see e-voting page. Click on company name or e-voting service provider name i.e. LINKINTIME and you will be redirected to "InstaVote" website for casting your vote during the remote e-voting period.
2. Individual shareholders holding securities in demat mode with CDSL
 1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. The option will be made available to reach e-voting page without any further authentication. The users to login Easi / Easiest are requested to visit CDSL website <https://www.cdslindia.com/> and click on login icon & New System Myeasi Tab and then use your existing my easi username & password.

2. After successful login the Easi / Easiest user will be able to see the e-voting option for eligible companies where the evoting is in progress as per the information provided by the company. On clicking the evoting option, the user will be able to see e-voting page of the e-voting service provider i.e. LINKINTIME for casting your vote during the remote e-voting period. Additionally, there are also links provided to access the system of all e-voting service Providers, so that the user can visit the e-voting service providers' website directly.
 3. If the user is not registered for Easi/Easiest, the option to register is available at CDSL website <https://www.cdslindia.com> and click on login & New System Myeasi Tab and then click on registration option.
 4. Alternatively, the user can directly access the e-voting page by providing demat account number and PAN No. from a e-voting link available on <https://www.cdslindia.com> home page. The system will authenticate the user by sending OTP on registered mobile & email as recorded in the demat account. After successful authentication, the user will be able to see the e-voting option where the e-voting is in progress and also able to directly access the system of all e-voting Service Providers.
3. Individual shareholders (holding securities in demat mode) login through their depository participants You can also login using the login credentials of your demat account through your depository participant registered with NSDL/CDSL for e-voting facility. After successful login, you will be able to see e-voting option. Once you click on e-voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-voting feature. Click on the company name or e-voting service provider name i.e. LinkIntime and you will be redirected to e-voting service provider website for casting your vote during the remote e-voting period.

Login method for individual shareholders holding securities in physical form/ non-individual shareholders holding securities in demat mode is given below:

Individual shareholders of the company, holding shares in physical form / non-individual shareholders holding securities in demat mode as on the cut-off date for e-voting may register for e-voting facility of Link Intime as under:

1. Open the internet browser and launch the URL: <https://instavote.linkintime.co.in>
2. Click on "Sign Up" under 'SHARE HOLDER' tab and register with your following details: -

A. User ID:

Shareholders holding shares in physical form shall provide event no + folio number registered with the Company. Shareholders holding shares in NSDL demat account shall provide 8 character DP ID followed by 8 digit client ID; shareholders holding shares in CDSL demat account shall provide 16 Digit Beneficiary ID.

B. PAN: Enter your 10-digit Permanent Account Number (PAN) (Shareholders who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable.

C. DOB/DOI: Enter the Date of Birth (DOB) / Date of Incorporation (DOI) (As recorded with your DP / Company - in DD/MM/YYYY format)

D. Bank Account Number: Enter your Bank Account Number (last four digits), as recorded with your DP/Company.

**Shareholders holding shares in physical form but have not recorded 'C' and 'D', shall provide their Folio number in 'D' above*

**Shareholders holding shares in NSDL form, shall provide 'D' above*

- ▶ Set the password of your choice (The password should contain minimum 8 characters, at least one special Character (@!#\$%&*), at least one numeral, at least one alphabet and at least one capital letter).
- ▶ Click “confirm” (Your password is now generated).

3. Click on ‘Login’ under ‘SHARE HOLDER’ tab.
4. Enter your User ID, Password and Image Verification (CAPTCHA) Code and click on ‘Submit’.

Cast your vote electronically:

1. After successful login, you will be able to see the notification for e-voting. Select ‘View’ icon.
2. E-voting page will appear.
3. Refer the resolution description and cast your vote by selecting your desired option ‘Favour / Against’ (If you wish to view the entire resolution details, click on the ‘View Resolution’ file link).
4. After selecting the desired option i.e. Favour / Against, click on ‘Submit’. A confirmation box will be displayed. If you wish to confirm your vote, click on ‘Yes’, else to change your vote, click on ‘No’ and accordingly modify your vote.

Guidelines for Institutional shareholders:

Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on the e-voting system of LIPL at <https://instavote.linkintime.co.in/> and register themselves as ‘Custodian / Mutual Fund / Corporate Body’. They are also required to upload a scanned certified true copy of the board resolution /authority letter/power of attorney etc. together with attested specimen signature of the duly authorised representative(s) in PDF format in the ‘Custodian / Mutual Fund / Corporate Body’ login for the Scrutinizer to verify the same.

Helpdesk for Individual Shareholders holding securities in physical mode/ Institutional shareholders:

Shareholders facing any technical issue in login may contact Link Intime INSTAVOTE helpdesk by sending a request at enotices@linkintime.co.in or contact on: - Tel: 022 – 4918 6000.

Helpdesk for Individual Shareholders holding securities in demat mode:

Individual Shareholders holding securities in demat mode may contact the respective helpdesk for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk Details
Individual shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at : 022 - 4886 7000 and 022 - 2499 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

Individual Shareholders holding securities in physical mode has forgotten the password:

If an Individual Shareholders holding securities in physical mode has forgotten the USER ID [Login ID] or Password or both then the shareholder can use the “Forgot Password” option available on the e-voting website of Link Intime: <https://instavote.linkintime.co.in/>

- o Click on 'Login' under 'SHARE HOLDER' tab and further Click 'forgot password?'
- o Enter User ID, select Mode and Enter Image Verification code (CAPTCHA). Click on "SUBMIT".

In case shareholders is having valid email address, password will be sent to his / her registered e-mail address. Shareholders can set the password of his/her choice by providing the information about the particulars of the security question and answer, PAN, DOB/DOI, bank account number (last four digits) etc. as mentioned above. The password should contain minimum 8 characters, at least one special character (@!#\$%&*), at least one numeral, at least one alphabet and at least one capital letter.

User ID for shareholders holding shares in physical form (i.e. share certificate): Your User ID is Event No + Folio Number registered with the Company

Individual Shareholders holding securities in demat mode with NSDL/ CDSL has forgotten the password:

Shareholders who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned depository/ depository participants website.

- It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- For shareholders/ members holding shares in physical form, the details can be used only for voting on the resolutions contained in this Notice.
- During the voting period, shareholders/ members can login any number of time till they have voted on the resolution(s) for a particular "Event".

STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013 READ WITH RULE 22 OF THE COMPANIES (MANAGEMENT AND ADMINISTRATION) RULES, 2014 AND ADDITIONAL INFORMATION AS REQUIRED UNDER THE SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015

ITEM NO. 1

As a process of augmenting the Board profile of our Company, the Board of Directors had appointed Sri. K. Ananth Krishnan (DIN:10278010) as an additional director in the category of an Independent Director on the Board of the Company for a term of 5 years with effect from August 29, 2023 subject to approval of the members of the Company. In terms of Section 160 of the Act, the Nomination and Remuneration Committee (“NRC”) and the Board have recommended the appointment of Sri. K. Ananth Krishnan as an Independent Director pursuant to the provisions of Sections 149 and 152 of the Act.

Sri. K. Ananth Krishnan has confirmed his eligibility and has given his consent to be appointed as Independent Director of the Company as provided in Section 149(6) of the Act and rules made thereunder and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) as amended. The Company has also received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing the candidature of Sri. K. Ananth Krishnan to be appointed as Director of the Company.

Sri. K. Ananth Krishnan will be entitled to receive remuneration by way of sitting fees as approved by the Board of Directors, reimbursement of expenses for participation in the Board / Committee meetings and such remuneration as may be approved by the Board of Directors on the recommendation of NRC within the limits prescribed under Companies Act, 2013.

Sri. K Ananth Krishnan retired as the Chief Technology Officer of Tata Consultancy Services. Sri. K Ananth Krishnan is a M. Tech. in Computer Science, a MSc. in Physics from the Indian Institute of Technology, Delhi and a BSc. in Physics from Fergusson College in Pune. Sri. K Ananth Krishnan specialises in research and innovation on networks and inter -disciplinary applications.

In view of his diversified and vast experience, it is proposed that Sri. K Ananth Krishnan be appointed as Independent Director of the Company. Accordingly, the Board of Directors recommends the special resolution set out in Item No. 1 of the Notice for approval by the members. In the opinion of the Board, Sri. K Ananth Krishnan fulfils the conditions specified in the Companies Act, 2013, rules made thereunder and the Listing Regulations for appointment as Independent Director of the Company and is independent of the management of the Company.

Details of Sri K Ananth Krishnan pursuant to Regulation 36(3) of Listing Regulations and Secretarial Standard on General Meetings (SS2) issued by The Institute of Company Secretaries of India are provided in the Annexure to this Notice.

The Board of Directors recommends passing of the special resolution as set out at Item No. 1 of this Notice.

Save and except Sri K Ananth Krishnan, none of the other directors, key managerial personnel of the Company and their relatives are concerned or interested, financially or otherwise in this resolution.

ITEM NO. 2

As a process of augmenting the Board profile of our Company, the Board of Directors had appointed Sri. Narayan K Seshadri (DIN:00053563) as an additional director in the category of an Independent Director on the Board of the Company for a term of 5 years with effect from August 29, 2023, subject to approval of the members of the Company. In terms of Section 160 of the Act, the Nomination and Remuneration Committee (“NRC”) and the Board have recommended the appointment of Sri. Narayan K Seshadri as an Independent Director pursuant to the provisions of Sections 149 and 152 of the Act.

Sri. Narayan K Seshadri has confirmed his eligibility and has given his consent to be appointed as Independent Director of the Company as provided in Section 149(6) of the Act and rules made thereunder and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations) as amended. The Company has also received a notice in writing under Section 160 of the Act from a member proposing the candidature of Sri. Narayan K Seshadri to be appointed as Director of the Company.

Sri. Narayan K Seshadri will be entitled to receive remuneration by way of sitting fees as approved by the Board of Directors, reimbursement of expenses for participation in the Board / Committee meetings and such remuneration as may be approved by the Board on the recommendation of NRC within the limits prescribed under Act.

Sri. Narayan K Seshadri graduated from the University of Bangalore and qualified as a Chartered Accountant in 1983. Sri. Narayan K. Seshadri has over 40 years of experience across different sectors and focuses on business transformation with a wide understanding of emerging technologies, regulations and preferences.

In view of his diversified and vast experience, it is proposed that Sri. Narayan K Seshadri be appointed as Independent Director of the Company. Accordingly, the Board of Directors recommends the special resolution set out at Item No. 2 of the Notice for approval by the members. In the opinion of the Board, Sri. Narayan K Seshadri fulfils the conditions specified in the Act, rules made thereunder and the Listing Regulations for appointment as Independent Director of the Company and is independent of the management of the Company.

Details of Sri Narayan K Seshadri pursuant to Regulation 36(3) of Listing Regulations and Secretarial Standard on General Meetings (SS2) issued by The Institute of Company Secretaries of India are provided in the Annexure to this Notice.

The Board of Directors recommends passing of the special resolution as set out at Item No. 2 of this Notice.

Save and except Sri Narayan K Seshadri, none of the other directors, key managerial personnel of the Company and their relatives are concerned or interested, financially or otherwise in the resolutions proposed at Item No. 2 of this Notice.

ITEM NO. 3 and 4

The shareholders of the Company at its extra-ordinary general meeting held on March 1, 2018, had approved TVS SCS Management Incentive Plan I 2018 ("MIP I"), as amended by the members at their meeting held on November 19, 2018, March 24, 2021, January 31, 2022 and on April 12, 2023. The Company got its shares listed at National Stock Exchange of India Limited and BSE Limited on August 23, 2023. As per Regulation 12 of Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 ("SEBI SBEBSE Regulations"), Company shall make any fresh grant (subsequent to the IPO) which involves allotment or transfer of shares to its employees under any employee stock option scheme formulated prior to its IPO and prior to the listing of its equity shares ('Pre-IPO scheme') only after ratification of such Pre-IPO schemes by the shareholders. Accordingly, it is proposed to place the MIP I before the shareholders for their ratification and approval, in compliance with Regulation 12 of SEBI SBEBSE Regulations. The MIP I is in conformity with the SEBI SBEBSE Regulations and the Company has not made any fresh grant of options to employees after listing of its shares. Further, pursuant to Regulation 6(3)(c) of SBEB Regulations and Section 62(1)(b) of the Act, ratification and approval of the members is being sought, by way of a separate special resolution for extension and grant of the Options under the MIP I to the eligible employees of subsidiary companies as detailed in Resolution No.4 of this Notice.

The Board is in the process of identification of employees who are contributing to the growth and profitability of the Company based on their performance, value creation, leadership to grant the options under MIP I.

The disclosures as required under applicable laws are as follows:

S. No.	Requirement	Disclosure
1	A brief description of MIP I	The objective of MIP I is to reward, motivate and retain desired talent for high level of individual performance and also to create a culture of ownership and building commitment towards the Company, to foster a sense of participation amongst the eligible employee to align employees' objectives towards critical goals/ milestones of the Company.
2	Total number of options to be granted	<p>The maximum numbers of Options that may be granted by the Company post its IPO under MIP I shall not exceed 2,04,560 (two lakhs four thousand five hundred and sixty) options ('Options'), corresponding to 2,04,560 fully paid- up equity shares of ₹ 1 (Rupee one only) each (consequent to sub-division of equity shares in the ratio of 1:10).</p> <p>The Company had, prior to its IPO, already granted 1,24,80,890 (one crore twenty four lakhs eighty thousand eight hundred and ninety) Options under MIP I to the eligible employees. corresponding to 1,24,80,890 fully paid- up equity shares of ₹ 1 (Rupee one only) each (consequent to sub-division of equity shares in the ratio of 1:10).</p>
3	Identification of classes of employees entitled to participate in MIP I	<p>Subject to determination or selection by the Nomination and Remuneration Committee ("NRC") , the following classes of employees/directors are eligible being:</p> <ul style="list-style-type: none"> (a) an employee of the Company who has been working in India or out of India; or (b) a director of the Company, whether a whole time director or not but excluding an independent director; or (c) an employee as defined in clauses (a) or (b) of a subsidiary in India or outside India. <p>but does not include:</p> <ul style="list-style-type: none"> - an employee who is a promoter or belongs to the promoter group; or - a director who either himself/herself or through his/her relative or through any body corporate, directly or indirectly, holds more than ten percent of the outstanding equity shares of the Company <p>The NRC while granting the Options to any eligible employee(s) of any subsidiary(ies) shall at its discretion, consider the factors including but not limited to the role(s) of such employee(s) for</p>

		safeguarding the interest of the Company, or such employee's contribution to the Company.
4	Requirements of vesting and period of vesting;	<p>The Options shall vest not less than one year from the date of grant or not later than March 31, 2024 or such other period as determined by the NRC. The vesting of the Options shall be subject to such conditions as may be prescribed under MIP I.</p> <p>(a) If a Grantee's employment with the Company terminates due to voluntary resignation on the part of the Grantee, then all Options vested as on the date of resignation can be exercised by an employee prior to the expiry of exercise period or within 60 days of date of resignation, whichever is earlier. If a Grantee's employment with the Company terminates due to completion of his/her contract, then all Options which are vested at the time of completion of the contract can be exercised prior to the expiry of exercise period or within 60 days of date of termination, whichever is earlier.</p> <p>(b) In the event of death or permanent incapacity of an employee, the minimum vesting period shall not be applicable and in such instances, all the unvested Options shall vest with effect from date of the death or permanent incapacity and the Options must be exercised as below:</p> <ul style="list-style-type: none"> ▪ in case of death, within 1 year from the date of death or such extended time provided by the NRC. ▪ in case of total and permanent disability, within 1 year from the date of total and permanent disability or such extended time provided by the NRC. <p>In case of retirement, all unvested Options as on the date of retirement would continue to vest in accordance with the original vesting schedules even after the retirement unless otherwise determined by the NRC in accordance with the Company's policies and provisions of the then prevailing applicable law.</p>
5	The maximum period within which the options shall be vested	The Options shall vest not less than one year from the date of grant or not later than March 31, 2024 or such other period as determined by the NRC .
6	Exercise price or pricing formulae	The exercise price per Option shall be equal to INR 95 (not being less than the face value of equity shares of the Company)
7	Exercise period and process of exercise	<p>The exercise period in respect of the vested Options shall be not later than March 31, 2024 from the date of last vesting or such other period as determined by the NRC .</p> <p>The vested Option shall be exercisable by the grantees by a written application to the Company expressing his/ her desire to exercise such Options in such manner and in such format as may be</p>

		prescribed by the NRC from time to time. Exercise of Options shall be entertained only after payment of requisite exercise price and satisfaction of applicable taxes by the grantee.
8	Appraisal process for determining the eligibility of employees under MIP I	The appraisal process for determining the eligibility of the employees will be specified by the NRC, based on evaluation parameters such as performance, value creation, leadership and such other criteria as may be determined by the NRC.
9	Maximum number of options to be issued per employee and in aggregate	The maximum number of options that may be granted to any specific employee under the MIP I shall not be more than 1% of issued capital (excluding warrants and conversions) of the Company at the time of grant of Options.
10	Maximum quantum of benefits to be provided per employee under the MIP I	The maximum quantum of benefits that will be provided to any eligible employee under the MIP I will be the difference between the market value of Company's shares on the stock exchanges as on the date of exercise of Options and the exercise price paid by the employee.
11	Whether MIP I is to be implemented and administered directly by the Company or through a trust	The MIP I shall be implemented and administered directly by the Company.
12	Whether MIP I involves new issue of shares by the company or secondary acquisition by the trust or both	The MIP I contemplates issue of fresh/primary equity shares by the Company.
13	Amount of loan to be provided for implementation of MIP I by the Company to the trust, its tenure, utilisation, repayment terms, etc.	Not applicable since this is currently not contemplated under the MIP I.
14	Maximum percentage of secondary acquisition that can be made by the Trust for the purposes of MIP I	Not applicable since this is currently not contemplated under the MIP I.
15	Accounting and Disclosure Policies	The Company shall follow the IND AS 102 on Share based payments and/or any relevant accounting standards/guidance note as may be prescribed by the Institute of Chartered Accountants of India or any other competent authority, from time to time, including the disclosure requirements prescribed therein, in compliance with Regulation 15 of SBEB Regulations.
16	Method of valuation of Options by the Company	The Company shall adopt 'intrinsic value method' for valuation of Options as prescribed under IND AS 102 on Share-based payments or any accounting standard/ guidance note, as applicable, notified by competent authorities from time to time.

		As the Company opts for expensing of share based employee benefits using the intrinsic value, the difference between the employee compensation cost so computed and the employee compensation cost that shall have been recognized if it had used the fair value of the Options and the impact of this difference on profits and on Earning Per Share (EPS) of the Company, shall also be disclosed in the Board's Report.
17	Lock-in period	The Shares issued pursuant to exercise of vested Options shall not be subject to any lock-in period restriction in general. Usual restrictions as may be prescribed under the applicable laws including that under the code of conduct framed, if any, by the Company under the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, as amended, shall apply.
18	Terms & conditions for buyback, if any, of specified securities/ Options covered granted under MIP I	Subject to the provisions of the applicable laws, the Board/NRC shall determine the procedure for buy-back of the specified securities/Options if to be undertaken at any time by the Company and the applicable terms and conditions thereof.

The relevant documents referred to in the resolutions, would be available for inspection by the members as set out in the Notice.

None of the Directors and key managerial personnel of the Company, including their relatives, are interested or concerned in the resolutions, except to the extent they may be lawfully granted Options under the MIP I.

The Board recommends the Resolutions set out at Item Nos.3 and 4 in this Notice, for approval of the members by way of Special Resolutions.

Item No. 5 and 6:

The shareholders of the Company at its extra-ordinary general meeting held on March 1, 2018, had approved TVS SCS Management Incentive Plan II 2018 ("MIP II"), as amended by the members at their meeting held on November 19, 2018, March 24, 2021, January 31, 2022, August 12, 2022, December 6, 2022, January 17, 2023 and on April 12, 2023. The Company got its shares listed at National Stock Exchange of India Limited and BSE Limited on August 23, 2023. As per Regulation 12 of Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 ("SEBI SBEBSE Regulations"), Company shall make any fresh grant (subsequent to the IPO) which involves allotment or transfer of shares to its employees under any employee stock option scheme formulated prior to its IPO and prior to the listing of its equity shares ('Pre-IPO scheme') only after ratification of such Pre-IPO schemes by the shareholders.

Accordingly, it is proposed to place the MIP II before the shareholders for their ratification and approval, in compliance with Regulation 12 of SEBI SBEBSE Regulations. The MIP II is in conformity with the SEBI SBEBSE Regulations and the Company has not made any fresh grant of options to employees after listing of its shares. Further, pursuant to Regulation 6(3)(c) of SBEB Regulations and Section 62(1)(b) of the Act, ratification and approval of the members is being sought, by way of a separate special resolution for extension and grant of the Options under the MIP II to the eligible employees of subsidiary company(ies) as detailed in Resolution No.6 of this Notice.

The Board is in the process of identification of employees who are contributing to the growth and profitability of the Company based on their performance, value creation, leadership to grant the options under MIP II.

The disclosures as required under applicable laws are as follows:

S. No.	Requirement	Disclosure
1	A brief description of MIP II	The objective of MIP II is to reward, motivate and retain desired talent for high level of individual performance and also to create a culture of ownership and building commitment towards the Company, to foster a sense of participation amongst the eligible employee to align employees' objectives towards critical goals/ milestones of the Company.
2	Total number of options to be granted	<p>The maximum numbers of Options that may be granted by the Company post its IPO under MIP II shall not exceed 10,52,330 (ten lakhs fifty two thousand three hundred and thirty) options ('Options'), corresponding to 10,52,330 fully paid- up equity shares of ₹ 1 (Rupee one only) each (consequent to sub-division of equity shares in the ratio of 1:10).</p> <p>The Company had, prior to its IPO, already granted 40,92,670 (forty lakhs ninety two thousand six hundred and seventy) Options under MIP I to the eligible employees corresponding to 40,92,670 fully paid- up equity shares of ₹ 1 (Rupee one only) each (consequent to sub-division of equity shares in the ratio of 1:10).</p>
3	Identification of classes of employees entitled to participate in MIP II	<p>Subject to determination or selection by the Nomination and Remuneration Committee ("NRC") , the following classes of employees/directors are eligible being:</p> <ul style="list-style-type: none"> (a) an employee of the Company who has been working in India or out of India; or (b) a director of the Company, whether a whole time director or not but excluding an independent director; or (c) an employee as defined in clauses (a) or (b) of a subsidiary in India or outside India. <p>but does not include:</p> <ul style="list-style-type: none"> - an employee who is a promoter or belongs to the promoter group; or - a director who either himself/herself or through his/her relative or through any body corporate, directly or indirectly, holds more than ten percent of the outstanding equity shares of the Company <p>The NRC while granting the Options to any eligible employee(s) of any subsidiary(ies) shall at its discretion, consider the factors including but not limited to the role(s) of such employee(s) for safeguarding the interest of the Company, or such employee's contribution to the Company.</p>

4	Requirements of vesting and period of vesting;	<p>The Options shall vest not less than one year from the date of grant or such other period as determined by the NRC . The vesting of the Options shall be subject to such conditions as may be prescribed under MIP II.</p> <p>(a) If a Grantee’s employment with the Company terminates due to voluntary resignation on the part of the Grantee, then all Options vested in the employee as on the date of resignation can be exercised by an employee prior to the expiry of exercise period or within 60 days of date of resignation, whichever is earlier. If a Grantee’s employment with the Company terminates due to completion of his/her contract, then all Options which are vested at the time of completion of the contract can be exercised prior to the expiry of exercise period or within 60 days of date of termination, whichever is earlier.</p> <p>(b) In the event of death or permanent incapacity of an employee, the minimum vesting period shall not be applicable and in such instances, all the unvested Options shall vest with effect from date of the death or permanent incapacity and the Options must be exercised as below:</p> <ul style="list-style-type: none"> ▪ in case of death, within 1 year from the date of death or such extended time provided by the NRC. ▪ in case of total and permanent disability, within 1 year from the date of total and permanent disability or such extended time provided by the NRC. <p>In case of retirement, all unvested Options as on the date of retirement would continue to vest in accordance with the original vesting schedules even after the retirement unless otherwise determined by the NRC in accordance with the Company’s policies and provisions of the then prevailing applicable law.</p>
5	The maximum period within which the options shall be vested	The Options shall vest not less than one year from the date of grant or such other period as determined by the NRC.
6	Exercise price or pricing formulae	The exercise price per Option shall be equal to INR 95 (not being less than the face value of equity shares of the Company)
7	Exercise period and process of exercise	<p>The exercise period in respect of the vested Options shall be not later than August 22, 2024 from the date of last vesting or such other period as determined by the NRC .</p> <p>The vested Option shall be exercisable by the grantees by a written application to the Company expressing his/ her desire to exercise such Options in such manner and in such format as may be prescribed by the NRC from time to time. Exercise of Options shall be entertained only after payment of requisite exercise price and satisfaction of applicable taxes by the grantee.</p>

8	Appraisal process for determining the eligibility of employees under MIP II	The appraisal process for determining the eligibility of the employees will be specified by the NRC, based on evaluation parameters such as performance, value creation, leadership and such other criteria as may be determined by the NRC.
9	Maximum number of options to be issued per employee and in aggregate	The maximum number of options that may be granted to any specific employee under the MIP II shall not be more than 1% of issued capital (excluding warrants and conversions) of the Company at the time of grant of Options.
10	Maximum quantum of benefits to be provided per employee under the MIP II	The maximum quantum of benefits that will be provided to any eligible employee under the MIP II will be the difference between the market value of Company's shares on the stock exchanges as on the date of exercise of Options and the exercise price paid by the employee.
11	Whether MIP II is to be implemented and administered directly by the Company or through a trust	The MIP II shall be implemented and administered directly by the Company.
12	Whether MIP II involves new issue of shares by the company or secondary acquisition by the trust or both	The MIP II contemplates issue of fresh/primary equity shares by the Company.
13	Amount of loan to be provided for implementation of MIP I by the Company to the trust, its tenure, utilisation, repayment terms, etc.	Not applicable since this is currently not contemplated under the MIP II.
14	Maximum percentage of secondary acquisition that can be made by the Trust for the purposes of MIP II	Not applicable since this is currently not contemplated under the MIP II.
15	Accounting and Disclosure Policies	The Company shall follow the IND AS 102 on Share based payments and/or any relevant accounting standards/guidance note as may be prescribed by the Institute of Chartered Accountants of India or any other competent authority, from time to time, including the disclosure requirements prescribed therein, in compliance with Regulation 15 of SBEB Regulations.
16	Method of valuation of Options by the Company	<p>The Company shall adopt 'intrinsic value method' for valuation of Options as prescribed under IND AS 102 on Share-based payments or any accounting standard/ guidance note, as applicable, notified by competent authorities from time to time.</p> <p>As the Company opts for expensing of share based employee benefits using the intrinsic value, the difference between the employee compensation cost so computed and the employee compensation cost that shall have been recognized if it had used the fair value of the Options and the impact of this difference on</p>

		profits and on Earning Per Share (EPS) of the Company, shall also be disclosed in the Board's Report.
17	Lock-in period	The Shares issued pursuant to exercise of vested Options shall not be subject to any lock-in period restriction in general. Usual restrictions as may be prescribed under the applicable laws including that under the code of conduct framed, if any, by the Company under the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, as amended, shall apply.
18	Terms & conditions for buyback, if any, of specified securities/ Options covered granted under MIP II	Subject to the provisions of the applicable laws, the Board/NRC shall determine the procedure for buy-back of the specified securities/Options if to be undertaken at any time by the Company and the applicable terms and conditions thereof.

The relevant documents referred to in the resolutions, would be available for inspection by the members as set out in the Notice.

None of the Directors and key managerial personnel of the Company, including their relatives, are interested or concerned in the resolutions, except to the extent they may be lawfully granted Options under the MIP II.

The Board recommends the Resolutions set out at Item Nos.5 and 6 in this Notice, for approval of the members by way of Special Resolutions.

Item No. 7 and 8

The shareholders of the Company at its extra-ordinary general meeting held on March 25, 2022, had approved TVS Supply Chain Solutions Employee Stock Option Plan 2021("ESOP 21"), as amended by the members at their meeting held on April 12, 2023. The Company got its shares listed at National Stock Exchange of India Limited and BSE Limited on August 23, 2023. As per Regulation 12 of Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 ("SEBI SBEBSE Regulations"), Company shall make any fresh grant (subsequent to the IPO) which involves allotment or transfer of shares to its employees under any employee stock option scheme formulated prior to its IPO and prior to the listing of its equity shares ("Pre-IPO scheme") only after ratification of such Pre-IPO schemes by the shareholders.

Accordingly, it is proposed to place the ESOP 21 before the shareholders for their ratification and approval, in compliance with Regulation 12 of SEBI SBEBSE Regulations. ESOP 21 is in conformity with the SEBI SBEBSE Regulations and the Company has not made any fresh grant of options to employees after listing of its shares. Further, pursuant to Regulation 6(3)(c) of SBEB Regulations and Section 62(1)(b) of the Act, ratification and approval of the members is being sought, by way of a separate special resolution for extension and grant of the Options under ESOP 21 to the eligible employees of subsidiary company(ies) as detailed in Resolution No.8 of this Notice.

The Board is in the process of identification of employees who are contributing to the growth and profitability of the Company based on their performance, value creation, leadership. to grant the options under ESOP 21.

The disclosures as required under applicable laws are as follows:

S. No.	Requirement	Disclosure
1	A brief description of ESOP 21	The objective of ESOP 21 is to create a sense of ownership and participation amongst the employees; motivate the employees with incentives and reward opportunities; drive entrepreneurship mindset of value creation for the organization; provide means to enable the Company to attract and retain appropriate human talent in the employment of the Company and achieve sustained growth of the Company and the creation of shareholder value by aligning the interests of the Employees with the long-term interests of the Company.
2	Total number of options to be granted	The maximum numbers of Options that may be granted by the Company post its IPO under ESOP 21 shall not exceed 36,00,000 (thirty six lakhs) options ('Options'), corresponding to 36,00,000 fully paid- up equity shares of ₹ 1 (Rupee one only) each (consequent to sub-division of equity shares in the ratio of 1:10). The Company prior to its IPO had not granted Options under ESOP 21
3	Identification of classes of employees entitled to participate in ESOP 21	Subject to determination or selection by the Nomination and Remuneration Committee ("NRC") , the following classes of employees/directors are eligible being: <ul style="list-style-type: none"> (a) an employee of the Company who has been working in India or out of India; or (b) a director of the Company, whether a whole time director or not but excluding an independent director; or (c) an employee as defined in clauses (a) or (b) of a subsidiary in India or outside India. but does not include: <ul style="list-style-type: none"> - an employee who is a promoter or belongs to the promoter group; or - a director who either himself/herself or through his/her relative or through any body corporate, directly or indirectly, holds more than ten percent of the outstanding equity shares of the Company The NRC while granting the Options to any eligible employee(s) of any subsidiary(ies) shall at its discretion, consider the factors including but not limited to the role(s) of such employee(s) for safeguarding the interest of the Company, or such employee's contribution to the Company.
4	Requirements of vesting and period of vesting	All the Options granted on any date shall vest not earlier than the minimum vesting period of 1 (one) year and not later than 4 (four) years from the grant date. The vesting of the Options shall be subject to such conditions as may be prescribed under ESOP 21. <ul style="list-style-type: none"> (a) If a Grantee's employment with the Company terminates due to voluntary resignation on the part of the Grantee, then all Options vested as on the date of resignation can be exercised by

		<p>an employee prior to the expiry of exercise period or within 60 days of date of resignation, whichever is earlier. If a Grantee's employment with the Company terminates due to completion of his/her contract, then all Options which are vested at the time of completion of the contract can be exercised within such period as may be stipulated by the NRC.</p> <p>(b) In the event of death or permanent incapacity of an employee, the minimum vesting period shall not be applicable and in such instances, all the unvested Options shall vest with effect from date of the death or permanent incapacity and the Options must be exercised within such period as may be stipulated by the NRC.</p> <p>In the event of a termination of employment for reasons other than those referred in clause (a) or (b), all Options which have not vested will lapse forthwith. The vested Options can be exercised by the employee prior to the expiry of exercise period or such extended period as determined by the NRC.</p> <p>In case of retirement, all unvested Options as on the date of retirement would continue to vest in accordance with the original vesting schedules even after the retirement unless otherwise determined by the NRC in accordance with the Company's policies and provisions of the then prevailing applicable law.</p>
5	The maximum period within which the options shall be vested	All the Options granted on any date shall vest not later than 4 (four years) from the date of grant, subject to a minimum period of one year from the date of grant.
6	Exercise price or pricing formulae	The exercise price per Option shall be equal to ₹ 1 (not being less than the face value of equity shares of the Company)
7	Exercise period and process of exercise	<p>The exercise period in respect of the vested Options shall be within such period as determined by the NRC .</p> <p>The vested Option shall be exercisable by the grantees by a written application to the Company expressing his/ her desire to exercise such Options in such manner and in such format as may be prescribed by the NRC from time to time. Exercise of Options shall be entertained only after payment of requisite exercise price and satisfaction of applicable taxes by the grantee.</p>
8	Appraisal process for determining the eligibility of employees under ESOP 21	The appraisal process for determining the eligibility of the employees will be specified by the NRC, based on performance appraisal, seniority, period of service, role of the eligible employee, the present and potential contribution to the growth of the Company and such other criteria as may be determined by the NRC.

9	Maximum number of options to be issued per employee and in aggregate	The maximum number of options that may be granted to any specific employee under ESOP 21 shall not be more than 1% of issued capital (excluding warrants and conversions) of the Company at the time of grant of Options.
10	Maximum quantum of benefits to be provided per employee under ESOP 21	The maximum quantum of benefits that will be provided to any eligible employee under ESOP 21 will be the difference between the market value of Company's shares on the stock exchanges as on the date of exercise of Options and the exercise price paid by the employee.
11	Whether ESOP 21 is to be implemented and administered directly by the Company or through a trust	ESOP 21 shall be implemented and administered directly by the Company.
12	Whether ESOP 21 involves new issue of shares by the company or secondary acquisition by the trust or both	ESOP 21 contemplates issue of fresh/primary equity shares by the Company.
13	Amount of loan to be provided for implementation of ESOP 21 by the Company to the trust, its tenure, utilisation, repayment terms, etc.	Not applicable since this is currently not contemplated under ESOP 21.
14	Maximum percentage of secondary acquisition that can be made by the Trust for the purposes of ESOP 21	Not applicable since this is currently not contemplated under ESOP 21.
15	Accounting and Disclosure Policies	The Company shall follow the IND AS 102 on Share based payments and/or any relevant accounting standards/guidance note as may be prescribed by the Institute of Chartered Accountants of India or any other competent authority, from time to time, including the disclosure requirements prescribed therein, in compliance with Regulation 15 of SBEB Regulations.
16	Method of valuation of Options by the Company	The Company shall adopt 'intrinsic value method' for valuation of Options as prescribed under IND AS 102 on Share-based payments or any accounting standard/ guidance note, as applicable, notified by competent authorities from time to time. As the Company opts for expensing of share based employee benefits using the intrinsic value, the difference between the employee compensation cost so computed and the employee compensation cost that shall have been recognized if it had used the fair value of the Options and the impact of this difference on profits and on Earning Per Share (EPS) of the Company, shall also be disclosed in the Board's Report.
17	Lock-in period	The Shares issued pursuant to exercise of vested Options shall not be subject to any lock-in period restriction in general. Usual restrictions as

		may be prescribed under the applicable laws including that under the code of conduct framed, if any, by the Company under the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, as amended, shall apply.
18	Terms & conditions for buyback, if any, of specified securities/ Options covered granted under ESOP 21	Subject to the provisions of the applicable laws, the Board/NRC shall determine the procedure for buy-back of the specified securities/Options if to be undertaken at any time by the Company and the applicable terms and conditions thereof.

The relevant documents referred to in the resolutions, would be available for inspection by the members as set out in the Notice.

None of the Directors and key managerial personnel of the Company, including their relatives, are interested or concerned in the resolutions, except to the extent they may be lawfully granted Options under ESOP 21.

The Board recommends the Resolutions set out at Item Nos.7 and 8 in this Notice, for approval of the members by way of Special Resolutions.

By Order of the Board of Directors
For **TVS Supply Chain Solutions Limited**

Sd/-

P D Krishna Prasad
Company Secretary

Registered Office: 10, Jawahar Road, Chokkikulam,
Madurai, Tamil Nadu- 625002
CIN: U63011TN2004PLC054655
Tel: 91 44 66857777

Website: <https://www.tvsscs.com>

Email : cs.compliance@tvsscs.com

Chennai
October 20, 2023

ANNEXURE TO THE POSTAL BALLOT NOTICE

Name	Sri Ananth Krishnan	Sri Narayan K Seshadri
Date of Birth / Age	July 15, 1963 / 60 Years	April 13, 1957 / 66 Years
Nationality	Indian	Indian
Directors Identification Number (DIN)	10278010	00053563
Qualification	M. Tech. in Computer Science, M. Sc in Physics	Chartered Accountant
Experience (including expertise in specific functional areas) / Brief Profile	<p>Sri. K Ananth Krishnan specializes in research and innovation on networks and inter disciplinary applications.</p> <p>Sri K Ananth Krishnan retired as the Chief Technology Officer of Tata Consultancy Services.</p> <p>Sri Ananth Krishnan has served on several Governing Councils of Academia, Industry Advisory boards, multilateral industry bodies and Government committees.</p>	<p>Sri. Narayan K. Seshadri has over 40 years of experience across different sectors and focuses on business transformation with a wide understanding of emerging technologies, regulations and preferences.</p> <p>Sri Narayan K Seshadri served on the Boards of several companies in banking, health care and financial sectors .</p>
Date of first appointment on the Board	August 29, 2023	August 29, 2023
Number of Meetings of the Board attended during F.Y. 2023-24	1 (one)	1 (one)
Terms and conditions of appointment	As per the resolution set out at Item No. 1 of the Postal Ballot Notice read with statement pursuant to Section 102 of the Act.	As per the resolution set out at Item No. 2 of the Postal Ballot Notice read with statement pursuant to Section 102 of the Act.
Remuneration last drawn (including sitting fees, if any) during F.Y. 2023-24	Rs. 1.75 lakh (sitting fee)	Rs. 1.00 lakh (sitting fee)
Remuneration proposed to be paid	Entitled to receive sitting fees for attending meetings of the Board or any committees thereof and such remuneration, as may be determined by the Board from time to time.	Entitled to receive sitting fees for attending meetings of the Board or any committees thereof and such remuneration, as may be determined by the Board from time to time.
Directorships in other companies	TVS SCS Singapore Pte Ltd	<ul style="list-style-type: none"> i. PI Industries Limited ii. Astrazeneca Pharma India Limited

		<ul style="list-style-type: none"> iii. Kalpataru Projects International Limited iv. Max Healthcare Institute Limited v. SBI Life Insurance Company Limited vi. Pi Health Sciences Limited vii. India Debt Resolution Company Limited viii. Kritdeep Properties Private Limited ix. A2o Software India Private Limited x. Halcyon Resources & Management Private Limited xi. Re Sustainability Limited xii. Tranzmute Capital & Management Private Limited xiii. Clearcorp Dealing Systems (India)Limited xiv. Halcyon Enterprises Private Limited xv. Svasth-Heart India Foundation
<p>Membership/ Chairmanship of Committees of other companies</p>	<p>Not applicable</p>	<p><u>Memberships</u></p> <p>P I Industries Limited:</p> <ul style="list-style-type: none"> ▪ Audit Committee ▪ Nomination and Remuneration Committee ▪ Risk Management Committee <p>Kalpataru Projects International Limited</p> <ul style="list-style-type: none"> ▪ Audit Committee <p>Astrazeneca Pharma India Limited</p> <ul style="list-style-type: none"> ▪ Audit Committee ▪ Nomination and Remuneration Committee <p>SBI Life Insurance Company Limited</p> <ul style="list-style-type: none"> ▪ Corporate Social Responsibility Committee ▪ Risk Management Committee

		<p>India Debt Resolution Company Limited</p> <ul style="list-style-type: none"> ▪ Audit Committee <p><u>Chairmanships:</u></p> <p>Kalpataru Projects International Limited</p> <ul style="list-style-type: none"> ▪ Risk Management Committee <p>Re Sustainability Limited</p> <ul style="list-style-type: none"> ▪ Audit Committee ▪ Nomination and Remuneration Committee ▪ Risk Management Committee <p>SBI Life Insurance Company Limited</p> <ul style="list-style-type: none"> ▪ Audit Committee ▪ Nomination and Remuneration Committee <p>India Debt Resolution Company Limited</p> <ul style="list-style-type: none"> ▪ Nomination and Remuneration Committee
Listed entities from which the Director has resigned in the past three years	Nil	<ul style="list-style-type: none"> i. Zf Commercial Vehicle Control Systems India Limited ii. Poonawalla Fincorp Limited iii. CG Power and Industrial Solutions Limited
Shareholdings in the Company, including shareholding as a beneficial owner	None	None
Relationships with other Directors /Key Managerial Personnel	Not related to any Director or Key Managerial Personnel of the Company.	Not related to any Director or Key Managerial Personnel of the Company.