

5th August 2022

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

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

Dear Sir,

Reg: Disclosure pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015:

Sub: Postal Ballot Notice seeking the consent of the shareholders of the Company

* * *

In terms of Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (SEBI (LODR) Regulations, 2015), we enclose the Postal Ballot Notice and Forms sent to the shareholders of the Company, seeking their consent, by way of Special resolutions for :

- Approving the amendment to Articles of Association of the Company; and
- Approving the disinvestment of Shares of Sundaram Holding USA Inc., (SHUI) held by Sundaram Auto Component Limited and consequent cessation of SHUI as a Material Subsidiary of the Company.

This is for your kind information.

Thanking you,

Yours faithfully,

For TVS MOTOR COMPANY LIMITED

K S Srinivasan
Company Secretary

Encl: a/a

TVS MOTOR COMPANY LIMITED

Regd. Office: "Chaitanya", No. 12, Khader Nawaz Khan Road, Chennai - 600 006.

Website: www.tvsmotor.com; e-mail: contactus@tvsmotor.com

Tel: 044-2833 2115 Fax: 044 - 2833 2113 CIN: L35921TN1992PLC022845

POSTAL BALLOT NOTICE

(Pursuant to Section 110 of the Companies Act, 2013)

Dear Member(s)

NOTICE is hereby given pursuant to Section 110 read with Rule 22 of the Companies (Management and Administration) Rules, 2014 (the Rules) under the Companies Act, 2013 (the Act, 2013), for obtaining approval of the members, by way of Special Resolutions, through Postal Ballot, including electronic means (e-Voting), for the businesses as set out in this Notice.

The draft of the resolutions to be passed together with the Statement of material facts explaining the reasons therefor pursuant to Section 102(1) of the Act, 2013, are being sent along with Postal Ballot Form, so as to enable members to communicate their assent or dissent in writing.

The Company is pleased to provide the facility for voting through 'electronic means' to enable members to cast their votes through e-Voting by selecting appropriate options for the resolutions, in accordance with the provisions of the Act, 2013 and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the Listing Regulations, 2015).

The Company, for this purpose, has engaged National Securities Depository Limited (NSDL), an agency authorized by the Ministry of Corporate Affairs (MCA), for facilitating the members to communicate their assent or dissent through "electronic means" in respect of both the resolutions.

The detailed procedures for voting through "electronic means" are given in the Notes attached herewith.

The voting rights of the shareholders shall be in proportion to their shares in the paid-up equity share capital of the Company as on the cut-off date, 1st August, 2022. A person who is not a member as on the cut-off date should treat this notice for information purposes only. The voting rights in respect of unclaimed shares held in TVS Motor Company Limited Unclaimed Suspense Account and Investors Education Protection Fund stand frozen in terms of Regulation 39 read with Schedule VI of the Listing Regulations, 2015 and Section 124 of the Act, 2013, respectively.

The Board of Directors (the Board) has appointed Mr K Sriram, Practising Company Secretary, Chennai, as the Scrutinizer, at its meeting held on 28th July, 2022, for conducting the postal ballot process (voting by "post" and through "electronic means") in a fair and transparent manner.

Members are, therefore, requested to carefully read and follow the instructions for voting by "post" or through "electronic means", namely by -

- (i) returning the postal ballot form duly completed as per the instructions contained in the Postal Ballot Form, in the attached self-addressed postage pre-paid envelope, so as to reach the Scrutinizer not later than 5.00 p.m. on 6th September, 2022; or
- (ii) casting their votes electronically during the voting period from Monday, the 8th August, 2022 (9.00 a.m. IST) to Tuesday, the 6th September, 2022 (5.00 p.m. IST) by following the procedures as explained in the Notes hereinbelow.

The Scrutinizer will submit his consolidated report on the results of voting by means of "post" and through "electronic means" to the Chairman or any one of the directors of the Company as authorised, after completion of the scrutiny of Postal Ballot Form and voting by electronic means.

The results will be announced by the Chairman or any one of the directors of the Company, as authorized, at its registered office on Wednesday, the 7th September, 2022.

The last date of voting, i.e., Tuesday, the 6th September, 2022 will be taken as the date of passing of the said Special Resolutions by the members of the Company, subject to the votes cast in favour of the resolutions being not less than three times the votes cast against the resolution, if any.

Members requiring any clarification may contact Mr K S Srinivasan, Company Secretary at the registered office of the Company or through e-mail viz., kss@tvsmotor.com or contactus@tvsmotor.com.

TVS Motor Company Limited

All documents, referred to in this Notice and in the Statement of material facts referred to under Section 102(1) of the Act, 2013, are open for inspection at the Registered Office of the Company during office hours on all working days between 10.00 A.M. and 12.00 Noon upto Tuesday, 6th September, 2022.

This Notice and the Ballot Form have also been placed on the Company's website viz, www.tvsmotor.com for use by the Members.

SPECIAL BUSINESS

Item No. 1

Approving the amendment to Articles of Association of the Company

To consider providing your assent or dissent for passing the following resolution as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Section 14 of the Companies Act, 2013 (the Act, 2013) read with the Companies (Incorporation) Rules, 2014 and all other applicable provisions of the Act, 2013, consent of the members be and is hereby accorded for amendment of Article 66(b) of the Articles of Association (AoA) of the Company by substituting with the following provisions as detailed below:

Article 66(b) - Retirement by rotation

The Board shall have the power to determine the directors, whose period of office is or is not liable to retire by rotation.

A director retiring by rotation shall be eligible for re-election. At every Annual General Meeting of the Company, one-third of such of the directors for the time being as are liable to retire by rotation or if their number is not three or a multiple of three, the number nearest to one-third shall retire from office of director.

An Independent Director appointed under Section 149 of the Act, 2013 shall not be subject to retirement by rotation under this Article.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, Board of Directors of the Company, be and are hereby severally authorised to do all such acts, deeds, matters and things as they may, in their absolute discretion, deem necessary, expedient, proper or desirable and to settle all questions, difficulties or doubts that may arise in this regard at any stage without requiring any further approval of the Members of the Company.

Item No. 2

Approving the disinvestment of Shares of Sundaram Holding USA Inc., (SHUI) held by Sundaram Auto Component Limited and consequent cessation of SHUI as a Material Subsidiary of the Company

To consider providing your assent or dissent for passing the following resolution as a Special Resolution:

"RESOLVED THAT pursuant to the applicable provisions of the Companies Act, 2013, read with Regulation 24 of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 and subject to approvals of other Statutory Authorities / Regulators as may be required, approval of the Members be and is hereby accorded to dispose of the entire shareholding held through Sundaram Auto Components Limited, a wholly-owned subsidiary of the Company in a material step-down subsidiary viz., Sundaram Holding USA Inc., USA, to Sundaram-Clayton Limited, the holding company for a consideration which shall not be less than the price arrived at by a Registered valuer and on such terms and conditions with effect from such date and in such manner as the Board may think fit.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, Board of Directors of the Company, be and are hereby severally authorised to do all such acts, deeds, matters and things as they may, in their absolute discretion, deem necessary, expedient, proper or desirable and to settle all questions, difficulties or doubts that may arise in this regard at any stage without requiring any further approval of the Members of the Company.

By order of the Board
For **TVS MOTOR COMPANY LIMITED**

Place : Chennai
Date : 28th July 2022

K S Srinivasan
Company Secretary

TVS Motor Company Limited

Encl:

- (1) Explanatory Statement in terms of Section 102 (1) of the Act, 2013 and the procedures for voting through "electronic means" and "post".
- (2) Postal Ballot Form & self-addressed postage pre-paid envelope.

Notes:

- (1) An explanatory statement pursuant to the provisions of Section 102 of the Act, 2013 setting out the material facts relating to the business to be transacted is annexed hereto.
- (2) Notice along with the Postal Ballot Form is being sent to the members whose names appear in the register of members / list of beneficial owners on National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) as on Monday, 1st August, 2022 (cut-off date).
- (3) The Notice along with the Postal Ballot Form is being sent to the members in electronic form to the e-mail addresses registered with their Depository Participants (in case of electronic shareholding) / the Company's Registrar and Share Transfer Agent (in case of physical shareholding). For members whose e-mail addresses are not registered, physical copies of the Notice is being sent by permitted mode along with a self-addressed postage pre-paid envelope.
- (4) Members, who have received the Notice by e-mail and who wish to vote through physical Form may download the Postal Ballot Form attached to the e-mail or from the Company's website: www.tvsmotor.com, where the Postal Ballot Notice is displayed and send the duly completed and signed postal ballot form, so as to reach the Scrutinizer on or before Tuesday, 6th September, 2022. (5.00 P.M.)
- (5) Member(s) whose names appear in 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.
- (6) Resolutions passed by the members through voting by electronic means shall be deemed to have been passed as if it has been passed at a general meeting of the members convened in that behalf.
- (7) Pursuant to the provisions of Section 110 of the Act, 2013 read with the Companies (Management and Administration) Rules, 2014 and in terms of Regulation 44 of the Listing Regulations, 2015, the Company has provided facility to members to exercise their votes through electronic means and have engaged the services of NSDL as the Authorised Agency to provide e-Voting facility. Instructions for the process to be followed for voting through "electronic means" are annexed to the Notice.
- (8) The members can opt for only one mode of voting, i.e., either by physical ballot or e-Voting. In case members cast their votes through both the modes, voting done by e-Voting shall prevail and votes cast through physical postal ballot forms will be treated as invalid. There will be only one postal ballot form irrespective of number of joint holders.
- (9) Voting rights shall be reckoned on the paid-up value of shares registered in the name of the member / beneficial owner (in case of electronic shareholding) as on the cut-off date, being the date fixed for determining the voting rights of members entitled to participate in the e-Voting process through e-Voting platform provided by NSDL by typing the URL: <https://www.evoting.nsdl.com>.
- (10) A member cannot exercise his / her vote by proxy on Postal Ballot.
- (11) The Board of Directors has appointed Mr. K Sriram, Practising Company Secretary (CP No. 2215), as Scrutinizer to conduct the Postal Ballot voting process including voting through electronic means, in a fair and transparent manner.
- (12) The Scrutinizer will submit his report to the Chairman or any one of the directors as authorized by Chairman after the completion of scrutiny, and the results of voting through electronic means will be declared by placing it along with the Scrutinizer's report on the Company's website www.tvsmotor.com and communicated to the Stock Exchanges.
- (13) The resolutions, if approved with the requisite majority shall be deemed to have been passed on the last date of voting, i.e., Tuesday, 6th September, 2022.
- (14) In case of any query, members may refer to the Frequently Asked Questions (FAQs) for members and e-Voting user manual for members available at Downloads Section of www.evoting.nsdl.com or contact NSDL at the following telephone no. 022-24994600
- (15) Members who have not registered their e-mail addresses are requested to register the same with the Company's Registrar and Share Transfer Agent / Depository Participant(s) for sending future communication(s) in electronic form. Members who have registered their e-mail addresses are requested to ensure that the same is operational and if not provide the correct e-mail address.

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How do I vote electronically using NSDL e-Voting system?


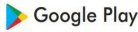


The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

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

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.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 i.e. NSDL and you will be re-directed to e-Voting of NSDL for casting your vote during the remote e-Voting period. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS Portal" or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.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 i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period. <p style="text-align: right;">NSDL Mobile App is available on</p> <div style="display: flex; justify-content: space-around; align-items: center;"> <div style="text-align: center;">  </div> <div style="text-align: center;">  </div> </div> <div style="display: flex; justify-content: space-around; align-items: center; margin-top: 10px;"> <div style="text-align: center;">  </div> <div style="text-align: center;">  </div> </div> <ol style="list-style-type: none"> Shareholders/Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience.
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi. After successful login of Easi / Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL. Click on NSDL to cast your vote. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/Easi Registration. Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in 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, user will be provided links for the respective ESP i.e. NSDL where the e-Voting is in progress.

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Type of shareholders	Login Method
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. upon logging in, you will be able to see e-Voting option. 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 company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode 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 toll free no.: 1800 1020 990 and 1800 22 44 30
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 022- 23058738 or 022-23058542-43

B) Login Method for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

- 1 Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen. Alternatively, if you are registered for NSDL e-Services i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.
4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the Company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:
 - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
 - c) How to retrieve your 'initial password'?
 - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - (ii) If your email ID is not registered, please follow steps mentioned below **in process for those shareholders whose email ids are not registered**
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
 - a) Click on "**Forgot User Details/Password?**" (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) Physical User Reset Password?" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

Step 2: Cast your vote electronically on NSDL e-Voting system.

How to cast your vote electronically on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify / modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to sriram.krishnamurthy@rediffmail.com with a copy marked to evoting@nsdl.co.in.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-Voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details / Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-Voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request to Ms. Pallavi Mhatre Manager at evoting@nsdl.co.in

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Process for those shareholders whose email IDs are not registered with the depositories for procuring user id and password and registration of email IDs for e-Voting for the resolution set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to corpserv@integratedindia.in
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAAR (self attested scanned copy of Aadhaar Card) to corpserv@integratedindia.in. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at step 1 (A) i.e. Login method for e-Voting for Individual shareholders holding securities in demat mode.
3. Alternatively shareholder / members may send a request to evoting@nsdl.co.in for procuring user id and password for e-Voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

Annexure to the notice of Postal Ballot dated 28th July 2022

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

The following explanatory statement sets out all the material facts relating to the Special Business mentioned in the accompanying notice dated 28th July,2022 and shall be taken as forming part of the Notice.

Item No.1

As per Section 152(6) of the Act, 2013, not less than 2/3rd of the Non-Independent Directors of the Company must compulsorily be liable to retirement by rotation. As per Section 149 of the Act, 2013, Independent Directors are not subject to liable to retire by rotation during their tenure.

Even though the Executive Directors' tenure is fixed by means of Board and shareholders' resolutions, they are also liable to retire by rotation in order to comply with the aforesaid provisions that require 2/3rd number of Directors of the Board (not counting the Independent Directors) should be liable to retirement by rotation. However, presently Article 66 of the Articles of Association provides that the Directors are not liable to retire by rotation when they hold the position of Chairman or Chairman and Managing Director of the Company.

To maintain harmony among the Non-Independent (non-Executive) Directors and Executive Directors and also to synchronise the AoA with the provisions of the Companies Act, 2013, it is proposed to amend Article 66 (b) of Articles of Association of the Company by modifying the reference to non-retiring Directors.

The Existing and the proposed amendment to Article 66(b) is mentioned below:

Existing Provision	Proposed Amendment
<p>(b) Retirement by rotation</p> <p>The board shall have the power to determine the directors, whose period of office is or is not liable to retire by rotation.</p> <p>A retiring director shall be eligible for re-election. At every Annual General Meeting of the Company, one-third of such of the directors for the time being as are liable to retire by rotation or if their number is not three or a multiple of three, the number nearest to one-third shall retire from office of director.</p> <p>Subject to the provisions of the Act, Independent Director, Nominee Director, Chairman, Chairman and Managing Director of the Company, shall not be subject to retirement under this Article.</p>	<p>(b) Retirement by rotation</p> <p>The board shall have the power to determine the directors, whose period of office is or is not liable to retire by rotation.</p> <p>A director retiring by rotation shall be eligible for re-election. At every Annual General Meeting of the Company, one-third of such of the directors for the time being as are liable to retire by rotation or if their number is not three or a multiple of three, the number nearest to one-third shall retire from office of director.</p> <p>An Independent Director appointed under Section 149 of the Companies Act, 2013, shall not be subject to retirement by rotation under this Article.</p>

TVS Motor Company Limited

The Board at its meeting held on 28th July, 2022 approved the amendment to Articles of Association of the Company and recommended the same for approval of the Shareholders of the Company by way of a special resolution through Postal Ballot.

Pursuant to Section 14 and other applicable provisions of the Companies Act, 2013, the consent of the Members by way of a Special Resolution is required for amendment to AoA of the Company and accordingly, the approval of the shareholders is being sought.

A copy of Articles of Association of the Company with the proposed amendment is available for inspection at the Registered Office of the Company at any working day during business hours and will be also available on the web-site of the Company.

None of the Directors or any Key Managerial Personnel or any relative of any of the Directors of the Company or the relatives of any Key Managerial Personnel is, in anyway, concerned or interested, financially or otherwise, in the above resolution as set out in the item no 1 of this notice.

The Directors, therefore, recommend the Special Resolution as set out in Item no. 1 of this Notice for approval of the members.

Item No. 2

As per the Regulation 16 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 [Listing Regulations, 2015], "material subsidiary" means a subsidiary, whose income or net worth exceeds 10% percent of the consolidated income or net worth respectively, of the listed entity and its subsidiaries in the immediately preceding accounting year.

Sundaram Holding USA Inc., (SHUI) is a step-down subsidiary of the Company through Sundaram Auto Components Limited (SACL), which is a wholly-owned subsidiary of the Company. SHUI is a material Subsidiary, based on the networth criteria as laid down under Regulation 16 of the Listing Regulations, 2015.

The Company had invested in the ordinary shares of SHUI through SACL constituting 50.05% of total equity capital of SHUI, which is carrying on the business of manufacturing Die-casting and catering the requirements of overseas customers of Sundaram-Clayton Limited (SCL), the holding Company. SCL holds the remaining 49.95% of the equity capital of SHUI.

The entire operations of SHUI are being carried out under the supervision of SCL. Hence, SCL approached SACL for purchase of its entire shareholding of SHUI. Therefore, it is proposed to sell the entire ordinary shares of SHUI held by SACL to SCL at a price not less than the value arrived at by a Registered Valuer and the same was approved by the Board of SACL at its Board Meeting held on 21st July 2022. The proposed sale of shares to SCL is a related party transaction in terms of the Listing Regulations, 2015.

As per Regulation 24(6) of the Listing Regulations, 2015, the Company can cease to exercise control over its material subsidiary or dispose of assets amounting to more than 20% of the assets of the material subsidiary only with the prior approval of the Company's shareholders through a special resolution.

The Board at its meeting held on 28th July, 2022 has approved the proposal of cessation of the subsidiary status as well as sale of shares of SHUI by SACL to SCL and recommended the same for the approval of the Shareholders of the Company by way of Special Resolution through Postal Ballot.

Except Mr Venu Srinivasan, Chairman Emeritus and Managing Director, Mr Sudarshan Venu, Managing Director and Dr Lakshmi Venu, Director, no other Director or Key Managerial Personnel of the Company or their relatives are in any way concerned or interested financially or otherwise in the resolution as set out in item no. 2 of this notice.

The Directors, therefore, recommend the Special Resolution as set out in Item no. 2 of this Notice for approval of the members.

By order of the Board
For **TVS MOTOR COMPANY LIMITED**

Place : Chennai
Date : 28th July, 2022

K S Srinivasan
Company Secretary

**TVS MOTOR COMPANY LIMITED**

Registered Office: "Chaitanya" No.12 Khader Nawaz Khan Road, Chennai - 600 006.
CIN: L35921TN1992PLC022845; Website: www.tvsmotor.com Email: contactus@tvsmotor.com
Phone: 044-2833 2115, Fax: 044-2833 2113

Postal Ballot Form

1. Name (s) of Member(s) [including joint holders, if any]	
2. Registered address of the sole / first named member	
3. Registered Folio No./ Client ID No.* *(Applicable to Member(s) holding shares in dematerialized form)	
4. Number of shares held	

I / we hereby exercise my / our vote in respect of the Special resolutions to be passed through postal ballot for the businesses stated in the notice of the Company. I/we have marked my/our assent or dissent to the said resolution by placing the mark (✓) at the appropriate box below:

S.NO	Particulars	No. of shares	I / We assent to the resolution (FOR)	I / We dissent to the resolution (AGAINST)
1.	Approving the amendment to Articles of Association of the Company			
2.	Approving the disinvestment of Shares of Sundaram Holding USA Inc., (SHUI) held by Sundaram Auto Component Limited (SACL) and consequent cessation of SHUI as a Material Subsidiary of the Company			

Place :

Date :

Signature of the member

ELECTRONIC VOTING PARTICULARS

EVEN (E-Voting Event Number)	USER ID	PASSWORD / PIN

Note: Please read the instructions given overleaf carefully before exercising your vote.

Facility to exercise vote by postal ballot including voting through electronic means will be available during the following period:

Commencement of voting : From 9.00 a.m. (IST) on Monday, the 08th August 2022

End of voting : Up to 5.00 p.m. (IST) on Tuesday, the 06th September 2022

P.T.O



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Notes / Instructions:

- (1) A member desiring to exercise his/her vote by postal ballot may complete this postal ballot form (no other form of photocopy thereof is permitted to be used for the purpose) and send it to the Scrutinizer at the address of the Company in the attached postage pre-paid self-addressed envelope. The postage will be borne and paid by the Company. The Company shall, also accept envelopes containing postal ballot forms, if deposited with the Company in person or if sent by courier at the expenses of the member. Members residing outside India should stamp the envelopes appropriately.
- (2) Notice is being dispatched to the members by post (electronically by e-mail to those members who have registered their e-mail IDs with the Company), whose name appears in the Register of Members / Record of Depositories as on the date, namely, Monday, 1st August 2022.
- (3) The Company has appointed Mr K Sriram, Practising Company Secretary, as the Scrutinizer for conducting the postal ballot process in a fair and transparent manner. The name and address of the Scrutinizer to whom the Postal ballot papers are to be sent are given below:

Mr K Sriram, Practising Company Secretary,
Scrutinizer,
C/o. Share Transfer Agent
Integrated Registry Management Services Private Limited,
2nd Floor, Kences Towers,
No.1, Ramakrishna Street,
North Usman Road, T Nagar,
Chennai - 600 017
- (4) This form should be completed and signed (as per specimen signature recorded with the Company/ Depositories) by the members. In case of joint shareholding, this form should be completed and signed by the first named member and in his/her absence, by the next named member. In case, holders of power of attorney sign the Postal Ballot form, reference to the Power of attorney registration by the Company should be mentioned in the Postal Ballot form.
- (5) Duly completed postal ballot forms should reach to the Scrutinizer not later than by the close of working hours at 5.00 p.m., Tuesday, 6th September 2022. Postal ballot forms received, after this date, will be strictly treated as if the reply from such member has not been received.
- (6) In the case of shares held by bodies corporate, the duly completed postal ballot form should be accompanied by a certified true copy of the relevant resolution / authorization.
- (7) Voting rights shall be reckoned on the paid-up value of the shares registered in the name of the members as of 1st August 2022.
- (8) Members are requested not to send any other paper along with the postal ballot form such as envelopes to the Scrutinizer and the Scrutinizer would destroy any extraneous paper found in such envelope.
- (9) Votes will be considered invalid on the following grounds:
 - (a) A form other than one issued by the Company has been used;
 - (b) It has not been signed by or on behalf of the members;
 - (c) Signature on the postal ballot form does not match with the specimen signature with the Company / Depositories;
 - (d) It is not possible to determine without any doubt the assent or dissent of the member;
 - (e) Neither assent or dissent is mentioned;
 - (f) Any competent authority has given directions in writing to the Company to freeze the Voting Rights of the member;
 - (g) The envelope containing the postal ballot form is received after the last date prescribed;
 - (h) The postal ballot form, signed in a representative capacity, is not accompanied by a certified copy of the relevant specific authority;
 - (i) It is defaced or mutilated in such a way that its identity as a genuine form cannot be established;
 - (j) Member has made any amendment to the Resolution or imposed any condition, while exercising his / her vote; and
 - (k) On such other grounds, which in the opinion of the Scrutinizer makes the votes invalid.

A postal ballot form, which is otherwise complete in all respects and is lodged within the prescribed time limit but is undated shall be considered valid.
- (10) The Scrutinizer's decision on the validity of a Postal Ballot Form will be final.
- (11) The results of the Postal Ballot will be announced by Chairman or any one of the Director of the Company, as authorized, at the Registered Office of the Company, at 'Chaitanya' No.12, Khader Nawaz Khan Road, Chennai - 600 006, Tamilnadu, India, Wednesday, 7th September 2022. However, the Special resolutions, if passed by requisite majority, shall be deemed to have been passed on the last date specified by the Company for receipt of the duly completed postal ballot forms or e-Voting, namely, Tuesday, 6th September 2022.
- (12) The results will thereafter be published on the Website of the Company, www.tvsmotor.com and sent to the stock exchanges where the Company's shares are listed.