

2nd February 2024

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(s)/Madam,

Reg. : Regulation 30 - Disclosure of events or information under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

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

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

- Approving the Re-appointment of Mr R Gopalan (DIN: 01624555) as an Independent Director of the Company for a second term.

Date and time of occurrence of event: February 2, 2024 at 7:00 P.M.

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 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"), the General Circular Nos. 14/2020 dated 8th April 2020 and 17/2020 dated 13th April 2020 read with other relevant circulars, including General Circular No. 3/ 2022 dated 5th May 2022, 11/2022 dated 28th December 2022 and 09/2023 dated 25th September 2023 issued by the Ministry of Corporate Affairs ("MCA Circulars") and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("the Listing Regulations") and the Secretarial Standard on General Meetings ("SS-2") issued by the Institute of Company Secretaries of India, for obtaining approval of the members by way of a Special Resolution, **only through the remote electronic voting ('remote e-Voting') process** for the business as set out in this Notice.

The draft of the resolution to be passed together with the Statement of material facts explaining the reasons thereof pursuant to Section 102(1) of the Act, 2013, are being sent to the members in electronic form to their registered e-mail IDs.

The Company is pleased to provide the facility for voting through 'electronic means' to enable the members to cast their votes through e-Voting by selecting appropriate options, in accordance with the provisions of the Act, 2013 and Regulation 44 of 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 the resolution through the remote e-Voting system.

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, **Wednesday, 31st January 2024**. 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) have appointed Mr K Sriram, Practising Company Secretary, Chennai, as the Scrutinizer, at its meeting held on Wednesday, the 24th January 2024, for conducting the postal ballot process through "electronic means" in a fair and transparent manner and he has communicated his willingness to be appointed and will be available for the said purpose.

Members are, therefore, requested to carefully read and follow the instructions for voting through "electronic means", from **Monday 5th February 2024, 9.00 A.M (IST) to Tuesday, the 5th March 2024, 5.00 P.M (IST)** by following the procedures as explained in the Notes hereinbelow.

The Scrutinizer will submit his report on the results of voting through "electronic means" to the Chairman or any one of the directors of the Company as authorised, after completion of the scrutiny of 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 6th March 2024**.

The results will also be intimated to the Stock Exchanges where the equity shares of the Company are listed and also uploaded on the website of the Company www.tvsmotor.com and on the website of NSDL.

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The last date of voting, i.e., Tuesday, the 5th March 2024 will be taken as the date of passing of the said resolution by the members of the Company, subject to the votes cast in favour of the special resolution 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., srinivasan.ks@tvsmotor.com or contactus@tvsmotor.com.

All documents, referred to in this Notice and in the Statement of material facts referred to under Section 102(1) of the Act, 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, the 5th March 2024 and shall also be available on web site of the Company at www.tvsmotor.com.

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

SPECIAL BUSINESS

Item No. 1

Re-appointment of Mr R Gopalan (DIN : 01624555) as an Independent Director 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 Sections 149 (read with Schedule IV of the Companies Act, 2013), 150, 152, 160, 164 and other applicable provisions, if any, of the Companies Act, 2013 (the Act, 2013), (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and the Companies (Appointment and Qualifications of Directors) Rules, 2014, Regulations 17, 17(1A) and 25(2A) and other applicable regulations of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 based on the recommendation of the Nomination and Remuneration Committee (NRC) and the Board of Directors of the Company, Mr R Gopalan (DIN: 01624555), who holds office as an Independent Director upto 29th April 2024 and being eligible, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation and to hold office for the second term of 3 (three) consecutive years commencing from 30th April 2024 to 29th April 2027 and to receive remuneration by way of fees, reimbursement of expenses for participation in the meetings of the board and / or committees and profit related commission, if any, in terms of Section 197 of the Act, 2013, as determined by the Board, from time to time.

RESOLVED FURTHER THAT the Board be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution".

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

Place : Bengaluru
Date : 24th January 2024

K S Srinivasan
Company Secretary

Encl:

- (1) A Statement of material facts in terms of Section 102 (1) of the Act, 2013 and the procedures for voting through "electronic means".
- (2) Details of Director seeking re-appointment pursuant to Regulation 36(3) of the Listing Regulations, 2015 and SS-2.

Notes:

- (1) A Statement of material facts pursuant to the provisions of Section 102 (1) of the Act, 2013 setting out the material facts relating to the business to be transacted is annexed hereto. The relevant details, pursuant to Regulation 36(3) of the Listing Regulations, 2015 and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, in respect of the Director seeking re-appointment is annexed.

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- (2) Notice 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 Wednesday, 31st January 2024 (cut-off date).
- (3) The Notice 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).
- (4) 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.
- (5) Resolution 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.
- (6) 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.
- (7) 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>.
- (8) The Board of Directors have appointed Mr K Sriram, Practising Company Secretary (CP No. 2215), as Scrutinizer to conduct the Postal Ballot voting process in a fair and transparent manner.
- (9) 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 in which the Company's Equity Shares are listed and uploaded on the website of NSDL
- (10) The resolution, if approved by the requisite majority shall be deemed to have been passed on the last date of voting, i.e., Tuesday, 5th March 2024.
- (11) 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. 022-48867000/ 24997000.
- (12) 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.

INSTRUCTIONS FOR SHAREHOLDERS FOR E-VOTING ARE AS UNDER:

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.

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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"> 1. 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- website of NSDL 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.nSDL.com. Select "Register Online for IDeAS Portal" or click at https://eservices.nSDL.com/SecureWeb/IdeasDirectReg.jsp 3. 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: center; align-items: center; gap: 20px;">   </div> <ol style="list-style-type: none"> 4. Shareholders/Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience. <div style="display: flex; justify-content: center; align-items: center; gap: 20px;">   </div>
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> 1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. 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 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 company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is 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, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on 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 able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Provider.

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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.

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 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

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***

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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 is in active status.
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.

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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 : 022 - 4886 7000 and 022 - 2499 7000 or send a request to Ms. Pallavi Mhatre Manager at evoting@nsdl.co.in

Process for those shareholders whose email ids are not registered with the depositories for procuring user ID and password and registration of e mail 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), AADHAAR (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 Aadhar 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.

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

Place : Bengaluru
Date : 24th January 2024

K S Srinivasan
Company Secretary

Annexure to the notice of Postal Ballot dated 24th January 2024

STATEMENT OF MATERIAL FACTS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

The following statement sets out all the material facts relating to the special business mentioned under Item no.1 of the accompanying notice dated 24th January 2024 and shall be taken as forming part of this notice.

Item No.1

Mr R Gopalan (DIN: 01624555) was appointed as Independent Director (ID) of the Company for a period of five years effective 30th April 2019 up to 29th April 2024.

It is proposed to re-appoint him as ID, not liable to retire by rotation, for the second term of 3 (three) consecutive years w.e.f 30th April 2024 upto 29th April 2027. As per Section 149 of the Companies Act, 2013 and Regulation 25(2A) of the Listing Regulations, 2015, such re-appointment requires the approval of the shareholders by way of a special resolution.

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Both the Nomination and Remuneration Committee of directors and the Board at their meeting held on 24th January, 2024 were of the opinion, after evaluating his performance and other attributes, that his continued association would be of immense benefit to the Company and it is desirable to continue to avail his services as ID considering his contribution to company's operations during his tenure.

Mr R Gopalan, aged 71 years, is a retired IAS officer, was a Member of Public Enterprises Selection Board ("PESB"). This body selects CMDs, MDs and Directors of Central Public Sector Enterprises.

Mr Gopalan as Secretary, Department of Economic Affairs was handling matters relating to Capital Markets, Infrastructure Finance, G-20, World Bank (WB), International Monetary Fund (IMF), Asian Development Bank (ADB), Budget preparation, Public Private Partnership (PPP), Directorate of Currency and other related matters pertaining to the economy. Mr Gopalan brought about a number of changes in the functioning of the Capital Markets and initiated new policy measures in infrastructure development.

Mr Gopalan has vast experience in Corporate Laws, Business Administration, Corporate Finance and Regulatory matters and he had represented India in the trade negotiations at World Trade Organization.

Mr Gopalan holds a Master's Degree in economics from Boston University and a Master's Degree in Public Administration and Management from the John F. Kennedy School of Government, Harvard University.

He is currently the Chairman of Sundaram-Clayton Limited, Zee Entertainment Enterprises Limited and Director of TVS Holdings Limited, TVS Motor Company Limited, TVS Credit Services Limited, ANA ARC Private Limited, MB Power (Madhya Pradesh) Limited, New Delhi Centre for Sight Limited, Play Games 24 x 7 Private Limited, U Games Private Limited, Exalt Capital Private Limited and TVS Motor (Singapore) Pte. Limited, Singapore.

In the opinion of the Board, Mr R Gopalan fulfils the terms and conditions specified under the Act, 2013 and rules made thereunder for his re-appointment as ID and is independent of the management. He meets the criteria of independence as prescribed both under Section 149(6) of the Act, 2013 and under Regulation 16 of the Listing Regulations, 2015.

Mr R Gopalan will be entitled to receive remuneration by way of sitting fees and reimbursement of expenses for participation in the meetings of the board and / or committees and profit related commission, if any, in terms Section 197 and other applicable provisions of the Act, 2013, as determined by the board from time to time, within the overall limits specified under the Act, 2013 as well as the Listing Regulations, 2015.

Pursuant to Regulation 17(1A) of the Listing Regulations 2015, no company shall appoint or continue the directorship of any person as a non-executive director who has attained the age of 75 years unless a special resolution is passed to that effect. Mr R Gopalan will attain the age of 75 years during his second term of appointment as an Independent Director of the Company and thereafter his continuation on the Board of the Company shall require approval of the shareholders. Hence, the Board of Directors upon the recommendation of the Nomination and Remuneration Committee have approved the continuation of directorship of Mr Gopalan as an Independent Director of the Company for a period of 10 days after attaining the age of 75 years on 20th April, 2027 till completion of his second term of appointment. The members' approval sought by way of Special Resolution through this postal ballot notice will also be considered as approval in terms of Regulation 17 (1A) of Listing Regulations, 2015 for the re-appointment of Mr R Gopalan crossing 75 years of age during his second term.

The draft letter of re-appointment of Mr R Gopalan setting out the terms and conditions of re-appointment is available for inspection by the members at the registered office of the Company, "Chaitanya", No. 12, Khader Nawaz Khan Road, Nungambakkam, Chennai - 600 006, Tamil Nadu, India, during office hours as stated above and shall also be uploaded on the website of the Company at www.tvsmotor.com

Except Mr R Gopalan, none of the other Directors or Key Managerial Personnel of the Company or their relatives is concerned or interested, financially or otherwise, in the resolution for re-appointment as set out in Item no. 1.

The Board therefore recommends the Special Resolution as set out at Item no. 1 of the Notice for approval by the members of the Company.

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

Place : Bengaluru
Date : 24th January 2024

K S Srinivasan
Company Secretary

TVS Motor Company Limited

DETAILS OF DIRECTOR SEEKING RE-APPOINTMENT

[Pursuant to Regulation 36(3) of the Listing Regulations, 2015 and Secretarial Standard - 2 on General Meetings]

Name of the Director	Mr R Gopalan
DIN	01624555
Age	71 years
Date of first appointment on the Board	30 th April 2019
Qualifications	<ul style="list-style-type: none"> • Masters Degree in Economics from Boston University and; • Masters Degree in Public Administration and Management from John F Kennedy School of Government, Harvard University
Experience	More than 40 years
Expertise in specific functional areas	Mr Gopalan's experience covers a broad range of areas relating to Corporate and Commercial matters, Corporate Finance, aspects of Public Policy and Administration, Governance and Ethics.
Skills and capabilities required for the role and the manner in which the Independent Directors meet the requirements	Refer Item No. 1 of the Statement of material facts.
Terms and conditions of re-appointment	Re-appointment as an Independent Director effective 30 th April 2024 to 29 th April 2027. (refer Item No. 1 of the Statement of material facts.)
Details of remuneration last drawn (FY 2022-23)	₹ 41.80 Lakhs from the Company towards sitting fees for attending meetings of the board and committees respectively and as commission.
Details of remuneration sought to be paid	Mr R Gopalan will be entitled to receive remuneration by way of sitting fees and reimbursement of expenses for participation in the meetings of the board and / or committees and profit related commission, if any, in terms Section 197 and other applicable provisions of the Act, 2013, as determined by the board from time to time, within the overall limits specified under the Act, 2013 as well as the Listing Regulations, 2015.
Directorships in other Companies	<ol style="list-style-type: none"> 1. Sundaram-Clayton Limited (formerly known as Sundaram-Clayton DCD Limited) 2. ZEE Entertainment Enterprises Limited 3. TVS Holdings Limited (formerly known as Sundaram-Clayton Limited) 4. TVS Credit Services Limited 5. New Delhi Centre For Sight Limited 6. MB Power (Madhya Pradesh) Limited 7. ANA ARC Private Limited 8. Play Games24x7 Private Limited 9. U Games Private Limited 10. Exalt Capital Private Limited 11. TVS Motor (Singapore) Pte. Limited, Singapore

Membership / Chairpersonship of Committees

Company Name	Position held	Name of the Committee
Sundaram-Clayton Limited	Chairman	<ol style="list-style-type: none"> a) Audit Committee* b) Nomination and Remuneration Committee c) Stakeholders' Relationship Committee d) Administrative Committee*

TVS Motor Company Limited

Membership / Chairpersonship of Committees

Company Name	Position held	Name of the Committee
TVS Motor Company Limited	Director	a) Audit Committee* b) Corporate Social Responsibility Committee c) Administrative Committee*
TVS Holdings Limited	Director	a) Risk Management Committee* b) Audit Committee c) Nomination and Remuneration Committee d) Administrative Committee
TVS Credit Services Limited	Director	a) Audit Committee* b) Stakeholders' Relationship Committee c) Risk Management Committee d) Corporate Social Responsibility Committee
Zee Entertainment Enterprises Limited	Chairman	a) Audit Committee b) Nomination and Remuneration Committee c) Risk Management Committee* d) Corporate Social Responsibility Committee
MB Power (Madhya Pradesh) Limited	Director	a) Audit Committee b) Nomination and Remuneration Committee c) Corporate Social Responsibility Committee* d) Related Party Transactions Committee*
Ana ARC Private Limited	Director	a) Nomination and Remuneration Committee
New Delhi Centre for Sight Limited	Director	a) Audit Committee b) Nomination and Remuneration Committee c) Corporate Social Responsibility Committee

* Refers to committees in which the Director holds Chairmanship

Listed entities from which the Director has resigned from Directorship in last 3 (three) years	NIL
No. of Board Meetings attended during FY 2023-24 (upto the date of this Notice)	6 (Six)
Inter-se relationship with other Directors and Key Managerial Personnel of the Company	Nil
No. of shares held:	
(a) Own	Nil
(b) For other persons on a beneficial basis	Nil

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

Place : Bengaluru
Date : 24th January 2024

K S Srinivasan
Company Secretary