

18<sup>th</sup> September 2023

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

National Stock Exchange of India Ltd  
Exchange Plaza, 5<sup>th</sup> 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**

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

- Approving the appointment of Dr. Deepali Pant Joshi (DIN: 07139051) as a Non-Executive Independent Director for a term of 5 (Five) years; and
- Approving the re-appointment of Mr K N Radhakrishnan (DIN: 02599393), Director & Chief Executive Officer of the Company for a further period of 5 (Five) years.

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](http://www.tvsmotor.com); e-mail: [contactus@tvsmotor.com](mailto: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 April 8, 2020 and 17/2020 dated April 13, 2020 read with other relevant circulars, including General Circular No. 3/2022 dated May 5, 2022 and 11/2022 dated December 28, 2022 issued by the Ministry of Corporate Affairs ("MCA Circulars") and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the Listing Regulations, 2015), for obtaining approval of the members, by way of ordinary / special resolution, 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 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 and physical copies are being sent by permitted mode along with a Postal Ballot Form and self-addressed postage pre-paid envelope, to those members who have not registered their e-mail addresses, to enable them for sending their assent or dissent in writing by postal ballot means.

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, 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 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, Thursday, 14<sup>th</sup> September 2023. 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 Monday, 11<sup>th</sup> September 2023, for conducting the postal ballot process (voting by "post" and 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 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 Friday, 20<sup>th</sup> October 2023; or
- (ii) casting their votes electronically during the voting period from Thursday 21<sup>st</sup> September 2023, 9.00 A.M (IST) to Friday, 20<sup>th</sup> October 2023, 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 Forms 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 Saturday, 21<sup>st</sup> October 2023.

## TVS Motor Company Limited

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The last date of voting, i.e., Friday, 20<sup>th</sup> October 2023 will be taken as the date of passing of the said resolutions by the members of the Company, subject to the votes cast in favour of the ordinary resolution with requisite majority and votes cast in favour of the special resolution being not less than three times the votes cast against the resolution.

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](mailto:srinivasan.ks@tvsmotor.com) or [contactus@tvsmotor.com](mailto: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, 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 Friday, 20<sup>th</sup> October 2023.

This Notice and the Ballot Form have also been placed on the Company's website viz, [www.tvsmotor.com](http://www.tvsmotor.com) for use by the Members.

### SPECIAL BUSINESSES

#### Item No. 1

#### **Approving the appointment of Dr. Deepali Pant Joshi (DIN: 07139051) as a Non-Executive Independent Director for a term of 5 (Five) years.**

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, 161, 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, 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, approval of the members be and is hereby accorded for the appointment of Dr. Deepali Pant Joshi (DIN : 07139051), as a Non-Executive Independent Director (NE-ID) of the Company, for a term of five consecutive years effective 11<sup>th</sup> September 2023, and whose office shall not be liable to retire by rotation during her tenure as NE-ID, and in respect of whom the Company has received a notice in writing from a shareholder under Section 160 of the Act, 2013, and to receive remuneration by way of profit related commission, if any, within the permissible limit in terms of Section 197 of the Act, 2013, as determined by the Board, from time to time, reimbursement of expenses and fees for participation in the meetings of the Board and / or Committees in terms of applicable provisions of the Act, 2013".

"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".

#### Item No. 2

#### **Approving the re-appointment of Mr K N Radhakrishnan (DIN: 02599393), as Director & Chief Executive Officer of the Company for a period of 5 (Five) years**

To consider providing your assent or dissent for passing the following resolution as an Ordinary Resolution:

"RESOLVED THAT subject to the provisions of Sections 196, 197, 198 and 203 read with Schedule V and other applicable provisions of the Companies Act, 2013, (the Act, 2013) the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), approval of the members of the Company be and is hereby accorded for the re-appointment and remuneration of Mr K N Radhakrishnan (DIN: 02599393) , Director & Chief Executive Officer (CEO) of the Company in the rank of Wholetime Director, for a further period of 5 (five) years with effect from 23<sup>rd</sup> October 2023, subject to retirement by rotation, upon such terms and conditions as recommended by the Nomination and Remuneration Committee of Directors and the Board of Directors of the Company (the Board) as set out in the statement of material facts, which is hereby specifically sanctioned, with authority to the Board (which term shall be deemed to include any duly authorised committee thereof for the time being exercising powers conferred on the Board by this Resolution) to alter and vary the terms and conditions of the said re-appointment and remuneration and including periodical increase in his remuneration as may be permissible within the overall remuneration limits as prescribed under the Act, 2013, in such manner, as it may deem fit and as may be agreed to between the Board and Mr K N Radhakrishnan."

"RESOLVED FURTHER THAT the scope and quantum of remuneration as specified hereinabove, may be enhanced, enlarged, widened, altered or varied by the Board (which term shall be deemed to include any duly authorised committee thereof for the time being exercising power conferred on the Board by this Resolution), in light of and in conformity with any amendment to the relevant provisions of the Act, 2013 and / or the rules and regulations made thereunder, SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 and/or such guidelines, as may be prescribed by the Central Government, from time to time."

## **TVS Motor Company Limited**

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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 : Chennai  
Date : 11<sup>th</sup> September 2023

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" and "post".
- (2) Details of directors seeking appointment / re-appointment pursuant to Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard - 2 on General Meetings.
- (3) Postal Ballot Form & self-addressed postage pre-paid envelope.

**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 businesses to be transacted is annexed hereto. The relevant details, pursuant to Listing Regulations, 2015 and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, in respect of the Directors' seeking appointment and re-appointment is annexed.
- (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 Thursday, 14<sup>th</sup> September 2023 (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](http://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 Friday, 20<sup>th</sup> October 2023 (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) 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
- (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 holding shares in physical form 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 have 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](http://www.tvsmotor.com) and communicated to the Stock Exchanges in which the Company's Equity Shares are listed.

## TVS Motor Company Limited

- (13) The resolutions, if approved by the requisite majority shall be deemed to have been passed on the last date of voting, i.e., Friday, 20<sup>th</sup> October 2023.
- (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](http://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.

### 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"> <li>Existing IDeAS user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> 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.</li> <li>If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select "Register Online for IDeAS Portal" or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> 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.</li> <li>Shareholders/Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience.</li> </ol> <p style="text-align: right;">NSDL Mobile App is available on</p> <p style="text-align: right;">  App Store            Google Play         </p> <div style="display: flex; justify-content: space-around; align-items: center;">   </div>
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> <li>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 <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab and then user your existing my easi username &amp; password.</li> <li>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</li> </ol>

## TVS Motor Company Limited

Type of shareholders	Login Method
	<p>page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting. 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.</p> <p>3. If the user is not registered for Eas i/ Easiest, option to register is available at CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</p> <p>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 <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; 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 Providers.</p>
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 <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> 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 <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> 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*****.

## TVS Motor Company Limited

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](http://www.evoting.nsdl.com).
- b) Physical User Reset Password?" (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://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](mailto: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.

## TVS Motor Company Limited

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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](mailto:sriram.krishnamurthy@rediffmail.com) with a copy marked to [evoting@nsdl.co.in](mailto: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](http://www.evoting.nsdl.com) to reset the password. TVS Motor Company Limited.
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](http://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](mailto: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 Aadhaar Card) by email to [corpserv@integratedindia.in](mailto: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](mailto: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](mailto: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.

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### Annexure to the Notice of Postal Ballot dated 11<sup>th</sup> September 2023

#### STATEMENT OF MATERIAL FACTS PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013

The following statement sets out all the material facts relating to the Special Businesses mentioned in the accompanying Notice dated 11<sup>th</sup> September 2023 and shall be taken as forming part of the Notice.

#### Item No.1

The Board at its meeting held on 11<sup>th</sup> September 2023, based on the recommendation of the Nomination and Remuneration Committee of Directors (NRC), appointed Dr. Deepali Pant Joshi (DIN : 07139051) as a Non-Executive Independent Director of the Company (NE-ID) for a term of 5 (Five) years, effective 11<sup>th</sup> September 2023, in terms of Sections 149 (read with Schedule IV to the Companies Act, 2013 (the Act, 2013), 150, 152, 160, 161, 164 and other applicable provisions of the Act, 2013 and Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulations 17, 25(2A) and other applicable regulations of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (The Listing Regulations, 2015).

In the opinion of the NRC and the Board, Dr. Joshi, fulfils the conditions specified under the Act, 2013 and the rules made thereunder and Listing Regulations, 2015, for the appointment as a NE-ID of the Company and she is independent of the management of the Company.



## *TVS Motor Company Limited*

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Dr. Joshi, has more than four decades of experience in the formulation of macro-economic policies. Dr. Joshi had a long and distinguished career in Reserve Bank of India (RBI) and retired as Executive Director. She headed various departments in RBI including the Department of Rural Planning and Credit and Financial Inclusion Department and Customer Service & Financial Education Department. She had also held various key positions viz., Banking Ombudsman for the State of Andhra Pradesh, Regional Director at RBI Jaipur, RBI Banking operations in Rajasthan, Principal Bankers Training College, Mumbai.

Dr. Joshi is a member of the Executive Council University of Allahabad, The Outstanding Speaker Bureau and has served as a nominee on behalf of RBI on the Board of Andhra Bank, North East Institute of Bank Management, Institute of Banking Personnel Selection I.B.P.S., Bhartiya Reserve Bank Note Mudran Private Ltd. (RBI Currency Pass). Her core competencies include Finance, Regulation and Supervision, Foreign Exchange, Payment system and Currency management.

Dr. Joshi also handled the other important assignments as Chief General Manager incharge Rural Planning Credit Department, Planning Commission, Member 12<sup>th</sup> plan group on rationalisation of Government Sponsored Schemes, Malegam Committee on Interests and Concerns in the Microfinance Sector, Committee on comprehensive services for small businesses and low income households and G-20 India Expert on the Financial Inclusion and Payment Systems Expert Group.

Her Professional achievements include:

- Post doctoral work in Finance and Economics from the University of Harvard, USA
- Awarded the Skoch Challenger award for contribution to Financial Inclusion
- Awarded the Chancellors medal at the University of Allahabad for academic proficiency
- Awarded the Amarnath Jha Gold Medal, University of Allahabad

Dr. Joshi has published various books on Economics, Financial Inclusion and Sustainable Development.

NRC at its meeting held on 11<sup>th</sup> September 2023, evaluated qualification, skills, experience, integrity and knowledge of Dr. Joshi and felt that it would be sufficient / satisfactory to recommend her appointment as a NE-ID on the Board, as per the Nomination and Remuneration (NR) Policy of the Company. She has also enrolled herself with the database for Independent Directors as specified under the Section 150 of the Act, 2013.

In terms of Regulation 25(2A) of Listing Regulations, appointment of Dr. Joshi as a Non- Executive Independent Director (NE-ID) requires approval of the members of the Company by way of a Special Resolution. In terms of proviso to Regulation 25(2A) of the Listing Regulations where a special resolution for the appointment of an independent director fails to get the requisite majority of votes but the votes cast in favour of the resolution exceed the votes cast against the resolution and the votes cast by the public shareholders in favour of the resolution exceed the votes cast against the resolution, then the appointment of such an independent director shall be deemed to have been made under this regulation. Further, in terms of Regulation 17(1C) of Listing Regulations, the appointment of NE-ID will be required to be approved by the members of the Company, within a period of 3 months from the date of appointment or next General Meeting, whichever is earlier.

Dr. Joshi was appointed as a Non-Executive Independent Director (NE-ID) of the Company to hold office for a term of 5 consecutive years from 11<sup>th</sup> September 2023 and not liable to retire by rotation during her tenure of appointment, subject to approval of the members of the Company.

She is not a member of any of the committees of the Board of the Company.

The Company has also received a notice from a member under Section 160 of the Act, 2013, signifying her candidature as a director of the Company.

The Company has received a consent in writing from Dr. Joshi to act as a Director in Form DIR-2, intimating to the effect that she is not disqualified to be appointed as a director and a declaration in writing that she meets the criteria of independence and she is not aware of any circumstance or situation, which exists or may be reasonably anticipated, that could impair or impact her ability to discharge her duties with an objective independent judgement and without any external influence as provided under Section 149(6) of the Act, 2013 and also under the Listing Regulations, 2015.

Dr. Joshi is entitled to receive remuneration by way of 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 and sitting fees and reimbursement of expenses for participation in the meetings of the board and / or committees.

## TVS Motor Company Limited

The draft letter of appointment setting out the terms and conditions of appointment of NE-ID will be available for inspection without any fee by the members at the Registered Office of the Company, "Chaitanya", No. 12, Khader Nawaz Khan Road, Nungambakkam, Chennai - 600 006, Tamilnadu, India, during office hours as stated above, and shall also be uploaded on the website of the Company at [www.tvsmotor.com](http://www.tvsmotor.com).

Except Dr. Joshi, none of the Directors or any Key Managerial Personnel or any of their relatives is, in anyway, concerned or interested, financially or otherwise in the above resolution as set out in Item no 1 of this Notice.

The Board, therefore, recommended the Special Resolution as set out in Item no. 1 of this Notice, for appointment of Dr. Joshi, as a Non-Executive Independent Director (NE-ID) of the Company, for approval of the members.

### Item No.2

The Board at its meeting held on 11<sup>th</sup> September 2023 re-appointed Mr K N Radhakrishnan (DIN: 02599393) as Director & Chief Executive Officer (CEO) in the rank of Whole-Time Director (WTD) of the Company for a further period of five years from 23<sup>rd</sup> October, 2023 and fixed his terms of appointment and remuneration in accordance with the provisions of Sections 196, 197 and 198 read with Schedule V to the Act, 2013 and as recommended by the Nomination and Remuneration Committee of Directors. The current term of Mr K N Radhakrishnan gets completed on 22<sup>nd</sup> October 2023.

Mr K N Radhakrishnan is an eminent leader in the automobile industry. Mr Radhakrishnan is well known for his strategic planning, focus on quality, passion for customers and eye for technology.

In his previous role, he held the position of President & Chief Executive Officer, TVS Motor Company. He started his career in Sundaram-Clayton Automotive Brakes Division and became the head of Business Planning and HR & TQM of Sundaram-Clayton - Brakes Division and all the component divisions such as aluminium die casting.

Before assuming the position of President & CEO, he held the position of Executive Vice President (India operations), TVS Motor Company. During his tenure in SCL - Business Development, company won the Deming prize in 1998 and won the coveted Japan Quality Medal in 2002.

With decades of leadership skills, he has played a crucial role in transforming TVS Motor from a local favourite company to the third largest two-wheeler manufacturer in India, respected for quality globally.

His relentless efforts and commitment have helped the Company won the prestigious Deming Application Prize in 2002 from the Union of Japanese Scientists and Engineers, Japan and the prestigious TPM Excellence Award from Japan institute of Plant Maintenance in 2004.

He is Executive Committee Member of Society of Indian Automobile Manufacturers and leading the two-wheeler CEO Council.

He is the Chairman of the Risk Management Committee and member of the Audit and Administrative Committee of the Company.

The NRC considered his proven track record in achieving organizational goals, his specific accomplishments and milestones, leadership skills including his capacity to build and motivate high performing teams. NRC recommended his re-appointment as Director & CEO of the Company after considering the above attributes.

The Board also taken on record of his adaptability to changing market conditions and industry trends, fostering positive corporate culture and showcased positive relationship with key stakeholders.

His association and experience would be of immense benefit to the Company, and it is desirable to continue to avail his services. Subject to the control and supervision of the Board of Directors, Mr K N Radhakrishnan shall perform such duties and exercise such powers as may be entrusted to him from time to time by the Board.

The proposed terms of remuneration is detailed below, which is in commensurate with the Industry Standards:

S. No	Components	Particulars of Remuneration
1.	Term of office	23 <sup>rd</sup> October 2023 to 22 <sup>nd</sup> October 2028 (for a period of 5 years)
2.	Basic Salary	₹ 12,00,000/- per month and such increments as may be decided by the Nomination and Remuneration Committee (NRC) and the Board, from time to time.
3.	House Rent Allowance	Subject to a maximum of 60% of Basic Salary

## TVS Motor Company Limited

S. No	Components	Particulars of Remuneration
4.	Other allowances as per Company's Policy	₹ 19,42,670/- per month and such other amounts as may be decided by the Board of Directors, from time to time.
5.	Commission	Such percentage of net profits of the Company as may be determined by the Board annually, from time to time, based on the recommendation of the Nomination and Remuneration Committee, within the overall limit of 5% of Net profits of the Company as stipulated under the Companies Act, 2013.
6.	Leave Travel Concession (LTC)	One month Salary as per the Company's Policy.
7.	Car	Two cars for Company's work as well as for personal purposes
8.	Medical Expenses	All medical expenses for self and family including surgical expenses, travel, boarding and lodging expenses for patient and attendant(s).
9.	Club Fees	Payment of fees for two clubs in India including any admission / membership fees.
10.	Provident Fund	12% of the Salary to Provident Fund and such percentage as may be permissible to Superannuation Fund under the relevant scheme.
11.	Gratuity	15 days salary for each year of service.
12.	Earned Leave	On full pay and allowances as per rules of the Company, but not exceeding one month's leave for every eleven months of service. Leave accumulated shall be en-cashable at the end of the tenure, as per the Company's Policy.
13.	Reimbursement of expenses	The Company will incur / reimburse all travel or other expenses incurred by him in furtherance of or in connection with performance of his duties.
14.	Benefits and Amenities	Such other allowances, benefits, amenities and facilities including those under the Special Post Retirement Benefits Scheme as per the rules of the Company.
15.	Total Remuneration	The total remuneration payable to Director & CEO shall not exceed 5% of net profits of the Company prescribed under the Act 2013 and the total remuneration payable to executive directors, in aggregate, should not exceed the maximum permissible limit specified under the Act.
16.	Other Clauses	The Board may revise the remuneration payable to Director & CEO, during any financial year during currency of his tenure of office, in such manner as may be agreed to between the Nomination and Remuneration Committee and the Board of Directors and Director & CEO subject to the condition that the total remuneration by way of salary, perquisites, commission, other allowances and other benefits, shall be within the limits permissible under the Act, 2013, as amended from time to time.

The said re-appointment and payment of remuneration are further subject to the approval of the shareholders in the general meeting of the Company in terms of Sections 196, 197, 203 read with Schedule V to the Act, 2013.

Except Mr K N Radhakrishnan, 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 as set out in Item No. 2 of this Postal Ballot Notice.

The Board, therefore, recommended the Resolution as set out in Item no. 2 of this Notice, for re-appointment of Mr K N Radhakrishnan, as Director & CEO of the Company, for approval of the members.

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

Place : Chennai  
Date : 11<sup>th</sup> September 2023

K S Srinivasan  
Company Secretary

## TVS Motor Company Limited

### DETAILS OF DIRECTORS SEEKING APPOINTMENT / RE-APPOINTMENT

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

Name of the Director	Dr. Deepali Pant Joshi	Mr K N Radhakrishnan
DIN	07139051	02599393
Age	65 years	61 years
Date of first appointment on the Board	11 <sup>th</sup> September 2023	23 <sup>rd</sup> October 2018
Qualifications	<ul style="list-style-type: none"> <li>• Master's Degree in Arts from the University of Allahabad;</li> <li>• Degree in law from the University of Lucknow; and</li> <li>• Post-doctoral work in Finance and Economics from the Harvard University Harvard Asia Centre</li> </ul>	<ul style="list-style-type: none"> <li>• Master's degree from the Indian Institute of Technology, Chennai; and</li> <li>• Management Education Programme from the Indian Institute of Management, Ahmedabad.</li> </ul>
Experience	More than 40 years	More than 38 years
Expertise in specific functional areas	<ul style="list-style-type: none"> <li>• Dr. Deepali Pant Joshi had a long and distinguished career in RBI and retired as Executive Director.</li> <li>• Has more than four decades of experience in the formulation of macro-economic policies.</li> <li>• Her core competencies include Finance, Regulation and Supervision, Foreign Exchange, Payment system and Currency management.</li> <li>• She headed various departments in RBI including the Department of Rural Planning and Credit and Financial Inclusion Department and Customer Service &amp; Financial Education Department.</li> <li>• During her long career with RBI, she had also held some key positions viz., Banking Ombudsman for the State of Andhra Pradesh, Regional Director at RBI Jaipur, RBI Banking operations in Rajasthan, Principal Bankers Training College, Mumbai, etc.</li> </ul>	<ul style="list-style-type: none"> <li>• Has wide exposure about the industry and in-depth involvement with excellent attitude towards teamwork;</li> <li>• He is well known for his strategic planning, focus on quality, passion for customers and eye for technology;</li> <li>• Solution orientation in audit findings and its implementations is one of his key qualities; and</li> <li>• He has a vast experience in automotive industry and having successfully handled all activities of the Company including sales &amp; marketing, business administration / operations.</li> </ul>
Skills and capabilities required for the role and the manner in which the Independent Directors meet the requirements	Refer Item No. 1 of the Notice and Statement of Material Facts	Not applicable
Terms and conditions of re-appointment	Appointment as an Independent Director for a period of 5 years commencing from 11 <sup>th</sup> September 2023 to 10 <sup>th</sup> September 2028 [Refer Item No. 1 of the Notice and Statement of Material Facts]	Re-appointment as Director & CEO for a period of five years commencing from 23 <sup>rd</sup> October, 2023 to 22 <sup>nd</sup> October, 2028 [Refer Item No. 2 of the Notice and Statement of Material Facts]
Details of remuneration last drawn (FY 2022-23)	Not Applicable	Salary, Perquisites and allowances: ₹ 4.36 Crore Commission: ₹ 10.50 Crore
Details of remuneration sought to be paid	Dr. Deepali Pant Joshi is entitled to receive remuneration by way of 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 and sitting fees in addition to	Refer Item No. 2 of the Statement of Material Facts

## TVS Motor Company Limited

Name of the Director	Dr. Deepali Pant Joshi	Mr K N Radhakrishnan
	applicable taxes and reimbursement of travelling and other out of pocket expenses for participation in the meetings of the board and / or committees.	
Directorships in other Companies (including foreign companies)	<ul style="list-style-type: none"> <li>• Coromandel International Limited</li> <li>• Kan and More Private Limited</li> <li>• Pahal Financial Services Private Limited</li> <li>• Ambadi Enterprises Limited</li> <li>• Satya Micro capital Limited</li> <li>• NABFINS Limited</li> </ul>	<ul style="list-style-type: none"> <li>• TVS Credit Services Limited</li> <li>• TVS Motor Services Limited</li> <li>• TVS Lanka Private Limited, Sri Lanka</li> <li>• PT TVS Motor Company Indonesia</li> <li>• The Norton Motorcycle Co Limited, UK</li> </ul>
Membership / Chairpersonship of Committees in other companies (excluding foreign companies)	<p><b>Coromandel International Limited</b> Audit Committee Nomination and Remuneration Committee Corporate Social Responsibility and Sustainability Committee</p> <p><b>Ambadi Enterprises Limited</b> Audit Committee* Corporate Social Responsibility Committee</p> <p><b>Satya Micro Capital Limited</b> Audit Committee* Stakeholders Relationship Committee* Corporate Social Responsibility Committee Asset Liability Management Committee Nomination and Remuneration Committee Risk Management Committee</p> <p><b>NABFINS Limited</b> Nomination and Remuneration Committee* Audit Committee Corporate Social Responsibility Committee Risk Management Committee Sub-Committee on HR*</p> <p><b>Pahal Financial Services Private Limited</b> Audit Committee Nomination and Remuneration Committee</p>	<p><b>TVS Credit Services Limited</b> Stakeholders' Relationship Committee* Risk Management Committee* Audit Committee Corporate Social Responsibility Committee IT Strategy Committee</p>
Listed entities from which the Director has resigned from Directorship in last 3 (three) years	Srei Infrastructure Finance Limited	Nil
No. of Board Meetings attended during FY 2023-24 (upto the date of this Notice)	Attended 1 Board Meeting during the period.	Attended all 4 Board Meetings held during the period.
Inter-se relationship with other Directors and Key Managerial Personnel of the Company	None	None
No. of shares held:		
(a) Own	-	3,151
(b) For other persons on a beneficial basis	-	-

\* Refers to committees in which the Director holds position as Chairman.

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

Place : Chennai  
Date : 11<sup>th</sup> September 2023

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 Ordinary/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 APPOINTMENT OF DR. DEEPALI PANT JOSHI (DIN:07139051) AS A NON-EXECUTIVE INDEPENDENT DIRECTOR (NE-ID) FOR A TERM OF 5 (FIVE) YEARS.			
2.	APPROVING THE RE-APPOINTMENT OF MR K N RADHAKRISHNAN (DIN: 02599393), AS DIRECTOR & CHIEF EXECUTIVE OFFICER OF THE COMPANY FOR A PERIOD OF 5 (FIVE) YEARS			

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 Thursday, the 21<sup>st</sup> September 2023**

End of voting : **Up to 5.00 p.m. (IST) on Friday, the 20<sup>th</sup> October 2023**

### **Notes / Instructions:**

- (1) A member desiring to exercise his/her vote by postal ballot may complete this postal ballot form 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, Thursday, 14<sup>th</sup> September 2023.
- (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., Friday, 20<sup>th</sup> October 2023. 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 14<sup>th</sup> September 2023.
- (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, Saturday, 21<sup>st</sup> October 2023. However, the Ordinary/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, Friday, 20<sup>th</sup> October 2023.
- (12) The results will thereafter be published in the Website of the Company, www.tvsmotor.com and sent to the stock exchanges where the Company's shares are listed.