

19th February 2025

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 - Notice of Postal Ballot seeking the consent of the shareholders of the Company

Ref : Our letter dated 28th January 2025

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 approval by way of special resolution for the re-appointment of Mr Venu Srinivasan (holding DIN: 00051523) as Chairman Emeritus and Managing Director for a further period of five (5) years from 24th April 2025.

Date and time of occurrence of event: February 19, 2025 at 5:22 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

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 20 and 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 , 09/2023 dated 25th September 2023 and 09/2024 dated 19th September 2024 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**") and other applicable provisions, if any, for the time being in force and as amended from time to time and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India ("**SS-2**"), for obtaining approval of the members, by way of Special Resolution, through Postal Ballot, **only through electronic voting ("e-Voting")** process for the business as set out in this Postal Ballot Notice ("**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, is being sent to the members in electronic form to their registered e-mail IDs and annexed to the Notice for your consideration.

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 (instead of submitting the Post Ballot form physically), 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. 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, **Friday, 14th February 2025**. A person who is not a member 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.

Pursuant to Rule 22(5) of the Rules, the Board of Directors of the Company ("**the Board**") has appointed M/s B Chandra and Associates, Practicing Company Secretaries, Chennai, (Registration No. P2017TN065700) as the Scrutinizer, at its meeting held on Tuesday, 28th January 2025, for conducting the postal ballot process through "electronic means" in a fair and transparent manner and they have communicated their 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 **Thursday, 20th February 2025, 9.00 A.M (IST) to Friday, 21st March 2025, 5.00 P.M (IST)** by following the procedures as explained in the Notes hereinbelow.

The Scrutinizer will submit their 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 or before **Saturday, 22nd March 2025**. The results will also be intimated to the Stock Exchanges where the shares of the Company are listed and also uploaded on the website of the Company i.e. www.tvsmotor.com and on the website of NSDL at www.evoting.nsdl.com .

The last date of voting, i.e., **Friday, 21st March 2025**, 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, 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, 21st March 2025 and shall also be available on the website of the Company viz., 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 and the said Notice can also be accessed from website of the Stock Exchanges i.e. www.nseindia.com and www.bseindia.com and website of NSDL at www.evoting.nsdl.com.

SPECIAL BUSINESS:

Item No. 1

Re-Appointment of Mr Venu Srinivasan (holding DIN: 00051523) as Chairman Emeritus and Managing Director for a further period of five (5) years from 24th April 2025

To consider and if thought fit, providing your assent or dissent for passing the following resolution as a **Special Resolution**:

"RESOLVED THAT subject to the provisions of sections 196, 197, 198 and 203 read with Schedule V and other applicable provisions, if any, 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), applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**"the Listing Regulations, 2015"**) and Articles of Association of the Company and subject to such other approval(s), consent(s), permission(s) and sanction(s) as may be necessary from time to time, and based on the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors (**"Board"**), the consent of members of the Company be and are hereby accorded for the re-appointment and remuneration of Mr Venu Srinivasan (holding DIN 00051523) aged 72 years, as Chairman Emeritus and Managing Director (**"CE & MD"**) for a further period of five (5) years commencing from 24th April 2025 to 23rd April 2030 (both days inclusive), who is liable to retire by rotation, notwithstanding holding similar position by him

in Sundaram-Clayton Limited ("**SCL**") and receiving remuneration as approved by its shareholders, and the Board as set out in the explanatory statement, which is hereby specifically approved with authority to the board (which term shall be deemed to include any duly authorized committee thereof for the time being exercising the powers conferred on the Board by this Resolution) to alter and vary the terms and conditions of the said appointment and remuneration and / or agreement in such manner, as it may deem fit and as may be agreed to between the Board and CE & MD and for this purpose the Board be and is hereby authorized to do all such acts, deeds, matters and things as may be considered necessary."

"RESOLVED FURTHER THAT the scope and quantum of remuneration specified may be enhanced, enlarged, widened, altered or varied by the Board (which term shall be deemed to include any duly authorized committee thereof for the time being exercising the 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, the Listing Regulations, 2015 and / or such guidelines, as may be announced by the Central Government, from time to time."

"RESOLVED FURTHER THAT Mr Venu Srinivasan as Chairman Emeritus and Managing Director (CE & MD) of the Company shall have substantial powers of management of the affairs of the Company, in accordance with the articles of association of the Company, the provisions of the Act, 2013 and the rules made there-under (including any statutory modification(s) or re-enactment thereof, for the time being in force) and such powers and duties that may be vested upon him by the board, from time to time."

"RESOLVED FURTHER THAT the total remuneration payable to him as detailed in the explanatory statement annexed to the notice, computed in accordance with the provisions of Section 198 read with Schedule V to the Act, 2013 and as recommended by the Nomination and Remuneration Committee, individually and / or in aggregate along with the other executive directors during his tenure of office as CE & MD and the total remuneration drawn by him from the Company and SCL will be within the limits prescribed under the Act, 2013 and the Listing Regulations, 2015 during the said tenure and does not exceed the higher maximum limit admissible from any one of these companies, in terms of Schedule V to the Act, 2013 notwithstanding the remuneration fixed herein, be and is hereby approved."

"RESOLVED FURTHER THAT the Board be and is hereby further authorised to do all such act(s), deed(s), matter(s) and thing(s) and to execute any agreement(s), document(s), instrument(s) and writing(s) as may be required, with power to settle all questions, difficulties or doubts that may arise in regard to the said appointment as it may in its sole discretion deem fit and to delegate all or any of its powers conferred herein to any Director(s) and/ or officer(s) of the Company to give effect to this resolution."

"RESOLVED FURTHER THAT any of the Directors and/or the Chief Executive Officer, Chief Financial Officer or Company Secretary of the Company be and are hereby severally authorized to do all such acts, deeds and things, to take all such steps as may be necessary to give effect to this resolution."

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

Place: Bengaluru
Date: 28th January 2025

K S Srinivasan
Company Secretary

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.
- (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 **Friday, 14th February 2025** ('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). 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.
- (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) 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>.
- (7) In case of any query, members may refer to the Frequently Asked Questions (FAQs) for members and e-Voting user manual for members available at Downloads Section of www.evoting.nsdl.com or contact NSDL at the following telephone no. 022-24994600

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
<p>Individual Shareholders holding securities in demat mode with NSDL.</p>	<ol style="list-style-type: none"> 1. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsd.com/ either on a Personal Computer or on a mobile. On the e-Services home page click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider 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.nsd.com. Select "Register Online for IDeAS Portal" or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReq.jsp 3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period. 4. Shareholders/Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience. <p style="text-align: center; color: blue; font-size: small;">NSDL Mobile App is available on</p> <div style="display: flex; justify-content: center; align-items: center; gap: 20px;"> <div style="text-align: center;">  App Store </div> <div style="text-align: center;">  Google Play </div> </div> <div style="display: flex; justify-content: center; align-items: center; gap: 20px; margin-top: 10px;">   </div>

Type of shareholders	Login Method
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 user 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 or joining virtual meeting & 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. 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 Providers.
Individual Shareholders (holding securities in demat mode) login through their depository Participants	<p>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</p>

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.

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 bchandraandassociates@gmail.com with a copy marked to evoting@nsdl.co.in.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-Voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details / Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-Voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request to Ms. Pallavi Mhatre Manager at evoting@nsdl.co.in

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of the 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), AADHAR (self-attested scanned copy of Aadhar Card) by email to inward@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), AADHAR (self-attested scanned copy of Aadhar Card) to inward@integratedindia.in. If you are an Individual shareholder 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: 28th January 2025

K S Srinivasan
Company Secretary

Annexure to the notice of Postal Ballot dated 28th January 2025

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 in the accompanying notice dated 28th January 2025 and shall be taken as forming part of the Notice.

Item No. 1

The Board of Directors of the Company on recommendation of the Nomination and Remuneration Committee had re-appointed Mr Venu Srinivasan as the Chairman and Managing Director of the Company which was duly approved by the Members of the Company for a period of five (5) years from 24th April 2020 to 23rd April 2025 along with other terms and conditions of re-appointment, including payment of remuneration.

Further, the Board at its meeting held on 7th February 2022 approved the re-designation of Mr Venu Srinivasan as Chairman Emeritus and Managing Director (CE & MD) effective 1st April 2022.

Accordingly, the present term of office of Mr Venu Srinivasan as CE and MD of the Company will expire on 23rd April 2025.

Based on the performance evaluation, Mr. Venu Srinivasan, Chairman Emeritus and Managing Director, has played a pivotal role in the growth and success of the Company, establishing it as India's third-largest two-wheeler manufacturer. His leadership and contributions to the automotive industry over four decades have been instrumental in shaping the company's strategic direction and expanding its product portfolio through innovation and experience.

As a visionary leader, Mr Venu Srinivasan has demonstrated a strong commitment to ethical standards, transparency, and governance. His dedication to corporate excellence, innovation, and sustainable growth continues to drive the company forward, reinforcing its leadership position in the industry.

In terms of Section 196(3)(a) of the Act, 2013 read with Schedule V to the Act, 2013, for appointment or continuation of employment of any person as managing director, whole-time director or manager who has attained the age of 70 years requires approval of the shareholders by way of special resolution. Since, CE & MD has attained the age of 72 years, the approval of the shareholders is sought through a Special Resolution. Further, in accordance with the justification provided above, the Board is of the opinion that Mr Venu Srinivasan's rich, knowledge and diverse experience is a valuable asset to the Company which adds value and enriched point of view during Board discussions and decision making. Accordingly, in terms of Article 89 of the Articles of Association of the Company, Mr Venu Srinivasan was re-appointed by the Board as MD and CE of the Company for a further period of 5 (five) years from 24th April, 2025 to 23rd April, 2030 at their meeting held on 28th January 2025.

The Company has received from Mr Venu Srinivasan, his consent to act as CE and MD of the Company along with a declaration to the effect that he is not disqualified from being appointed as a Director in terms of Section 164(2) of the Act, 2013 and has not been debarred or disqualified from being appointed or continuing as Director of a Company by the SEBI, MCA or any such other statutory authority. Further, Mr. Venu Srinivasan satisfies all the conditions set out in Part-I of Schedule V of the Act as also conditions set out under Section 196(3) of the Act, 2013 for being eligible for reappointment. Mr Venu Srinivasan is also the Chairman of TVS Holdings Limited and CE and MD of Sundaram Clayton Limited.

Additionally, he is the Chairman of CSR committee & member of the Stakeholders' Relationship Committee of the Company and does not hold any equity shares in the Company.

Nomination and Remuneration Committee (NRC) has considered Mr Venu Srinivasan's significant industry-specific knowledge, experience and expertise.

NRC recommended the reappointment of Mr Venu Srinivasan as CE & MD of the Company for a further term of five years with effect from 24th April, 2025 to 23rd April, 2030 considering the above attributes on the same terms and conditions except modifications with regard to salary and commission in accordance with the provisions of Sections 196, 197 and 203 read with Schedule V to the Act, 2013.

The Company had entered into necessary agreement and the same was executed by the Company with Mr Venu Srinivasan giving effect to the above said proposal subject to approval of the shareholders. Details of the remuneration payable in terms of the Agreement dated 28th January 2025 entered into between the Company and Mr Venu Srinivasan are as under:

Components	Particulars of Remuneration
Term	5 Years – 24.04.2025 to 23.04.2030.
Salary	INR 1 Crore per annum and such increments as may be decided by the Board, from time to time.
Commission	Such percentage of net profits of the Company as may be determined by the Board, from time to time. However, the payment of commission will be subject to a maximum of INR 1 crore per annum.
Accommodation	Free furnished residential accommodation with provision for gas, electricity, water, furnishings and housekeepers / attendants. In case no accommodation is provided by the Company he is entitled to receive house rent allowance, subject to a ceiling of sixty per cent of the salary.
Leave Concession	Travel For four weeks in a year including two trips abroad in a year, for self and family. In case of non availment of LTC, he is entitled to receive leave travel allowance equivalent to one month's salary.
Cars	Two cars for the Company's work as well as for personal purposes along with drivers.
Medical Expenses	All medical expenses for self and family in India or abroad including surgical expenses, travel, boarding and lodging expenses for patient and attendant(s)
Club Fees	Payment of membership fees for three clubs in India and abroad, including any admission / life membership fees.
Insurance	<u>Medical/Personal accident/ Travel insurance:</u> Payment of actual premium for self & family.

TVS Motor Company Limited

Components	Particulars of Remuneration
Provident Fund	12% of the Salary to Provident Fund and such percentage as may be permissible to Superannuation Fund under the relevant scheme.
Gratuity	15 days salary for each year of service.
Earned Leave	On full pay and allowances but not exceeding one month's leave for every eleven months of service. Leave accumulated shall be encashed as per rules of the Company.
Telephone including Telecommunication facilities	Telephone / mobile phone and other suitable communication facilities, at residence.
Reimbursement of expenses	The Company will incur / reimburse all travel or other expenses incurred by him in connection with performance of his duties including attending the meetings of other companies/ entities for furthering the existing business relationship and also to enhance the image and reputation of the Company.
Benefits and Amenities	(i) Loan and other schemes – Benefits under loan and other schemes in accordance with the practices, rules and regulations in force, in the Company, from time to time; and (ii) Other 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.
Total Remuneration	The total remuneration shall not exceed the maximum permissible limit prescribed under the Act 2013 and Listing Regulations. 2015 including the remuneration payable to other executive directors, in aggregate, notwithstanding the individual limit of 5% of net profits per executive director.
Other Clauses	The Board may revise the remuneration payable to the CE & MD, during any financial year during currency of his tenure of office, in such manner as may be agreed to between the Board of Directors and the CE & MD subject to the condition that the total remuneration by way of salary, perquisites, other allowances and other benefits, shall be in accordance with the provisions of the Companies Act, 2013, as amended from time to time.
Minimum Remuneration	In the event of any loss or inadequacy of profits for any financial year, the Board of Directors / Nomination and Remuneration Committee of the Board shall approve the remuneration payable to CE & MD, during such financial year, in such manner as may be agreed to between the Board of Directors / Nomination and Remuneration Committee of the Board and the CE & MD, however not exceeding the maximum limits specified in this behalf under Section 197 read with Schedule V to the Companies Act, 2013.

The above remuneration governing the re-appointment of Mr Venu Srinivasan as CE & MD of the Company is notwithstanding the fact that he draws remuneration as CE & MD from

Sundaram Clayton Limited, as approved by the shareholders of the said Company, subject to the overall limit prescribed under the applicable provisions of the Act 2013. During his tenure as CE & MD, he will not be paid any sitting fee for attending meetings of the Board or Committees thereof.

The aggregate of remuneration payable to Mr Venu Srinivasan, in both the companies *viz.*, the Company and Sundaram Clayton Limited, shall not exceed the higher maximum limit admissible from any one of the companies, in terms of Section V of Schedule V to the Act, 2013 notwithstanding the remuneration fixed herein.

Further the aggregate remuneration payable to Executive Directors shall be within the permissible limits as prescribed under the Companies Act, 2013 and the Listing Regulations, 2015.

In compliance with the provisions of Sections 196, 197 and 203 read with Schedule V to the Act 2013 and other applicable provisions, if any, the terms of re-appointment and the remuneration specified above are now being placed before the members for their approval, as set out in Item no.1 of this Notice.

A brief profile of Mr Venu Srinivasan including nature of his expertise in specific functional areas, other directorships and committee memberships, his shareholding and relationship with other directors in the Company as required under Regulation 36(3) of the Listing Regulations, 2015 are appended to the Notice.

Mr Venu Srinivasan is deemed to be concerned / interested in this resolution, since it relates to his re-appointment as CE and MD and Mr Sudarshan Venu, Managing Director is also deemed to be interested, being his relative.

Save and except the above, 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.

Accordingly, the Board recommends the resolution, as set out in Item no.1 of this Notice to be approved by the shareholders, by way of a special resolution.

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

Place: Bengaluru
Date: 28th January 2025

K S Srinivasan
Company Secretary

DETAILS OF DIRECTOR SEEKING RE-APPOINTMENT

Profile of Mr. Venu Srinivasan:

Mr. Venu Srinivasan is Chairman Emeritus and Managing Director of TVS Motor Company, one of the largest two-wheeler manufacturers in the world and Sundaram-Clayton Limited, a leading manufacturer of automotive components in India. He is also the Vice Chairman of Tata Trusts, India's most respected and largest philanthropic foundation and the majority shareholder of the Tata group. He is a Director on the Central Board of Reserve Bank of India. He holds an engineering degree from the College of Engineering, Chennai, India and a Masters in management from Purdue University, USA.

Mr Srinivasan has held various important positions in the Indian Industry, such as the President, Confederation of Indian Industry and the President, Society of Indian Automobile Manufacturers.

He has several prestigious awards to his credit including the Padma Bhushan, the third-highest civilian award of India. The distinguished civilian honour "Order of Diplomatic Merit" (Heung-In Medal) was conferred by the President of Korea for his valuable contribution to promote Korea-India bilateral relations.

He was awarded the Deming Distinguished Service Award for Dissemination and Promotion (Overseas) Award (2019) by Japanese Union of Scientists and Engineers (JUSE); the Ishikawa-Kano Award (2012) by the Asian Network of Quality, the apex body for quality in Asia. Under his leadership, his companies were awarded the Deming Prize and the Japanese Quality Medal in 2002.

In 2023, he was presented with the Outstanding Institution Builder of the Year award by All India Management Association (AIMA) for displaying exceptional vision and leadership in building an institution. He was conferred with Lifetime Achievement award by CNBC-TV18's India Business Leadership Awards (IBLA) in 2023.

In 2024, Ernst & Young, recognized him with the Lifetime Achievement award for his decades of entrepreneurial excellence in revolutionizing the two-wheeler industry in India.

In 2024, he was honoured with the Lifetime Achievement Award by the prestigious ET Awards for Corporate Excellence. The award honors Mr Venu Srinivasan's "unparalleled contributions to Indian manufacturing, leadership and corporate social responsibility".

His commitment to competitiveness and quality of our economy is manifested through his company's market presence in more than 80 countries across the globe.

Mr Srinivasan's dedication to the transformation of rural India by empowering women in the rural areas can be seen through his passion towards setting up the Srinivasan Services Trust which has touched the lives of 1.6 million people in 2500 villages across the country in the last 28 years.

Mr Venu Srinivasan is the Chairman of InKo Centre (The Indo-Korean Cultural and Information Centre) which is a non-profit society set up in 2006 with support from TVS Motor Company Limited and Hyundai Motor India Limited to promote a sustainable, meaningful intercultural dialogue between India and South Korea.

Information as required to be furnished Pursuant to Regulation 36(3) of the Listing Regulations, 2015 and Secretarial Standard – 2 on General Meetings:

Particulars	Details
Name of the Director	Mr Venu Srinivasan
DIN	00051523
Age	72 years
Date of first appointment on the Board	27 th January 2000
Qualifications	<ul style="list-style-type: none"> ➤ Engineering Degree from the College of Engineering, Chennai ➤ Master’s Degree in Management from Purdue University, USA.
Experience	More than 4 decades in Automotive sector
Expertise in specific functional areas	<ul style="list-style-type: none"> ➤ In all spheres of management including strategic planning, business administration and unparalleled contribution to Indian manufacturing industry. ➤ Always strives for excellence in both quality and cost along with customer satisfaction and take advantage of emerging opportunities and catch new waves of wealth creation. ➤ Very resourceful in his approach and implementation of strategies. ➤ He is the Chairman of TVS Holdings Limited and also the Chairman Emeritus and Managing Director of Sundaram Clayton Limited. ➤ Made extra-ordinary efforts to improve TVS's presence in global market.
Skills and capabilities required for the role and the manner in which the Independent Directors meet the requirements	NA
Terms and conditions of appointment / re-appointment	For a term of five years effective 24 th April 2025
Details of remuneration last drawn (FY 2023-24)	INR 0.84 crore
Details of remuneration sought to be paid	Refer the details provided under the Item No.1 of statement of material facts.

Particulars	Details
Directorships in other Companies	<p><u>Indian Companies:</u></p> <ol style="list-style-type: none"> 1. TVS Holdings Limited 2. Sundaram Clayton Limited 3. TVS Credit Services Limited 4. TATA Sons Private Limited 5. TATA Indian Institute of Skills 6. TVS Electric Mobility Limited 7. Sundaram Auto Components Limited 8. T.V. Sundram Iyengar & Sons Private Limited 9. TVS Housing Finance Private Limited 10. LV Trustee Private Limited 11. S. Venu Trustee Private Limited 12. VS Trustee Private Limited 13. Venu Srinivasan Trustee Private Limited 14. Cheema Educational Foundation 15. Namma School Foundation 16. Indian Foundation For Quality Management 17. TVS Cheema Scholarship Foundation <p><u>Foreign Companies:</u></p> <ol style="list-style-type: none"> 1. The Norton Motorcycle Co. Limited 2. TVS Motor (Singapore) Pte Limited, Singapore 3. TVS Digital Pte. Ltd., Singapore 4. Swiss E-Mobility Group (Holding) AG 5. Swiss E-Mobility Group (Schweiz) AG 6. Sundaram Holding USA Inc., USA
Membership/ Chairpersonship of Committees in other companies	Chairman of Corporate Social Responsibility Committee in TVS Holdings Limited, TVS Credit Services Limited and Sundaram Clayton Limited.
Listed entities from which the Director has resigned from Directorship in last 3 (three) years	Nil
No. of Board Meetings attended during FY2024-25 (upto the date of this Notice)	4
Inter-se relationship with other Directors and Key Managerial Personnel of the Company	Mr Venu Srinivasan is the father of Mr Sudarshan Venu, Managing Director.
Brief resume	As set out in the Profile of Mr. Venu Srinivasan above

TVS Motor Company Limited

Particulars	Details
Shareholding details:	
(a) Own	NIL
(b) For other persons on a beneficial basis	

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

Place: Bengaluru
Date: 28th January 2025

K S Srinivasan
Company Secretary