

21st October 2023

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 Sirs/Madam,

Reg : Intimation of the results of Postal Ballot as per Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (SEBI (LODR) 2015)

Please refer to our letter dated 18th September 2023, informing about the proposal to seek the approval of the shareholders of the Company by way of ordinary / special resolution, through postal ballot / e-voting for:

- Approving the appointment of Dr. Deepali Pant Joshi (DIN: 07139051) as a Non-Executive Independent Director for a term of 5 (Five) years effective from 11th September 2023; and
- Approving the re-appointment of Mr K N Radhakrishnan (DIN: 02599393), as Director & Chief Executive Officer of the Company for a further period of 5 (Five) years effective 23rd October 2023.

Pursuant to Regulation 44 and Regulation 30 of the SEBI (LODR) 2015, we send herewith the announcement of the results (Annexure – 1) and consolidated scrutinizer report (Annexure – 2) of the postal ballot including e-voting.

We also wish to inform you that aforesaid resolutions have been approved by the shareholders with requisite majority.

Kindly acknowledge receipt.

Thanking you,

Yours faithfully

For TVS MOTOR COMPANY LIMITED

K S Srinivasan
Company Secretary

TVS MOTOR COMPANY LIMITED

Annexure - 1

Results of voting through electronic means and postal ballot

Date of Postal Ballot	20-10-2023
Total number of shareholders on record date (14/09/2023)	2,06,156
No. of shareholders present in the meeting either in person or through proxy: Promoters and Promoter Group: Public:	N.A.
No. of Shareholders attended the meeting through Video Conferencing Promoters and Promoter Group: Public	N.A.

Resolution 1	Approving the appointment of Dr. Deepali Pant Joshi (DIN: 07139051) as a Non-Executive Independent Director for a term of 5 (Five) years
Resolution required: (Ordinary/ Special)	Special
Whether promoter / promoter group are interested in the agenda / resolution?	No

Category	Mode of Voting	No. of shares held (1)	No. of votes cast (2)	% of Votes cast on outstanding shares (3)=[(2)/(1)]*100	No. of Votes in favour (4)	No. of Votes against (5)	% of Votes in favour on votes cast (6)=[(4)/(2)]*100	% of Votes against on votes cast (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	23,88,12,786	23,88,12,786	100.0000	23,88,12,786	-	100.0000	-
	Postal Ballot		-	-	-	-	-	
	Total	23,88,12,786	23,88,12,786	100.0000	23,88,12,786	-	100.0000	-
Public-Institutions	E-Voting	19,79,40,399	16,73,58,400	84.5499	16,70,77,008	2,81,392	99.8319	0.1681
	Postal Ballot		-	-	-	-	-	
	Total	19,79,40,399	16,73,58,400	84.5499	16,70,77,008	2,81,392	99.8319	0.1681
Public- Non Institutions	E-Voting	3,83,33,929	16,02,918	4.1815	15,94,357	8,561	99.4659	0.5341
	Postal Ballot		94,819	0.2474	93,411	1,408	98.5151	1.4849
	Total	3,83,33,929	16,97,737	4.4288	16,87,768	9,969	99.4128	0.5872
Total		47,50,87,114	40,78,68,923	85.8514	40,75,77,562	2,91,361	99.9286	0.0714

TVS MOTOR COMPANY LIMITED

Annexure - 1

Results of voting through electronic means and postal ballot

Resolution 2	Approving the re-appointment of Mr K N Radhakrishnan (DIN: 02599393), as Director & Chief Executive Officer of the Company for a further period of 5 (Five) years
Resolution required: (Ordinary/ Special)	Ordinary
Whether promoter / promoter group are interested in the agenda / resolution?	No

Category	Mode of Voting	No. of shares held (1)	No. of votes cast (2)	% of Votes cast on outstanding shares (3)=[(2)/(1)]*100	No. of Votes in favour (4)	No. of Votes against (5)	% of Votes in favour on votes cast (6)=[(4)/(2)]*100	% of Votes against on votes cast (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	23,88,12,786	23,88,12,786	100.0000	23,88,12,786	-	100.0000	-
	Postal Ballot		-	-	-	-	-	
	Total	23,88,12,786	23,88,12,786	100.0000	23,88,12,786	-	100.0000	-
Public-Institutions	E-Voting	19,79,40,399	16,96,33,400	85.6992	11,85,70,586	5,10,62,814	69.8981	30.1019
	Postal Ballot		-	-	-	-	-	
	Total	19,79,40,399	16,96,33,400	85.6992	11,85,70,586	5,10,62,814	69.8981	30.1019
Public- Non Institutions	E-Voting	3,83,33,929	16,03,012	4.1817	15,98,557	4,455	99.7221	0.2779
	Postal Ballot		93,819	0.2447	93,819	-	100.0000	-
	Total	3,83,33,929	16,96,831	4.4264	16,92,376	4,455	99.7375	0.2625
Total		47,50,87,114	41,01,43,017	86.3301	35,90,75,748	5,10,67,269	87.5489	12.4511



K SRIRAM, B.Com, ACA, FCS
Practising Company Secretary

Consolidated Scrutiniser's Report

[Pursuant to Section 110 of the Companies Act, 2013, read with Rule 22 of the Companies (Management and Administration) Rules, 2014]

21st October, 2023

To,
The Chairman,
TVS Motor Company Limited
"Chaitanya", No.12, Khader Nawaz Khan Road,
Nungambakkam, Chennai – 600006.

Dear Sir,

Sub: Scrutinizer's Report on Postal ballot conducted under Section 110 of the Companies Act, 2013 ("the Act") read with Rule 22 of Companies (Management and Administration) Rules, 2014

I have, vide a resolution passed by your Board of Directors on 11th September 2023, been **appointed to act as the Scrutiniser** for the Company's **Postal Ballot** process, which was initiated to obtain the approval of your members by way of **Special / Ordinary resolution** for the items of business as set out below:

Business transacted through the Postal Ballot

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 effective 11th September 2023 (**Special Resolution**).
2. Approving the re-appointment of Mr K N Radhakrishnan (DIN: 02599393), as Director & Chief Executive Officer of the Company for a further period of 5 (Five) years from 23rd October 2023 to 22nd October 2028 (**Ordinary Resolution**).

I submit my consolidated report as under:

1. The Company is a listed company with the Equity shares being listed with the National Stock Exchange of India Limited (**NSE**) and the BSE Limited (**BSE**).
2. The Company selected National Securities Depository Limited (**NSDL**), as the agency to provide the e-voting platform for the remote e-voting process. NSDL allotted **E-voting Event Number (EVEN) 126787** for the Company's **Postal Ballot**.
3. **14th September 2023** was fixed by your Board of Directors as the **cut-off date** for determining the members who would be eligible to vote either through physical ballot or through remote e-voting and to determine the number of votes each of them could exercise.
4. Integrated Registry Management Services Private Limited, your Registrar and Share Transfer Agent (**RTA**), provided details of the members who held equity shares in your Company as on the cut-off date and were hence eligible to participate in the postal ballot process in respect of such number of shares.



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5. The e-voting period was from **9.00 am on Thursday the 21st September 2023 to 5.00 pm on Friday the 20th October 2023**. For physical ballots, the last day, date and time for receipt was fixed as **5.00 pm on Friday the 20th October 2023**.
6. Notice of the Postal Ballot (*the Notice*) was sent to the **members of the Company as on the cut-off date in the following manner:**
 - (i) Through **e-mail** (sent by NSDL) to **1,96,895 members on 18th September 2023**.
 - (ii) Through **registered post** (sent by the RTA) to **9,262 members**, along with ballot paper and postage prepaid **business reply envelope on 20th September 2023**.
7. The Notice was **filed online** with the **NSE and BSE** in terms of Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosures) Regulations, 2015 (LODR) **on 18th September 2023**.
8. The Notice **was sent by email** to the Directors, Auditors and Debenture Trustees of the Company **on 19th September 2023**.
9. Dispatch of the Notice (in physical form as well as through email), along with the prescribed particulars about the voting process, was duly **advertised on 21st September 2023** in Business Standard (**in English**) and Makkal Kural (**in Tamil**).
10. The Company's paid-up equity share capital **as on the cut-off date**, which consisted of 47,50,87,114 equity shares of Rs.1/- each held by **the members**, included shares on which **voting rights were frozen as set out below:**
 - (a) **63,880** Equity shares in TVS Motor Company Limited **Unclaimed Suspense Account** as per Regulation 39 read with Schedule VI of LODR; and
 - (b) **16,05,969** Equity shares on which dividend had not been claimed for seven consecutive years and transferred to and held by the Investor Education and Protection Fund Authority, Ministry of Corporate Affairs (**IEPF**) as per Section 124 of the Act.
11. **After 5.00 P.M. on Friday the 20th October 2023**, I unblocked the votes cast through **remote e-voting** in the presence of two witnesses not in the employment of the Company and obtained the remote e-voting report from the e-voting website of NSDL.
12. All the **physical postal ballots** received in the postage pre-paid business reply envelopes not later than **5.00 P.M. on 20th October 2023**, were also opened in my presence and scrutinised.
13. The votes cast through remote e-voting as well as through physical ballots were validated with the list of members and their holding as on the cut-off date, as provided by the RTA.
14. I also noted that **voting rights were not exercised** in respect of the **63,880** equity shares in TVS Motor Company Limited **Unclaimed Suspense Account** as well as the **16,05,969** equity shares held by **IEPF Authority**. Further, one member who voted through postal ballot exercised his votes on only one resolution.
15. I have recorded particulars of the votes cast through remote e-voting and the physical ballots in a separate register maintained in electronic form.



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16. A total of 2,173 members participated in the voting process - 2,040 through remote e-voting and 133 through postal ballots.
17. All the 2,040 electronic ballots were considered as valid. Out of the 133 physical ballot papers received, 109 were considered as valid and 24 were considered invalid for the 1st resolution and 108 were considered as valid and 25 were considered invalid for the 2nd resolution due to various reasons as set out below:
- (i). Mismatch of signature on ballot paper with the specimen on record;
 - (ii). Assent or dissent not indicated in the ballot paper;
 - (iii). Ballot paper not signed; and
 - (iv). Voted through remote e-voting and postal ballot, in which the votes cast through postal ballot considered as invalid.

I have not quantified the total number of invalid votes since the concerned ballots themselves were invalid.

18. The combined results of the postal ballot process, considering both the physical ballots and remote e-voting, are as under:

Mode of voting		Resolution No.1		Resolution No.2	
		Ballots	Votes cast	Ballots	Votes cast
Total valid votes/ ballots					
Physical ballots		109	94,819	108	93,819
Remote e-voting		2,034	40,77,74,104	2,040	41,00,49,198
Total		2,143	40,78,68,923	2,148	41,01,43,017
Valid ballots/ votes in favour of ("For") the resolution					
Physical ballots		108	93,411	108	93,819
Remote e-voting		1,971	40,74,84,151	1,609	35,89,81,929
Total "For"	Number	2,079	40,75,77,562	1,717	35,90,75,748
	%	99.93%		87.55%	
Valid ballots/ votes "Against" the resolution					
Physical ballots		1	1,408	-	-
Remote e-voting		63	2,89,953	431	5,10,67,269
Total "Against"	Number	64	2,91,361	431	5,10,67,269
	%	0.07%		12.45%	
Type of Resolutions		Special		Ordinary	
Result		Passed with requisite majority		Passed with requisite majority	

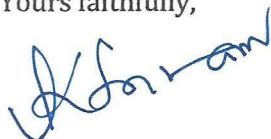


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19. Both the resolutions, one Special resolution (item number 1 above) and one Ordinary resolution (item number 2 above) have been passed with the requisite majority on 20th October 2023.

You may declare the results accordingly.

Thanking you,
Yours faithfully,



K. SRIRAM,
Practising Company Secretary (CP No: 2215),
Scrutiniser.
UDIN: F006312E001411881

