

15th June 2022

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

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

Dear Sirs,

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

Please refer to our letter dated 13th May 2022, informing about the proposal to seek the approval of the shareholders of the Company by way of ordinary resolution, through postal ballot / e-voting for re-appointment of Mr Sudarshan Venu as Managing Director of the Company for a further period of five years commencing from 1st February 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 resolution has 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	14-06-2022
Total number of shareholders on record date (06/05/2022)	1,96,759
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 re-appointment of Mr Sudarshan Venu as Managing Director of the Company
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	24,13,82,512	24,13,82,512	100.0000	24,13,82,512	-	100.0000	-
	Postal Ballot		-	-	-	-	-	-
	Total	24,13,82,512	24,13,82,512	100.0000	24,13,82,512	-	100.0000	-
Public- Institutions	E-Voting	18,63,38,444	16,09,99,379	86.4016	13,77,77,021	2,32,22,358	85.5761	14.4239
	Postal Ballot		-	-	-	-	-	-
	Total	18,63,38,444	16,09,99,379	86.4016	13,77,77,021	2,32,22,358	85.5761	14.4239
Public- Non Institutions	E-Voting	4,73,66,158	15,69,723	3.3140	15,61,665	8,058	99.4867	0.5133
	Postal Ballot		1,17,929	0.2490	1,17,919	10	99.9915	0.0085
	Total	4,73,66,158	16,87,652	3.5630	16,79,584	8,068	99.5219	0.4781
Total		47,50,87,114	40,40,69,543	85.0517	38,08,39,117	2,32,30,426	94.2509	5.7491





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]

14th June 2022

To,
The Chairman,
TVS Motor Company Limited
"Chaitanya", No.12, Khader Nawaz Khan Road,
Nungambakkam, Chennai – 600 006.

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 5th May 2022, 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 **Ordinary resolution** for the following item of business:

Business transacted through the Postal Ballot

- | |
|--|
| 1. Approval of re-appointment of Mr. Sudarshan Venu (DIN: 03601690) as Managing Director (including the terms of remuneration payable to him) for a further period of 5 (five) years from 1 st February, 2023 to 31 st January, 2028 (Ordinary Resolution). |
|--|

I submit my consolidated report as under:

1. The Company is a listed company with its Equity shares listed in 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**) **119834** for the Company's **Postal Ballot**.
3. **6th May 2022** was fixed by your Board 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 the number of votes each of them could exercise.
4. Notice of the Postal Ballot was sent to the **1,96,757 members in the following manner:**
 - (i). Through registered post/speed post (sent by RTA) to **11,450** members, along with ballot paper and postage prepaid business reply envelope, on **13th and 14th May 2022**; and
 - (ii). Through e-mail (sent by NSDL) to **1,85,307** members, on **13th May, 2022**.
5. Notice of the Postal Ballot was filed online with the **NSE and BSE** in terms of Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**LODR**) on 13th May 2022. The Notice and prescribed particulars about the voting process were duly **advertised on 14th May 2022** in Business Standard (in English) and Makkal Kural (in Tamil).



"SHRESHTAM", Old No.17, New No.16, Pattammal Street, Mandaveli, Chennai – 600 028.
(044) 42074012/ 24611440 sriram.krishnamurthy@rediffmail.com

TVS Motor Company Limited – Postal Ballot – 16th May 2022 to 14th June 2022
Consolidated Scrutiniser's report

6. **Notice of the Postal Ballot was sent by e-mail** to the Directors, Auditors and Debenture Trustees of the Company on 13th May 2022.
7. Integrated Registry Management Services Private Limited, your Registrar and Share Transfer Agent (**RTA**), provided details of the members who held shares on the cut-off date and were hence eligible to participate in the postal ballot process.
8. 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 **1,96,759 members**, included shares on which **voting rights were frozen as set out below**:
 - (i). **75,855** Equity shares in TVS Motor Company Limited Unclaimed Suspense Account as per Regulation 39 read with Schedule VI of LODR; and
 - (ii). **15,39,632** 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(6) of the Act.
9. The e-voting period was **from 9.00 am on Monday the 16th May 2022 to 5.00 pm on Tuesday the 14th June 2022**. For physical ballots, the last day, date and time for receipt was fixed as **5.00 pm on Tuesday the 14th June 2022**.
10. **After 5.00 pm on Tuesday, the 14th June 2022**, 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.
11. All the **physical postal ballots** received in the postage pre-paid business reply envelopes not later than **5.00 pm on 14th June 2022**, were also opened in my presence and scrutinised.
12. 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.
13. I also noted that **voting rights were not exercised** in respect of the **75,855** equity shares in TVS Motor Company Limited **Unclaimed Suspense Account** as well as the **15,39,632** equity shares held by **IEPF**.
14. I have recorded the particulars of the votes cast through remote e-voting and the physical ballots in a separate register maintained in electronic form.
15. A **total of 1,865 members participated** in the voting process. All the 1,657 electronic ballots were considered as valid. In one electronic ballot, the number of votes cast which was mentioned as "2.5" was considered as "2". Out of the 208 physical ballot papers received, 172 were considered as valid and **36 were considered invalid** for various reasons as set out below:
 - (i). Mismatch of signature on ballot paper with the specimen on record;
 - (ii). Non-availability of specimen signatures with the RTA;
 - (iii). Assent or dissent not indicated in the ballot paper;
 - (iv). Ballot paper not signed; and
 - (v). Voted through remote e-voting and physical ballot (Votes cast through physical ballot were considered as invalid).



TVS Motor Company Limited – Postal Ballot – 16th May 2022 to 14th June 2022
Consolidated Scrutiniser's report

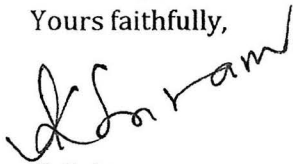
I have not quantified the total number of invalid votes since the concerned ballots themselves were invalid.

16. The consolidated results of the postal ballot process (both physical ballots and remote e-voting) are as under:

Mode of voting		Resolution No.1	
		Ballots	Votes cast
Total valid votes/ ballots			
Physical ballots		172	1,17,929
Remote e-voting		1,657	40,39,51,614
Total		1,829	40,40,69,543
Valid ballots/ votes in favour of the resolution			
Physical ballots		171	1,17,919
Remote e-voting		1,468	38,07,21,198
Total "For"	Number	1,639	38,08,39,117
	%		94.25%
Valid ballots/ votes against the resolution			
Physical ballots		1	10
Remote e-voting		189	2,32,30,416
Total "Against"	Number	190	2,32,30,426
	%		5.75%
Type of Resolution		Ordinary	
Result		Passed	

17. The ordinary resolution has been passed with the requisite majority on 14th June 2022. You may declare the results accordingly.

Thanking you,
Yours faithfully,




K. Sriram,
Practising Company Secretary (CP No: 2215),
Scrutiniser.
UDIN: F006312D000493084