

7<sup>th</sup> September 2022

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 Sirs,

**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 5<sup>th</sup> August 2022, informing about the proposal to seek the approval of the shareholders of the Company by way of special resolutions, through postal ballot / e-voting for:

- Approving the amendment to Articles of Association of the Company; and
- Approving the disinvestment of Shares of Sundaram Holding USA Inc., (SHUI) held by Sundaram Auto Component Limited and consequent cessation of SHUI as a Material Subsidiary of the Company.

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

|  |            |
|--|------------|
| <b>Date of Postal Ballot</b>   | 06-09-2022 |
| <b>Total number of shareholders on record date (01/08/2022)</b>  | 1,93,530   |
| <b>No. of shareholders present in the meeting either in person or through proxy:</b><br>Promoters and Promoter Group:<br>Public: | N.A.       |
| <b>No. of Shareholders attended the meeting through Video Conferencing</b><br>Promoters and Promoter Group:<br>Public            | N.A.       |

|   |   |
|---|---|
| <b>Resolution 1</b>   | Approving the amendment to Articles of Association of the Company |
| <b>Resolution required: (Ordinary/ Special)</b>                                     | Special   |
| <b>Whether promoter / promoter group are interested in the agenda / resolution?</b> | No  |

| Category                           | Mode of Voting | No. of shares held<br>(1) | No. of votes cast<br>(2) | % of Votes cast on outstanding shares<br>(3)=[(2)/(1)]*<br>100 | No. of Votes in favour<br>(4) | No. of Votes against<br>(5) | % of Votes in favour on votes cast<br>(6)=[(4)/(2)]*<br>100 | % of Votes against on votes cast<br>(7)=[(5)/(2)]*<br>100 |
|------------------------------------|----------------|---------------------------|--------------------------|--|-------------------------------|-----------------------------|---|---|
| <b>Promoter and Promoter Group</b> | E-Voting       | 24,13,82,512              | 24,13,82,512             | 100.0000   | 24,13,82,512                  | -                           | 100.0000  | -   |
|                                    | Postal Ballot  |                           | -                        | -  | -                             | -                           | -   | -   |
|                                    | <b>Total</b>   | 24,13,82,512              | 24,13,82,512             | 100.0000   | 24,13,82,512                  | -                           | 100.0000  | -   |
| <b>Public- Institutions</b>        | E-Voting       | 18,97,91,957              | 16,29,96,366             | 85.8816  | 16,29,96,366                  | -                           | 100.0000  | -   |
|                                    | Postal Ballot  |                           | -                        | -  | -                             | -                           | -   | -   |
|                                    | <b>Total</b>   | 18,97,91,957              | 16,29,96,366             | 85.8816  | 16,29,96,366                  | -                           | 100.0000  | -   |
| <b>Public- Non Institutions</b>    | E-Voting       | 4,39,12,645               | 22,47,808                | 5.1188   | 22,35,606                     | 12,202                      | 99.4572   | 0.5428  |
|                                    | Postal Ballot  |                           | 91,304                   | 0.2079   | 89,812                        | 1,492                       | 98.3659   | 1.6341  |
|                                    | <b>Total</b>   | 4,39,12,645               | 23,39,112                | 5.3267   | 23,25,418                     | 13,694                      | 99.4146   | 0.5854  |
| <b>Total</b>                       |                | <b>47,50,87,114</b>       | <b>40,67,17,990</b>      | <b>85.6091</b>   | <b>40,67,04,296</b>           | <b>13,694</b>               | <b>99.9966</b>  | <b>0.0034</b>   |

|   |   |
|---|---|
| <b>Resolution 2</b>   | Approving the disinvestment of Shares of Sundaram Holdings USA Inc., (SHUI) held by Sundaram Auto Component Limited and cosequent cessation of SHUI as a Material Subsidiary of the Company |
| <b>Resolution required: (Ordinary/ Special)</b>                                     | Special   |
| <b>Whether promoter / promoter group are interested in the agenda / resolution?</b> | No  |

| Category                           | Mode of Voting | No. of shares held<br>(1) | No. of votes cast<br>(2) | % of Votes cast on outstanding shares<br>(3)=[(2)/(1)]*<br>100 | No. of Votes in favour<br>(4) | No. of Votes against<br>(5) | % of Votes in favour on votes cast<br>(6)=[(4)/(2)]*<br>100 | % of Votes against on votes cast<br>(7)=[(5)/(2)]*<br>100 |
|------------------------------------|----------------|---------------------------|--------------------------|--|-------------------------------|-----------------------------|---|---|
| <b>Promoter and Promoter Group</b> | E-Voting       | 24,13,82,512              | 24,13,82,512             | 100.0000   | 24,13,82,512                  | -                           | 100.0000  | -   |
|                                    | Postal Ballot  |                           | -                        | -  | -                             | -                           | -   | -   |
|                                    | <b>Total</b>   | <b>24,13,82,512</b>       | <b>24,13,82,512</b>      | <b>100.0000</b>  | <b>24,13,82,512</b>           | <b>-</b>                    | <b>100.0000</b>   | <b>-</b>  |
| <b>Public- Institutions</b>        | E-Voting       | 18,97,91,957              | 13,18,80,649             | 69.4870  | 10,24,15,500                  | 2,94,65,149                 | 77.6577   | 22.3423   |
|                                    | Postal Ballot  |                           | -                        | -  | -                             | -                           | -   | -   |
|                                    | <b>Total</b>   | <b>18,97,91,957</b>       | <b>13,18,80,649</b>      | <b>69.4870</b>   | <b>10,24,15,500</b>           | <b>2,94,65,149</b>          | <b>77.6577</b>  | <b>22.3423</b>  |
| <b>Public- Non Institutions</b>    | E-Voting       | 4,39,12,645               | 22,47,682                | 5.1185   | 22,43,255                     | 4,427                       | 99.8030   | 0.1970  |
|                                    | Postal Ballot  |                           | 83,796                   | 0.1908   | 83,593                        | 203                         | 99.7577   | 0.2423  |
|                                    | <b>Total</b>   | <b>4,39,12,645</b>        | <b>23,31,478</b>         | <b>5.3094</b>  | <b>23,26,848</b>              | <b>4,630</b>                | <b>99.8014</b>  | <b>0.1986</b>   |
| <b>Total</b>                       |                | <b>47,50,87,114</b>       | <b>37,55,94,639</b>      | <b>79.0581</b>   | <b>34,61,24,860</b>           | <b>2,94,69,779</b>          | <b>92.1538</b>  | <b>7.8462</b>   |



**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]*

7<sup>th</sup> September 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 28<sup>th</sup> July 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 **Special resolutions** for the **two** items of business as set out below:

**Business transacted through the Postal Ballot (Special resolutions)**

1. Approving the amendment to Article 66(b) of the Articles of Association (AoA) of the Company.
2. Approving the disinvestment of Shares of Sundaram Holding USA Inc., (SHUI) held by Sundaram Auto Component Limited and consequent cessation of SHUI as a Material Subsidiary of the Company.

**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) 120719** for the Company's **Postal Ballot**.
3. **1<sup>st</sup> August 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 **1,93,530 members in the following manner:**
  - (i) Through registered post/speed post (sent by RTA) to **10,579** members, along with ballot paper and postage prepaid business reply envelope on **5<sup>th</sup> August 2022**.
  - (ii) Through e-mail (sent by NSDL) to **1,82,951** members on **5<sup>th</sup> August 2022**.



**TVS Motor Company Limited-Postal Ballot- 8<sup>th</sup> August 2022 to 6<sup>th</sup> September 2022**  
**Consolidated Scrutiniser's report**

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 5<sup>th</sup> August 2022.
6. Despatch of the Notice, along with prescribed particulars about the voting process, were duly **advertised on 6<sup>th</sup> August 2022** in Business Standard (in English) and Makkal Kural (in Tamil).
7. Notice **of the Postal Ballot was also sent by email** to the Directors, Auditors and Debenture Trustees of the Company on **5<sup>th</sup> August 2022**.
8. 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.
9. The Company's paid-up equity share capital **as on the cut-off date**, which consisted of 47,50,87,114 equity shares of Re.1/- each held by **1,93,530 members**, included shares on which **voting rights were frozen as set out below:**
  - (a) **69,699** Equity shares in TVS Motor Company Limited Unclaimed Suspense Account as per Regulation 39 read with Schedule VI of LODR; and
  - (b) **15,73,400** 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.
10. The e-voting period was **from 9.00 am on Monday the 8<sup>th</sup> August 2022 to 5.00 pm on Tuesday the 6<sup>th</sup> September 2022**. For physical ballots, the last day, date and time for receipt was fixed as **5.00 pm on Tuesday the 6<sup>th</sup> September 2022**.
11. **After 5.00 P.M. on Tuesday, the 6<sup>th</sup> September 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.
12. All the **physical postal ballots** received in the postage pre-paid business reply envelopes not later than **5.00 P.M. on 6<sup>th</sup> September 2022**, 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 **69,699** equity shares in TVS Motor Company Limited **Unclaimed Suspense Account** as well as the **15,73,400** equity shares held by **IEPF**.
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.
16. **A total of 2,104 members participated in the voting process**. All the 1,944 electronic ballots were considered as valid. Out of the 160 physical ballot papers received, 126 were considered as valid and **34 were considered invalid** for 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 / Both Assent and dissent indicated;
  - (iii) Ballot paper not signed; and



**TVS Motor Company Limited-Postal Ballot- 8<sup>th</sup> August 2022 to 6<sup>th</sup> September 2022**  
**Consolidated Scrutiniser's report**

- (iv) Voted through remote e-voting and physical ballot (Votes cast through physical ballot considered as invalid).

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

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

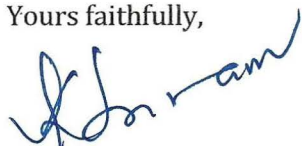
| Mode of voting  |               | Resolution No.1 |                     | Resolution No.2 |                     |
|---|---------------|-----------------|---------------------|-----------------|---------------------|
|   |               | Ballots         | Votes cast          | Ballots         | Votes cast          |
| <b>Total valid votes/ ballots</b>                       |               |                 |                     |                 |                     |
| Physical ballots  |               | 122             | 91,304              | 109             | 83,796              |
| Remote e-voting   |               | 1,941           | 40,66,26,686        | 1,940           | 37,55,10,843        |
| <b>Total</b>  |               | <b>2,063</b>    | <b>40,67,17,990</b> | <b>2,049</b>    | <b>37,55,94,639</b> |
| <b>Valid ballots/ votes in favour of the resolution</b> |               |                 |                     |                 |                     |
| Physical ballots  |               | 118             | 89,812              | 108             | 83,593              |
| Remote e-voting   |               | 1,888           | 40,66,14,484        | 1,714           | 34,60,41,267        |
| <b>Total "For"</b>                                      | <b>Number</b> | <b>2,006</b>    | <b>40,67,04,296</b> | <b>1,822</b>    | <b>34,61,24,860</b> |
|   | <b>%</b>      | <b>99.9966%</b> |                     | <b>92.1538%</b> |                     |
| <b>Valid ballots/ votes against the resolution</b>      |               |                 |                     |                 |                     |
| Physical ballots  |               | 4               | 1,492               | 1               | 203                 |
| Remote e-voting   |               | 53              | 12,202              | 226             | 2,94,69,576         |
| <b>Total "Against"</b>                                  | <b>Number</b> | <b>57</b>       | <b>13,694</b>       | <b>227</b>      | <b>2,94,69,779</b>  |
|   | <b>%</b>      | <b>0.0034%</b>  |                     | <b>7.8462%</b>  |                     |
| <b>Type of Resolutions</b>                              |               | <b>Special</b>  |                     | <b>Special</b>  |                     |
| <b>Result</b>   |               | <b>Passed</b>   |                     | <b>Passed</b>   |                     |

18. Both the special resolutions have been passed with requisite majority on 6<sup>th</sup> September 2022.

You may declare the results accordingly.

Thanking you,

Yours faithfully,




**K. SRIRAM,**

**Practising Company Secretary (CP No: 2215),**

**Scrutiniser.**

**UDIN: F006312D000932996**