

01/02/C/01/

6<sup>th</sup> September 2014

BSE Limited  
PhirozeJeejeebhoy Towers  
Dalal Street  
Mumbai 400 001

**Scrip code : 532343**

Dear Sir,

**Sub: Consent of the shareholders for special resolutions, through postal ballot / e-voting as per Section 110 of the Companies Act, 2013- Results of the postal ballot.**

**Ref: Disclosure in terms of Clause 35A of the Listing Agreement**

\* \* \*

Please refer to our letter dated 24<sup>th</sup> July 2014, 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:

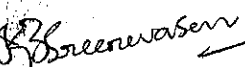
- i. approving a revised limit for exercising the borrowing powers by the board upto Rs. 1500 crores, in terms of section 180(1)(c) of the Act, 2013 as against the earlier limit of Rs.1,250 crores, in terms of section 293(1)(d) of the Act 1956; and
- ii. creating a mortgage and/or charge in respect of all or any of the Company's immovable properties and fixed assets comprising land, buildings, plant and machinery, both present and future, and a floating charge over the whole or any part of the undertaking of the Company for the purpose of such borrowings by the Company in terms of section 180(1)(a) of the Act, 2013

as set out in the notice of postal ballot dated 24<sup>th</sup> July 2014, circulated to the shareholders of the Company.

Pursuant to Clause 35A of the Listing Agreement, we send herewith the announcement of the results of postal ballot / e-voting made today on these special resolutions. We also wish to inform you that all the aforesaid special resolutions have been approved by the shareholders more than the requisite majority.

This is for your information and records.

Thanking you,  
For TVS MOTOR COMPANY LIMITED

  
K S Srinivasan  
Company Secretary

Encl: a/a

## TVS Motor Company Limited

Declaration in accordance with Clause 35A of the Listing Agreement, for the business transacted by the Company through the facility of E-voting/ ballot paper are furnished below:

Date of declaration of results:

6th September 2014

No. of shareholders as on 24th July 2014:

1,00,674

Details of voting on the special resolutions as detailed in the notice of Postal Ballot dated: 24th July 2014

Resolution No. 1	Promoter / Public	No. of shares held	No. of votes polled	% of votes polled on outstanding shares	No. of votes - in favour	No. of votes - against	% of votes in favour - on votes polled	% of votes against - on votes polled
Approving the borrowing limits upto Rs. 1,500 Cr in terms of Sections 180(1)(c) and 180(2) of the Companies Act, 2013	Promoter and Promoter Group	27,26,82,786	27,26,82,786	100.00%	27,26,82,786	-	100.00%	0.00%
	Public - Institutional holders	10,72,82,111	7,85,91,063	73.26%	7,85,91,063	-	100.00%	0.00%
	Public - Others	9,51,22,217	2,06,97,890	21.76%	2,06,59,887	38,003	99.82%	0.18%
	Total	47,50,87,114	37,19,71,739	78.30%	37,19,33,736	38,003	99.99%	0.01%

Resolution No. 2	Promoter / Public	No. of shares held	No. of votes polled	% of votes polled on outstanding shares	No. of votes - in favour	No. of votes - against	% of votes in favour - on votes polled	% of votes against - on votes polled
Creating a mortgage and / or charge in respect of all or any of the Company's movable / immovable properties in terms of Section 180(1)(a) of the Companies Act, 2013	Promoter and Promoter Group	27,26,82,786	27,26,82,786	100.00%	27,26,82,786	-	100.00%	0.00%
	Public - Institutional holders	10,72,82,111	7,85,91,063	73.26%	7,85,91,063	-	100.00%	0.00%
	Public - Others	9,51,22,217	2,06,74,563	21.73%	2,06,25,862	48,701	99.76%	0.24%
	Total	47,50,87,114	37,19,48,412	78.29%	37,18,99,711	48,701	99.99%	0.01%

