

1<sup>st</sup> November 2017

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: Postal ballot as per Section 110 of the Companies Act, 2013.**

We wish to notify that, the board at its meeting held today, approved, *inter alia*, the proposal to seek the consent of shareholders, by way of passing ordinary / special resolutions through postal ballot in terms of Section 110 of the Companies Act, 2013 (the Act) read with Companies (Management and Administration) Rules 2014 for:

- adoption of new set of Articles of Association (AoA) of the Company;
- re-appointment of Mr Sudarshan Venu as Joint Managing Director in the rank of Managing Director of the Company for a further period of five years effective 1<sup>st</sup> February 2018; and
- appointment of Mr Rajesh Narasimhan, director in a place of profit as Chief Executive Officer of TVS Motor Singapore Pte Limited, the subsidiary company.

Summary of key changes viz., inclusions, variations and deletions to the existing AoA of the Company pursuant to the requirements under the Companies Act, 2013 is enclosed for information and records.

In terms of Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we will arrange to send copies of the postal ballot notice to the shareholders for your information and records.

Thanking you,

Yours faithfully,  
For TVS MOTOR COMPANY LIMITED



K S Srinivasan  
Company Secretary

Encl : a/a

**TVS MOTOR COMPANY LIMITED**

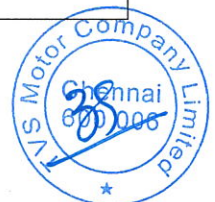
**SUMMARY OF KEY CHANGES TO THE EXISTING ARTICLES OF ASSOCIATION  
OF THE COMPANY**

**1. Insertions in the new AoA**

<b>Subject</b>	<b>Existing AoA</b>	<b>Justification for Insertions in New AoA</b>
KMPs	<b>No corresponding provisions</b>	Appointment of Chief Executive Officer / Chief Financial officer / Independent Director has been included in line with the Act.
Independent Directors		
Board meeting through Digital mode		Articles Inserted for convening and conducting Board / Committee Meetings through Digital applications.
Maintenance of Records in Electronic form		Articles inserted for maintaining records in Electronic form, if the board desires.
E-voting		Voting through Electronic means provided as per the Act
Issue of ADR / GDR		Articles inserted enabling the Company to issue such kind of instruments.
Issue of shares with differential voting rights		Articles inserted for appointment of such director, at the discretion of the board.
Small shareholder director		

**2. Variations made to the new AoA for certain clauses**

<b>Subject</b>	<b>Existing AoA</b>	<b>Justification for variations in New AoA</b>
Directors	Minimum No. of Directors –3 and Maximum No. of Directors – 12	The Act prescribed the maximum number of directors upto 15. Hence, the provisions varied to that extent.
Notice for convening Board meeting	Notice of meeting - minimum 10 days	The Act through Secretarial Standards has prescribed the detailed procedures for issuing notice, sending agenda papers, etc. Hence, the Company will adhere to the requirements under the Act.



<b>Subject</b>	<b>Existing AoA</b>	<b>Justification for variations in New AoA</b>
Quorum	Quorum for Members meeting  Minimum number - 5 persons physically present at the meeting	The Act has specified the number of persons to be physically present according to the number of shareholders. Hence Article has been varied to the extent of requirement under the Act.
Service of documents	The Company can serve documents only through some of the permitted mode viz., Registered Post / Speed Post.	Courier/ Email / other electronic devices now included in the mode of service.

### **3. Clauses appearing in the existing AoA but not included in the new AoA**

<b>Subject</b>	<b>Existing AoA</b>	<b>Justification for non-inclusion in New AoA</b>
Definitions	Annual General Meeting, Auditors, Beneficial Owners, Board or Board of Directors, Capital, Debentures, Depository, Directors, Dividend, Extra Ordinary General Meeting, Member, Meeting or General Meeting, Ordinary Resolution, Paid up, Persons includes corporations / Individuals, Register of Members, Registrar, Secretary, Share, Special Resolution, Written and Year	Most of the terms under the existing AoA is already defined in the Companies Act, 2013. Hence, these definitions have been removed.
Share Capital	<ul style="list-style-type: none"> <li>- Shares to be numbered progressively;</li> <li>- Marketable Lots;</li> <li>- Interest out of capital</li> <li>- Shares issued at discount</li> </ul>	All these concepts are redundant and do not find place in the Act 2013. Hence, these articles have been removed.
	<ul style="list-style-type: none"> <li>- Procedures adopted for further issue of capital</li> <li>- Procedures for issuing duplicate share certificates</li> </ul>	The procedures that were laid down in the Companies Act 1956 were repeated in these Articles. Hence, the same has been removed to align with new Act.
Procedures for maintenance of registers	<ol style="list-style-type: none"> <li>a. Maintenance of Register of Transfers, Instrument of Transfer, Register of Mortgages</li> <li>b. Register &amp; Index of Debentures</li> <li>c. Register of Directors etc</li> <li>d. Register of contracts in which Directors are interested</li> </ol>	The Companies Act 2013 has already prescribed the requirement of maintenance of statutory registers wherever necessary.  Hence, the same need not be repeated in the New AoA.





<b>Subject</b>	<b>Existing AoA</b>	<b>Justification for non-inclusion in New AoA</b>
General Meeting	Procedure of convening EGM on requisition	In the existing AoA, the provisions laid down in erstwhile Companies Act 1956 were repeated for the purpose of procedures of convening EGM on requisition.
Members	<ul style="list-style-type: none"> <li>a. Accidental omission to issue notice</li> <li>b. Meeting not to transact business not mentioned in Notice</li> <li>c. Voting in person or by proxy</li> <li>d. Appointment of Proxy</li> <li>e. Proxy to vote only on a poll</li> <li>f. Poll to be taken if demanded</li> <li>g. Scrutineers at Poll</li> <li>h. Matters to be passed by Ordinary and Special Resolution</li> <li>i. Matters to be decided by Postal Ballot</li> </ul>	<p>The Act through Secretarial Standards has dealt with these provisions extensively.</p> <p>Hence, the same need not be repeated in the New AoA.</p>
Directors	<ul style="list-style-type: none"> <li>a. Vacation of office</li> <li>b. Ascertainment of Directors retiring by rotation and filling of vacancies</li> <li>c. Eligibility for re-election</li> <li>d. Ascertainment of Directors retiring by rotation and filling of vacancies</li> <li>e. Certain persons not to be appointed Managing Director</li> </ul>	<p>The Act has dealt with these provisions extensively.</p> <p>Hence, the same need not be repeated in the New AoA.</p>
Disclosure of Directors interest	<ul style="list-style-type: none"> <li>a. Disclosure by Director of appointment to any body corporate</li> <li>b. Disclosure by a director of his holdings of share and debentures of the company etc</li> <li>c. Disclosure of interest</li> <li>d. General notice of interest</li> <li>e. Interested Directors not to participate or vote in Board proceedings</li> </ul>	<p>Companies Act 2013 has removed the provisions relating to holding of qualification shares by the directors in the Company.</p> <p>Procedures have already been prescribed for making disclosures by the Directors in the Act extensively.</p> <p>Hence, the same need not be repeated in the New AoA.</p>

