

10th May 2024

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) and Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (SEBI (LODR) 2015)

Please refer to our letter dated 10th April 2024, informing about the proposal to seek the approval of the shareholders of the Company by way of special resolutions, through e-voting for:

- Approving the appointment of Mr Vijay Sankar (DIN: 00007875) as a Non-Executive Independent Director for a term of 5 (five) years
- Approving the appointment of Mr Shailesh Haribhakti (DIN: 00007347) as a Non-Executive Independent Director for a term of 5 (five) years
- Approval of 'TVS Motor Company Employee Stock Option Plan ("TVSM ESOP Plan" or "Plan") to the eligible employees of the Company
- Authorisation for secondary acquisition of equity shares of TVS Motor Company Limited by TVSM Employees Stock Option Trust for implementation of 'TVS Motor Company Employee Stock Option Plan' ("Plan") and providing financial assistance in this regard.

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.

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	10-05-2024
Total number of shareholders on record date (05/04/2024)	2,73,845
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	Appointment of Mr Vijay Sankar (DIN: 00007875) 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	19,47,67,456	16,86,81,752	86.6067	15,59,67,188	1,27,14,564	92.4624	7.5376
	Postal Ballot		-	-	-	-	-	
	Total	19,47,67,456	16,86,81,752	86.6067	15,59,67,188	1,27,14,564	92.4624	7.5376
Public- Non Institutions	E-Voting	4,15,06,872	18,67,308	4.4988	18,55,902	11,406	99.3892	0.6108
	Postal Ballot		-	-	-	-	-	
	Total	4,15,06,872	18,67,308	4.4988	18,55,902	11,406	99.3892	0.6108
Total		47,50,87,114	40,93,61,846	86.1656	39,66,35,876	1,27,25,970	96.8913	3.1087

TVS MOTOR COMPANY LIMITED

Annexure - 1

Results of voting through electronic means and postal ballot

Resolution 2	Appointment of Mr Shailesh Haribhakti (DIN: 00007347) 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	19,47,67,456	16,86,77,372	86.6045	16,56,77,297	30,00,075	98.2214	1.7786
	Postal Ballot		-	-	-	-	-	
	Total	19,47,67,456	16,86,77,372	86.6045	16,56,77,297	30,00,075	98.2214	1.7786
Public- Non Institutions	E-Voting	4,15,06,872	18,66,417	4.4966	18,51,607	14,810	99.2065	0.7935
	Postal Ballot		-	-	-	-	-	
	Total	4,15,06,872	18,66,417	4.4966	18,51,607	14,810	99.2065	0.7935
Total		47,50,87,114	40,93,56,575	86.1645	40,63,41,690	30,14,885	99.2635	0.7365

Resolution 3	Approval of 'TVS Motor Company Employee Stock Option Plan ("TVSM ESOP Plan" or "Plan") to the eligible employees of the Company
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	19,47,67,456	16,85,83,752	86.5564	7,69,35,988	9,16,47,764	45.6367	54.3633
	Postal Ballot		-	-	-	-	-	
	Total	19,47,67,456	16,85,83,752	86.5564	7,69,35,988	9,16,47,764	45.6367	54.3633
Public- Non Institutions	E-Voting	4,15,06,872	18,66,453	4.4967	18,52,425	14,028	99.2484	0.7516
	Postal Ballot		-	-	-	-	-	
	Total	4,15,06,872	18,66,453	4.4967	18,52,425	14,028	99.2484	0.7516
Total		47,50,87,114	40,92,62,991	86.1448	31,76,01,199	9,16,61,792	77.6032	22.3968

TVS MOTOR COMPANY LIMITED

Annexure - 1

Results of voting through electronic means and postal ballot

Resolution 4	Authorisation for secondary acquisition of equity shares of TVS Motor Company Limited by TVSM Employees Stock Option Trust for implementation of 'TVS Motor Company Employee Stock Option Plan' ("Plan") and providing financial assistance in this regard.
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	19,47,67,456	16,85,83,752	86.5564	7,79,65,102	9,06,18,650	46.2471	53.7529
	Postal Ballot		-	-	-	-	-	
	Total	19,47,67,456	16,85,83,752	86.5564	7,79,65,102	9,06,18,650	46.2471	53.7529
Public- Non Institutions	E-Voting	4,15,06,872	18,65,453	4.4943	18,54,553	10,900	99.4157	0.5843
	Postal Ballot		-	-	-	-	-	
	Total	4,15,06,872	18,65,453	4.4943	18,54,553	10,900	99.4157	0.5843
Total		47,50,87,114	40,92,61,991	86.1446	31,86,32,441	9,06,29,550	77.8554	22.1446



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

Scrutiniser's Report

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

10th May 2024

To,
 The Chairman,
TVS Motor Company Limited
 [CIN: L35921TN1992PLC022845]
 "Chaitanya", No.12, Khader Nawaz Khan Road,
 Nungambakkam, Chennai – 600 006.

Dear Sir,

Sub: Scrutiniser'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 20th March, 2024, 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 resolution** for the items of business as set out below:

Business transacted through the Postal Ballot

1. Approving the appointment of Mr. Vijay Sankar (DIN: 00007875) as a Non-Executive Independent Director (NE-ID) for a term of 5 (five) years effective from 20th March 2024 (**Special Resolution**).
2. Approving the appointment of Mr. Shailesh Haribhakti (DIN: 00007347) as a Non-Executive Independent Director (NE-ID) for a term of 5 (five) years effective from 1st April 2024 (**Special Resolution**).
3. Approval of 'TVS Motor Company Employee Stock Option Plan' ("TVSM ESOP Plan" or "Plan") to the eligible employees of the Company (**Special Resolution**).
4. Authorisation for secondary acquisition of Equity shares of TVS Motor Company Limited by TVSM Employees Stock Option Trust for implementation of 'TVS Motor Company Employee Stock Option Plan' ("Plan") and providing financial assistance in this regard (**Special Resolution**).

KRISHNAMURTHY
 SRIRAM

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 KRISHNAMURTHY SRIRAM
 Date: 2024.05.10 21:20:58 +05'30'

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

Scrutiniser's report

I submit my 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. Your Board 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) 128332** for the Company's **Postal Ballot**.
3. Your Board fixed **5th April 2024** as the **cut-off date** for determining the members who were eligible to vote through remote e-voting and the number of votes each of them could exercise.
4. Notice of the Postal Ballot ("**the Notice**") was sent/filed **on 10th April 2024, to/with various persons/entities and in the manner set out below:**
 - (a) **Through e-mail** (sent by NSDL) to 2,64,343 **members** whose e-mail address were registered with the Company/Depositories, out of the total of 2,73,845 members as on 5th April 2024. Physical postal ballot forms were not dispatched to the members in view of the relaxation granted by the Ministry of Corporate Affairs vide various circulars as set out in the Notice. The Company has placed the Notice of Postal Ballot on its website.
 - (b) **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**).
 - (c) **Through e-mail** to the **Directors, Auditors and Debenture Trustees** of the Company.
6. The Notice and prescribed particulars about the remote e-voting process were duly **advertised on 11th April 2024** in Business Standard (in English) and Makkal Kural (in Tamil).
7. The remote e-voting period was **from 9.00 A.M. on 11th April 2024 to 5:00 P.M. on 10th May 2024**.
8. Integrated Registry Management Services Private Limited, your Share Transfer Agents (**RTA**), provided the details of the members who held Equity shares of your Company on the cut-off date and accordingly were eligible to participate in the postal ballot in respect of number of shares so held by them.
9. The Company's paid-up equity share capital **as on the cut-off date** consisting of 47,50,87,114 **Equity shares** of Re.1/- each, included the following on which **voting rights were frozen as set out below:**
 - (a) **61,204 Equity shares** in TVS Motor Company Limited **Unclaimed Suspense Account** as per Regulation 39 read with Schedule VI of LODR; and
 - (b) **16,24,574 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.

TVS Motor Company Limited – Postal Ballot – 11th April 2024 to 10th May 2024

Scrutiniser’s report

10. **After 5.00 P.M. on Friday, the 10th May, 2024**, 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. The votes cast through remote e-voting were validated with the list of members and their holding as on the cut-off date.
12. I also noted that **no voting rights were exercised in respect of** any of the 61,204 Equity shares lying in TVS Motor Company Limited **Unclaimed Suspense Account** in terms of LODR, as well as 16,24,574 Equity shares held by **IEPF** in terms of the Act.
13. I have recorded particulars of the votes cast through remote e-voting in a separate register maintained in electronic form.
14. A total of 2,064 members participated in the remote e-voting process and all the votes were considered as valid.
15. The results of the postal ballot process (remote e-voting) are as under:

Item No.	Total valid ballots/votes		Valid ballots/ votes in favour of the resolution			Valid ballots/ votes against the resolution		
	Ballots	Votes cast	Ballots	Votes cast	% of votes	Ballots	Votes cast	% of votes
1	2,070	40,93,61,846	1,876	39,66,35,876	96.89%	194	1,27,25,970	3.11%
2	2,055	40,93,56,575	1,968	40,63,41,690	99.26%	87	30,14,885	0.74%
3	2,054	40,92,62,991	1,347	31,76,01,199	77.60%	707	9,16,61,792	22.40%
4	2,053	40,92,61,991	1,352	31,86,32,441	77.86%	701	9,06,29,550	22.14%

16. I observe that **all the 4 (four) Special Resolutions as mentioned above have been passed with the requisite majority on 10th May 2024**, the date on which the e-voting process concluded.

You may declare the results accordingly.

Thanking you,

Yours faithfully,

KRISHNAMURTHY
SRIRAM

Digitally signed by
KRISHNAMURTHY SRIRAM
Date: 2024.05.10 21:28:09 +05'30'

K. SRIRAM

Practising Company Secretary (C.P No. 2215)

Scrutiniser

UDIN: F006312F000350744