

10th March 2023

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

Please refer to our letter dated 6th February 2023, informing about the proposal to seek the approval of the shareholders of the Company by way of special resolution, through postal ballot / e-voting for:

- Approving the appointment of Mr B Sriram (DIN:02993708) as a Non-Executive Independent Director of the Company for a period of five consecutive years effective from 24th January 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	09-03-2023
Total number of shareholders on record date (27/01/2023)	2,03,420
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 appointment of Mr B Sriram (DIN:02993708) as a Non- Executive Independent Director (NE-ID)
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	19,57,03,830	17,04,87,247	87.1149	16,99,29,900	5,57,347	99.6731	0.3269
	Postal Ballot		-	-	-	-	-	
	Total	19,57,03,830	17,04,87,247	87.1149	16,99,29,900	5,57,347	99.6731	0.3269
Public- Non Institutions	E-Voting	4,05,70,498	15,80,776	3.8964	15,75,170	5,606	99.6454	0.3546
	Postal Ballot		1,13,102	0.2788	1,12,674	428	99.6216	0.3784
	Total	4,05,70,498	16,93,878	4.1751	16,87,844	6,034	99.6438	0.3562
Total		47,50,87,114	41,09,93,911	86.5092	41,04,30,530	5,63,381	99.8629	0.1371



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

Consolidated Scrutinizer's Report

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

10th March 2023

To,
The Chairman,
TVS Motor Company Limited
"Chaitanya", No.12, Khader Nawaz Khan Road,
Nungambakkam, Chennai – 600006.

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 24th January 2023, 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 item of business as set out below:

Business transacted through the Postal Ballot (Special resolution)
Approving the appointment of Mr. B Sriram (DIN: 02993708) as a Non-Executive Independent Director (NE-ID) (Special Resolution).

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) 123319** for the Company's **Postal Ballot**.
3. **27th January 2023** 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 **2,03,420 members in the following manner:**
 - (i) Through registered post/speed post (sent by RTA) to **10,320** members, along with ballot paper and postage prepaid business reply envelope on **6th February 2023**.
 - (ii) Through e-mail (sent by NSDL) to **1,93,100** members on **6th February 2023**.



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 6th February 2023.
6. Despatch of the Notice, along with the prescribed particulars about the voting process, were duly **advertised on 7th February 2023** in Business Standard (in English) and Makkal Kural (in Tamil).
7. **Notice of the Postal Ballot was sent by email** to the Directors, Auditors and Debenture Trustees of the Company on **6th February 2023**.
8. Integrated Registry Management Services Private Limited, your Registrar and Share Transfer Agent (**RTA**), provided details of the members who held equity shares in your Company as on the cut-off date and were hence eligible to participate in the postal ballot process in respect of such number of shares.
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 **2,03,420 members**, included shares on which **voting rights were frozen as set out below**:
 - (a) **69,199** Equity shares in TVS Motor Company Limited **Unclaimed Suspense** Account as per Regulation 39 read with Schedule VI of LODR; and
 - (b) **15,71,582** 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 Wednesday the 8th February 2023 to 5.00 pm on Thursday the 9th March 2023**. For physical ballots, the last day, date and time for receipt was fixed as **5.00 pm on Thursday the 9th March 2023**.
11. **After 5.00 P.M. on Thursday, the 9th March 2023**, 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 9th March 2023**, 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 **69,199** equity shares in TVS Motor Company Limited **Unclaimed Suspense Account** as well as the **15,71,582** equity shares held by **IEPF**. Further, two members who voted through postal ballot exercised votes for only part of their holding.
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 1,850 members participated in the voting process** - 1,677 through remote e-voting and 173 through postal ballots.



TVS Motor Company Limited-Postal Ballot- 8th February 2023 to 9th March 2023
Consolidated Scrutiniser's report

17. All the 1,677 electronic ballots were considered as valid. Out of the 173 physical ballot papers received, 146 were considered as valid and 27 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;
- (iii). Ballot paper not signed; and
- (iv). Voted through remote e-voting and postal ballot, in which the votes cast through postal ballot considered as invalid.

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

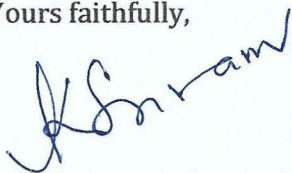
18. The **combined results** of the postal ballot process, considering both the physical ballots and remote e-voting, are as under:

Mode of voting		Number of Ballots	Number of votes cast
Total valid votes/ ballots			
Physical ballots		146	1,13,102
Remote e-voting		1,677	41,08,80,809
Total		1,823	41,09,93,911
Valid ballots/votes in favour of ("For") the resolution			
Physical ballots		143	1,12,674
Remote e-voting		1,625	41,03,17,856
Total	Number	1,768	41,04,30,530
"For"	%	99.86%	
Valid ballots/votes "Against" the resolution			
Physical ballots		3	428
Remote e-voting		52	5,62,953
Total	Number	55	5,63,381
"Against"	%	0.14%	
Type of Resolution		Special	
Result		Passed with requisite majority	

19. The special resolution has been passed with the requisite majority on 9th March 2023.

You may declare the results accordingly.

Thanking you,
Yours faithfully,




K. SRIRAM

Practising Company Secretary (C.P. No.2215)

Scrutiniser

UDIN: F006312D003257351