

23<sup>rd</sup> December 2025

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 Sir(s)/Madam,

**Reg. : Regulation 30 - Disclosure of events or information under SEBI  
(Listing Obligations and Disclosure Requirements) Regulations,  
2015 - Notice of Postal Ballot seeking the consent of the  
shareholders of the Company**

**Ref : Our letter dated 15<sup>th</sup> December 2025**

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In terms of Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we enclose the Postal Ballot Notice sent to the shareholders of the Company today, seeking their approval by way of special resolution for the appointment of Ms Kalpana Unadkat (DIN: 02490816) as a Non-Executive Independent Director of the Company for a period of five consecutive years effective 15<sup>th</sup> December 2025.

*Date and time of occurrence of event: December 23, 2025 at 12:51 P.M.*

This is for your kind information.

Thanking You,  
Yours faithfully,

**For TVS MOTOR COMPANY LIMITED**

**K S Srinivasan**  
**Company Secretary**  
Encl.: a/a

## **POSTAL BALLOT NOTICE**

(Pursuant to Section 110 of the Companies Act, 2013)

Dear Member(s)

NOTICE is hereby given pursuant to Section 110 read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 ("**the Rules**") under the Companies Act, 2013 ("**the Act 2013**") the General Circular Nos. 14/2020 dated 8<sup>th</sup> April 2020 and 17/2020 dated 13<sup>th</sup> April 2020 read with other relevant circulars, including General Circular Nos. 3/2022 dated 5<sup>th</sup> May 2022, 11/2022 dated 28<sup>th</sup> December 2022, 09/2023 dated 25<sup>th</sup> September 2023, 09/2024 dated 19<sup>th</sup> September 2024 and 03/2025 dated 22<sup>nd</sup> September 2025 issued by the Ministry of Corporate Affairs ("**MCA Circulars**") and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**the Listing Regulations, 2015**") and other applicable provisions, if any, for the time being in force and as amended from time to time and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India ("**SS-2**"), for obtaining approval of the members, by way of Special Resolution, through Postal Ballot, **only through electronic voting ("e-Voting")** process for the business as set out in this Postal Ballot Notice ("**Notice**").

The draft of the resolution to be passed together with the Statement of material facts explaining the reasons thereof pursuant to Section 102(1) of the Act 2013, is being sent to the members in electronic form to their registered e-mail IDs and annexed to the Notice for your consideration.

The Company is pleased to provide the facility for voting through 'electronic means' to enable members to cast their votes through e-Voting by selecting appropriate options (instead of submitting the Postal Ballot form physically), in accordance with the provisions of the Act 2013 and Regulation 44 of the Listing Regulations, 2015.

The Company, for this purpose, has engaged National Securities Depository Limited ("**NSDL**"), an agency authorized by the Ministry of Corporate Affairs ("**MCA**"), for facilitating the members to communicate their assent or dissent through "electronic means" in respect of the resolution. The detailed procedures for voting through "electronic means" are given in the Notes attached herewith.

The voting rights of the shareholders shall be in proportion to their shares in the paid-up equity share capital of the Company as on the cut-off date, **Monday, the 15<sup>th</sup> December 2025**. A person who is not a member on the cut-off date should treat this notice for information purposes only. The voting rights in respect of unclaimed shares held in TVS Motor Company Limited Unclaimed Suspense Account and Investors Education Protection Fund stand frozen in terms of Regulation 39 read with Schedule VI of the Listing Regulations, 2015 and Section 124 of the Act, 2013, respectively.

Pursuant to Rule 22(5) of the Rules, the Board of Directors of the Company ("**the Board**") has appointed M/s B Chandra and Associates, Practicing Company Secretaries, Chennai, (Registration No. P2017TN065700) as the Scrutinizer, at its meeting held on Monday, the 15<sup>th</sup> December 2025, for conducting the postal ballot process through "electronic means" in a fair and transparent manner and they have communicated their willingness to be appointed and will be available for the said purpose.

Members are, therefore, requested to carefully read and follow the instructions for voting through "electronic means", from **Wednesday, the 24<sup>th</sup> December 2025, 9.00 A.M (IST) to Thursday, the 22<sup>nd</sup> January 2026, 5.00 P.M (IST)** by following the procedures as explained in the Notes hereinbelow.

The Scrutinizer will submit their report on the results of voting through "electronic means" to the Chairman or any one of the directors of the Company as authorised, after completion of the scrutiny of voting by electronic means.

The results will be announced by the Chairman or any one of the directors of the Company, as authorized, at its registered office on or before **Friday, the 23<sup>rd</sup> January 2026**. The results will also be intimated to the Stock Exchanges where the shares of the Company are listed and also uploaded on the website of the Company i.e. [www.tvsmotor.com](http://www.tvsmotor.com) and on the website of NSDL at [www.evoting.nsdl.com](http://www.evoting.nsdl.com).

The last date of voting, i.e., **Thursday, the 22<sup>nd</sup> January 2026**, will be taken as the date of passing of the said resolution by the members of the Company, subject to the votes cast in favour of the special resolution being not less than three times the votes cast against the resolution, if any.

Members requiring any clarification may contact Mr K S Srinivasan, Company Secretary at the registered office of the Company or through e-mail viz., [srinivasan.ks@tvsmotor.com](mailto:srinivasan.ks@tvsmotor.com) or [contactus@tvsmotor.com](mailto:contactus@tvsmotor.com).

All documents, referred to in this Notice and in the Statement of material facts referred to under Section 102(1) of the Act, 2013, are open for inspection at the Registered Office of the Company during office hours on all working days between 10.00 A.M. and 12.00 Noon upto, Thursday, the 22<sup>nd</sup> January 2026 and shall also be available on the website of the Company viz., [www.tvsmotor.com](http://www.tvsmotor.com)

This Postal Ballot Notice has also been placed on the Company's website viz, [www.tvsmotor.com](http://www.tvsmotor.com) for use by the Members and the said Notice can also be accessed from website of the Stock Exchanges i.e. [www.nseindia.com](http://www.nseindia.com) and [www.bseindia.com](http://www.bseindia.com) and the website of NSDL at [www.evoting.nsdl.com](http://www.evoting.nsdl.com).

## **SPECIAL BUSINESS:**

### **Item No. 1**

#### **Approving the appointment of Ms Kalpana Unadkat, (DIN 02490816) as a Non-Executive Independent Director for a period of 5 (five) years**

To consider providing your assent or dissent for passing the following resolution as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 149 (read with Schedule IV of the Companies Act, 2013), 150, 152, 160, 161, 164 and other applicable provisions, if any, of the Companies Act, 2013 (the Act, 2013), (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and the Companies (Appointment and Qualifications of Directors) Rules, 2014, Regulations 17, 25(2A) and other applicable regulations of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and based on the recommendation of the Nomination and Remuneration Committee (NRC) and the Board of Directors of the Company, approval of the members be and is hereby accorded for the appointment of Ms Kalpana Unadkat, (DIN 02490816), as a Non-Executive Independent Director (NE-ID) of the Company, for a period of five consecutive years effective 15<sup>th</sup> December 2025, and whose office shall not be liable to retire by rotation during her tenure as NE-ID, and in respect of whom the Company has received a notice in writing from a shareholder under Section 160 of the Act, 2013, and to receive remuneration by way of profit related commission, if any, within the permissible limit in terms of Section 197 of the Act, 2013, as determined by

the Board, from time to time, reimbursement of expenses and fees for participation in the meetings of the Board and / or Committees in terms of applicable provisions of the Act, 2013."

"RESOLVED FURTHER THAT the Board be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

By order of the Board  
For **TVS MOTOR COMPANY LIMITED**

Place: Singapore  
Date: 15<sup>th</sup> December 2025

K S Srinivasan  
Company Secretary

Registered Office:  
"Chaitanya",  
No. 12, Khader Nawaz Khan Road,  
Nungambakkam,  
Chennai - 600006

**NOTES:**

- (1) A Statement pursuant to the provisions of Section 102 (1) of the Act, 2013 setting out the material facts relating to the business to be transacted is annexed hereto. The relevant details, pursuant to Regulation 36(3) of the Listing Regulations, 2015 and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, in respect of the Director seeking appointment is annexed.
- (2) Notice is being sent to the members whose names appear in the register of members / list of beneficial owners on National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) as on **Monday, 15<sup>th</sup> December 2025** ('cut-off date').
- (3) The Notice is being sent to the members in electronic form to the e-mail addresses registered with their Depository Participants (in case of electronic shareholding) / the Company's Registrar and Share Transfer Agent (in case of physical shareholding). Members who have not registered their e-mail addresses are requested to register the same with the Company's Registrar and Share Transfer Agent/Depository Participant(s) for sending future communication(s) in electronic form. Members who have registered their e-mail addresses are requested to ensure that the same is operational and if not, provide the correct e-mail address.
- (4) Member(s) whose names appear in the Register of Members/List of Beneficial Owners as on the cut-off date will be considered for e-Voting. A person who is not a member as on the cut-off date should treat this Notice for information purpose only.
- (5) Resolution passed by the members through voting by electronic means shall be deemed to have been passed as if it has been passed at a general meeting of the members convened in that behalf.
- (6) Voting rights shall be reckoned on the paid-up value of shares registered in the name of the member / beneficial owner (in case of electronic shareholding) as on the cut-off date, being the date fixed for determining the voting rights of members entitled to participate in the e-Voting process through e-Voting platform provided by NSDL by typing the URL: <https://www.evoting.nsdl.com>.
- (7) In case of any query, members may refer to the Frequently Asked Questions (FAQs) for members and e-Voting user manual for members available at Downloads Section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or contact NSDL at the following telephone no. 022-48867000.

**How do I vote electronically using NSDL e-Voting system?**

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

**Step 1: Access to NSDL e-Voting system**





**A) Login method for e-Voting for Individual shareholders holding securities in demat mode**

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and

Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> <li>1. For OTP based login you can click on <a href="https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp">https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp</a>. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</li> <li>2. Existing IDeAS user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsdl.com/">https://eservices.nsdl.com/</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the "Beneficial Owner" icon under "Login" which is available under '<b>IDeAS</b>' section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on "<b>Access to e-Voting</b>" under e-Voting services and you will be able to see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be re-directed to e-website of NSDL for casting your vote during the remote e-Voting period.</li> <li>3. If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select "Register Online for IDeAS Portal" or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>4. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service</li> </ol>

Type of shareholders	Login Method
	<p>provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</p> <p>5. Shareholders/Members can also download NSDL Mobile App "<b>NSDL Speede</b>" facility by scanning the QR code mentioned below for seamless voting experience.</p> <p>NSDL Mobile App is available on</p> <p>  App Store            Google Play         </p> <div style="display: flex; justify-content: space-around;">   </div>
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> <li>1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab and then user your existing my easi username &amp; password.</li> <li>2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.</li> <li>3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</li> <li>4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</li> </ol>
Individual Shareholders (holding securities in demat mode) login through their	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting</p>

Type of shareholders	Login Method
depository Participants	feature. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.

**Important note:** Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at above mentioned website.

**Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.**

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.com">evoting@nsdl.com</a> or call at 022 - 4886 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800-21-09911

**B) Login Method for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.**

#### How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "**Login**" which is available under '**Shareholder/Member**' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

*Alternatively, if you are registered for NSDL e-Services i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.*

4. Your User ID details are given below:

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is :
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID

<b>Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical</b>	<b>Your User ID is :</b>
	For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID  For example, if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example, if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:

- a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
- c) How to retrieve your 'initial password'?
  - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8-digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
  - (ii) If your email ID is not registered, please follow steps mentioned below **in process for those shareholders whose email ids are not registered**

6. If you are unable to retrieve or have not received the " Initial password" or have forgotten your password:

- a) Click on **"Forgot User Details/Password?"** (If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
- b) Physical User Reset Password?" (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
- c) If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) mentioning your demat account

number/folio number, your PAN, your name and your registered address etc.

d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.

8. Now, you will have to click on "Login" button.

9. After you click on the "Login" button, Home page of e-Voting will open.

### **Step 2: Cast your vote electronically on NSDL e-Voting system.**

#### **How to cast your vote electronically on NSDL e-Voting system?**

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.

2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period.

3. Now you are ready for e-Voting as the Voting page opens.

4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify / modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.

5. Upon confirmation, the message "Vote cast successfully" will be displayed.

6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.

7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

#### **General Guidelines for shareholders**

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to [bchandraandassociates@gmail.com](mailto:bchandraandassociates@gmail.com) with a copy marked to [evoting@nsdl.com](mailto:evoting@nsdl.com)

2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-Voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details / Password?" or "Physical User Reset Password?" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.

3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-Voting user manual for Shareholders available at the

download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on 022 - 4886 7000 or send a request to Ms. Pallavi Mhatre Manager at [evoting@nsdl.com](mailto:evoting@nsdl.com)

**Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of the mail ids for e-Voting for the resolution set out in this notice:**

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to [einward@integratedindia.in](mailto:einward@integratedindia.in)
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to [einward@integratedindia.in](mailto:einward@integratedindia.in). If you are an Individual shareholder holding securities in demat mode, you are requested to refer to the login method explained at step **1 (A) i.e. Login method for e-Voting for Individual shareholders holding securities in demat mode.**
3. Alternatively, shareholder / members may send a request to [evoting@nsdl.com](mailto:evoting@nsdl.com) for procuring user id and password for e-Voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020, on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

By order of the Board  
For **TVS MOTOR COMPANY LIMITED**

Place: Singapore  
Date: 15<sup>th</sup> December 2025

K S Srinivasan  
Company Secretary

Registered Office:  
"Chaitanya",  
No. 12, Khader Nawaz Khan Road,  
Nungambakkam,  
Chennai - 600006

**Annexure to the notice of Postal Ballot dated 15<sup>th</sup> December 2025**

**STATEMENT OF MATERIAL FACTS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013**

Pursuant to Section 102 of the Companies Act, 2013 (the "Act") the following Statement sets out all the material facts relating to the business mentioned under Item No.1 of the accompanying Notice dated 15<sup>th</sup> December 2025 along with the disclosures as required under Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**SEBI Listing Regulations**"), the Secretarial Standards on General Meetings.

**Item No. 1**

The Board at its meeting held on 15<sup>th</sup> December 2025, based on the recommendation of the Nomination and Remuneration Committee of Directors (NRC), appointed Ms Kalpana Unadkat, (DIN 02490816) as a Non-Executive Independent Director of the Company (NE-ID) for a period of 5 (Five) consecutive years, effective 15<sup>th</sup> December 2025, in terms of Sections 149 (read with Schedule IV to the Companies Act, 2013 (the Act, 2013), 150, 152, 160, 161, 164 and other applicable provisions of the Act, 2013 and Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulations 17, 25(2A) and other applicable regulations of SEBI Listing Regulations.

Ms Kalpana Unadkat is an experienced Independent Director with over a decade of boardroom experience and more than 25 years of cross-border legal and governance expertise.

Ms Kalpana is a dual-qualified solicitor (India and UK) and was a senior partner at Khaitan & Co. and a former Co-Head of Ashurst's India Practice (London).

Ms Kalpana specialises in cross border joint ventures and M&As (international and domestic), and corporate governance laws and offers practical solutions to clients on doing business in India. She is experienced in leading diverse teams in dynamic environments while achieving success in competitive markets. As a leading international M&A lawyer, Ms Kalpana has helped corporates at critical inflection points in their growth journeys including:

- Structuring and executing strategic acquisitions, joint ventures, and alliances for accelerated expansion.
- Designing market entry strategies into new geographies and sectors.
- Overseeing post-acquisition integration to ensure operational alignment and synergy realisation.
- Advising on divestments and restructuring to refocus on high-growth areas.
- Supporting organic growth initiatives through strategic partnerships, commercial contracts, and long-term supply agreements.

Recognised for her ability to bridge governance with strategic execution, Ms Kalpana enables sustainable long-term value creation and strengthens organisational resilience. A mentor to senior executives, she has delivered numerous governance workshops and co-authored research on Women on Boards.

Ms Kalpana is a well-recognised expert on Corporate Governance principles. She also advises on board effectiveness, particularly around issues of corporate governance, leadership, organisational climate and decision-making. She has led several workshops and trained more than 200 directors with a comprehensive approach to director development.

She regularly acts for international companies and is recognised in independent guides as one of the leading lawyers.

Ms Kalpana was the recipient of the Chevening Scholarship - English and EC Commercial Law and Practice. She has also been recognised and awarded:

- Trailblazer, Women Achiever Awards 2023 by FICCI FLO;
- The Corporate Governance Lawyer of the Year, India in 2019;
- The Rising Women of the Year Award in 2019 by Economic Times and Spencer Stuart;
- The Corporate Governance Lawyer for India Award in 2018 by M&A Today;
- The Female Lawyer of the Year for 2017 by ACQ Global Law Awards;
- The Women in Law awards by Lawyer Monthly in 2017; and
- The Women SuperAchiever Award by World HRD congress in 2017.

NRC at its meeting held on 15<sup>th</sup> December 2025, considered her qualification, skills, experience, integrity and knowledge and felt that it would be sufficient / satisfactory to recommend her appointment as a NE-ID on the Board, as per the Nomination and Remuneration (NR) Policy of the Company. She has also enrolled herself with the database for Independent Directors as specified under the Section 150 of the Act, 2013.

In the opinion of the NRC and the Board, Ms Kalpana Unadkat, fulfils the conditions specified under the Act, 2013 and the rules made thereunder and SEBI Listing Regulations for the appointment as a NE-ID of the Company and she is independent of the management of the Company.

In terms of Regulation 25(2A) of SEBI Listing Regulations, appointment of Ms Kalpana Unadkat as a Non-Executive Independent Director requires approval of the members of the Company by way of a Special Resolution. In terms of proviso to Regulation 25(2A) of the SEBI Listing Regulations, where a special resolution for the appointment of an independent director fails to get the requisite majority of votes but the votes cast in favour of the resolution exceed the votes cast against the resolution and the votes cast by the public shareholders in favour of the resolution exceed the votes cast against the resolution, then the appointment of such an independent director shall be deemed to have been made under this regulation. Further, in terms of Regulation 17(1C) of SEBI Listing Regulations, the appointment of NE-ID will be required to be approved by the members of the Company, within a period of 3 months from the date of appointment or next General Meeting, whichever is earlier. The Company has also received a notice from a member under Section 160 of the Act, 2013, signifying her candidature as a director of the Company.

Ms Kalpana Unadkat was appointed as a NE-ID of the Company to hold office for a period of 5 consecutive years from 15<sup>th</sup> December 2025 and not liable to retire by rotation during her tenure of appointment, subject to approval of the members of the Company. She has also been appointed as a member of Audit Committee, Nomination and Remuneration Committee and as a Chairperson of the Stakeholders Relationship Committee of the Company, effective 15<sup>th</sup> December 2025.

The Company has received a consent in writing from Ms Kalpana Unadkat to act as a Director in Form DIR-2, intimating to the effect that she is not disqualified to be appointed as a director and a declaration in writing that she meets the criteria of independence and she is not aware of any circumstance or situation, which exists or may be reasonably anticipated, that could impair or impact her ability to discharge her duties with an objective independent judgement and without any external influence as provided under Section 149(6) of the Act, 2013 and also under the SEBI Listing Regulations.

Ms Kalpana Unadkat is entitled to receive remuneration by way of profit related commission, if any, in terms of Section 197 and other applicable provisions of the Act, 2013, as determined by the board from time to time, within the overall limits specified under the Act, 2013 as well as the SEBI Listing Regulations and sitting fees and reimbursement of expenses for participation in the meetings of the board and / or committees.

The draft letter of appointment setting out the terms and conditions of appointment of NE-ID will be available for inspection without any fee by the members at the Registered Office of the Company, No. 12, "Chaitanya", Khader Nawaz Khan Road, Nungambakkam, Chennai – 600006, Tamil Nadu, India, during office hours as stated above and shall also be uploaded on the website of the Company at [www.tvsmotor.com](http://www.tvsmotor.com).

Ms. Kalpana Unadkat has been serving as an Independent Director on the Board of TVS Credit Services Limited, a material subsidiary of the Company, since 28<sup>th</sup> July 2021.

Except Ms Kalpana Unadkat, none of the Directors or any Key Managerial Personnel or any of their relatives is, in anyway, concerned or interested, financially or otherwise in the above resolution as set out in Item No. 1 of this Notice.

The Board, therefore, recommended the Resolution as set out in Item No. 1 of this Notice, for appointment of Ms Kalpana Unadkat, as a Non-Executive Independent Director of the Company, for approval of the members.

By order of the Board  
For **TVS MOTOR COMPANY LIMITED**

Place: Singapore  
Date: 15<sup>th</sup> December 2025

K S Srinivasan  
Company Secretary

Registered Office:  
"Chaitanya",  
No. 12, Khader Nawaz Khan Road,  
Nungambakkam,  
Chennai - 600006

**DETAILS OF DIRECTOR SEEKING APPOINTMENT**

*[Pursuant to Regulation 36(3) of the SEBI Listing Regulations and Secretarial Standard – 2 on General Meetings]*

<b>Name of the Director</b>	<b>Ms Kalpana Unadkat</b>
DIN	02490816
Age	55 years
Date of first appointment on the Board	15 <sup>th</sup> December 2025
Qualifications	Internationally recognized lawyer registered with the Bombay Incorporated Law Society and the Law Society of England & Wales.
Experience	More than 25 years
Expertise in specific functional areas	<ul style="list-style-type: none"> <li>➤ Mergers and Acquisition;</li> <li>➤ Cross Border Joint Ventures;</li> <li>➤ Corporate Governance; and</li> <li>➤ Organizational climate.</li> </ul>
Skills and capabilities required for the role and the manner in which the Independent Directors meet the requirements	Refer Item No. 1 of the Statement of material facts.
Terms and conditions of appointment / re-appointment	Appointment as an Independent Director for a period of five consecutive years effective 15 <sup>th</sup> December 2025  (Refer Item No. 1 of the Statement of material facts.)
Details of remuneration last drawn	Not Applicable since the appointment is effective 15 <sup>th</sup> December 2025 only.
Details of remuneration sought to be paid	Ms Kalpana Unadkat is entitled to receive remuneration by way of profit related commission, if any, in terms Section 197 and other applicable provisions of the Act, 2013, as determined by the board from time to time, within the overall limits specified under the Act, 2013 as well as the Listing Regulations, 2015 and sitting fees and reimbursement of expenses for participation in the meetings of the board and / or committees.
Directorships in other Companies	<ul style="list-style-type: none"> <li>• Eris Lifesciences Limited</li> <li>• Avenue Supermarts Limited</li> <li>• TVS Credit Services Limited</li> </ul>
Membership/ Chairpersonship of Committees in other companies	Eris Lifesciences Limited  a) Audit Committee (AC)* b) Nomination and Remuneration Committee (NRC)*

<b>Name of the Director</b>	<b>Ms Kalpana Unadkat</b>
	c) Stakeholders Relationship Committee d) Risk Management Committee  Avenue Supermarts Limited:  a) Audit Committee (AC)* b) Nomination and Remuneration Committee (NRC)* c) Stakeholders Relationship Committee d) Risk Management Committee  TVS Credit Services Limited:  a) Audit Committee (AC) b) Nomination and Remuneration Committee (NRC)* c) Stakeholders Relationship Committee d) Risk Management Committee
Listed entities from which the Director has resigned from Directorship in last 3 (three) years	Nil
No. of Board Meetings attended during FY2025-26 (upto the date of this Notice)	1 (One)
Inter-se relationship with other Directors and Key Managerial Personnel of the Company	Nil
No. of shares held:	
(a) Own	Nil
(b) For other persons on a beneficial basis	Nil

\* Refers to committees in which the Director is a Chairperson.

By order of the Board  
For **TVS MOTOR COMPANY LIMITED**

Place: Singapore  
Date: 15<sup>th</sup> December 2025

K S Srinivasan  
Company Secretary

Registered Office:  
"Chaitanya",  
No. 12, Khader Nawaz Khan Road,  
Nungambakkam,  
Chennai - 600006