

01/02/C/0224th July 2014

The Listing Department
National Stock Exchange of India Ltd
Exchange Plaza, 5th Floor
Plot No. 1/C, "G" Block
Bandra-Kurla Complex
Bandra (E), Mumbai 400 051

Scrip code : TVSMOTOR

Dear Sir,

Reg: Postal ballot as per Section 110 of the Companies Act, 2013 read with Clause 35B of the Listing Agreement.**Disclosure pursuant to clause 31(a) of the Listing Agreement**

We wish to notify that, the board at its meeting held today, approved, *inter alia*, a proposal to seek the consent of shareholders, by way of passing special resolutions, as per the new requirements, under the Companies Act 2013 (the Act 2013), as against the ordinary resolutions passed earlier, in terms of the earlier requirements under Section 293 of the Companies Act, 1956 (the Act 1956), for the purpose of :

- (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

through Postal Ballot / E-Voting Facility, in terms of Section 110 of the Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules 2014 and Clause 35B of the Listing Agreement.

Necessary Notice of Postal Ballot under Section 110 of the Act 2013 along with postal ballot form and a self-addressed reply envelope (for which postage will be paid by the Company) will be sent to all the shareholders of the Company soon. We will also arrange to send six copies of the said notice to the shareholders for your information and records.

Thanking You,

Yours faithfully,
For TVS MOTOR COMPANY LIMITED



K S Srinivasan
Company Secretary