

7th August 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 Sir,

Sub : Voting Results and Scrutinizer's Report of the 32nd Annual General Meeting (AGM) held on 6th August 2024

Pursuant to Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we submit herewith the following for the businesses transacted at 32nd AGM of the Company held on Tuesday, 6th August 2024 through Video Conference:

- (a) Voting results of the AGM (**Annexure -I**); and
- (b) Scrutinizer's Report in compliance with Rule 20 of the Companies (Management and Administration) Rules, 2014 (**Annexure -II**)

All Resolutions as set out in the Notice have been duly approved by the Shareholders with requisite majority.

The said results declared by the Chairman of the meeting and the report submitted by the scrutinizer are also placed on the Company's Website and Notice board.

This is for your information and record.

Thanking You,

Yours faithfully

For **TVS MOTOR COMPANY LIMITED**

K S Srinivasan
Company Secretary

Encl :a/a

Results of voting through electronic means

Date of the AGM	6 th August 2024
Total number of shareholders on record date (30.07.2024)	2,79,529
No. of shareholders present in the meeting either in person or through proxy: Promoters and Promoter Group: Public:	Nil
No. of Shareholders attended the meeting through Video Conferencing Promoters and Promoter Group:	1
Public:	84

Resolution 1	Adoption of the Audited Financial Statements (standalone & consolidated) of the Company and the reports of the Board of Directors and the Auditors for the year ended 31 st March 2024
Resolution required: (Ordinary/ Special)	Ordinary
Whether promoter / promoter group are interested in the agenda / resolution?	No

Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes in favour (4)	No. of Votes against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	23,88,12,786	23,87,82,786	99.9874	23,87,82,786	-	100.0000	0.0000
	Poll		-	0.0000	-	-	-	-
	Postal Ballot		-	0.0000	-	-	-	-
	Total		23,88,12,786	23,87,82,786	99.9874	23,87,82,786	-	100.0000
Public-Institutions	E-Voting	19,59,12,888	16,12,50,982	82.3075	16,10,77,867	1,73,115	99.8926	0.1074
	Poll		-	0.0000	-	-	-	-
	Postal Ballot		-	0.0000	-	-	-	-
	Total		19,59,12,888	16,12,50,982	82.3075	16,10,77,867	1,73,115	99.8926
Public- Non Institutions	E-Voting	4,03,61,440	13,58,414	3.3656	13,57,745	669	99.9508	0.0492
	Poll		-	0.0000	-	-	-	-
	Postal Ballot		-	0.0000	-	-	-	-
	Total		4,03,61,440	13,58,414	3.3656	13,57,745	669	99.9508
Total		47,50,87,114	40,13,92,182	84.4881	40,12,18,398	1,73,784	99.9567	0.0433

Resolution 2	Re-appointment of Mr K N Radhakrishnan, as a Director, liable to retire by rotation	
Resolution required: (Ordinary/ Special)	Ordinary	
Whether promoter / promoter group are interested in the agenda / resolution?	No	

Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes in favour (4)	No. of Votes against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	23,88,12,786	23,87,82,786	99.9874	23,87,82,786	-	100.0000	-
	Poll		-	-	-	-	-	
	Postal Ballot		-	-	-	-	-	
	Total		23,87,82,786	99.9874	23,87,82,786	-	100.0000	-
Public-Institutions	E-Voting	19,59,12,888	16,16,35,349	82.5037	13,43,41,983	2,72,93,366	83.1142	16.8858
	Poll		-	-	-	-	-	
	Postal Ballot		-	-	-	-	-	
	Total		16,16,35,349	82.5037	13,43,41,983	2,72,93,366	83.1142	16.8858
Public- Non Institutions	E-Voting	4,03,61,440	13,58,413	3.3656	13,47,184	11,229	99.1734	0.8266
	Poll		-	-	-	-	-	
	Postal Ballot		-	-	-	-	-	
	Total		13,58,413	3.3656	13,47,184	11,229	99.1734	0.8266
Total		47,50,87,114	40,17,76,548	84.5690	37,44,71,953	2,73,04,595	93.2040	6.7960

Resolution 3	Not filling up the vacancy caused by the retirement of Dr. Lakshmi Venu, as a Director, who does not offer herself for re-appointment	
Resolution required: (Ordinary/ Special)	Ordinary	
Whether promoter / promoter group are interested in the agenda /	No	

Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes in favour (4)	No. of Votes against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]* 100	% of Votes against on votes polled (7)=[(5)/(2)]* 100
Promoter and Promoter Group	E-Voting	23,88,12,786	23,87,82,786	99.9874	23,87,82,786	-	100.0000	-
	Poll		-	-	-	-	-	-
	Postal Ballot		-	-	-	-	-	-
	Total		23,87,82,786	99.9874	23,87,82,786	-	100.0000	-
Public- Institutions	E-Voting	19,59,12,888	16,15,37,776	82.4539	16,15,37,776	-	100.0000	-
	Poll		-	-	-	-	-	-
	Postal Ballot		-	-	-	-	-	-
	Total		16,15,37,776	82.4539	16,15,37,776	-	100.0000	-
Public- Non Institutions	E-Voting	4,03,61,440	13,58,414	3.3656	13,21,875	36,539	97.3102	2.6898
	Poll		-	-	-	-	-	-
	Postal Ballot		-	-	-	-	-	-
	Total		13,58,414	3.3656	13,21,875	36,539	97.3102	2.6898
Total		47,50,87,114	40,16,78,976	84.5485	40,16,42,437	36,539	99.9909	0.0091

Resolution 4	Ratifying the remuneration payable to M/s C S Adawadkar & Co., Cost Auditors for the financial year 2024-25	
Resolution required: (Ordinary/ Special)	Ordinary	
Whether promoter / promoter group are interested in the agenda / resolution?	No	

Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes in favour (4)	No. of Votes against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	23,88,12,786	23,87,82,786	99.9874	23,87,82,786	-	100.0000	-
	Poll		-	-	-	-	-	
	Postal Ballot		-	-	-	-	-	
	Total		23,87,82,786	99.9874	23,87,82,786	-	100.0000	-
Public-Institutions	E-Voting	19,59,12,888	16,15,37,776	82.4539	16,15,37,776	-	100.0000	-
	Poll		-	-	-	-	-	
	Postal Ballot		-	-	-	-	-	
	Total		16,15,37,776	82.4539	16,15,37,776	-	100.0000	-
Public- Non Institutions	E-Voting	4,03,61,440	13,58,410	3.3656	13,57,052	1,358	99.9000	0.1000
	Poll		-	-	-	-	-	
	Postal Ballot		-	-	-	-	-	
	Total		13,58,410	3.3656	13,57,052	1,358	99.9000	0.1000
Total		47,50,87,114	40,16,78,972	84.5485	40,16,77,614	1,358	99.9997	0.0003



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

Consolidated Scrutiniser's Report

[Pursuant to Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014]

7th August 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 Remote e-voting (Prior to and at the AGM), in respect of the 32nd Annual General Meeting of the Company held on 6th August 2024 through VC / OAVM

The Board of directors of the Company, pursuant to resolution passed at their meeting held on 8th May 2024 appointed me as the Scrutiniser for the remote e-voting process to be conducted in relation to the 32nd Annual General Meeting (AGM) of the Company to be held on 6th August 2024 ('the 32nd AGM') through Video-conferencing/ Other audio-visual means (VC / OAVM).

I submit my consolidated report as under:

1. Since the Equity shares of the Company are listed on the National Stock Exchange of India Limited (NSE) and BSE Limited (BSE), **the Company has provided e-voting facility**, in terms of Section 108 of the Companies Act, 2013, read with Rule 20 of the Companies (Management and Administration Rules), 2014, Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, General Circular No.9/2023 dated 25th September 2023 issued by the Ministry of Corporate Affairs (MCA), and Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated 7th October 2023 issued by the Securities and Exchange Board of India (SEBI).
2. The items of business as set out in the notice convening the 32nd AGM and covered by the remote e-voting (prior to and at the AGM) are as follows:

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SRIRAM

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Date: 2024.08.07 14:11:32 +05'30'

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

TVS MOTOR COMPANY LIMITED

Consolidated Scrutiniser's report on remote e-voting prior to and at the 32nd AGM on 6th August 2024

Item No.	Nature of business	Type of resolution	Subject matter
1	Ordinary	Ordinary	Adoption of standalone and consolidated audited financial statements of the Company for the year ended 31 st March 2024 together with the Board's Report and Auditors' Report thereon.
2	Ordinary	Ordinary	Re-appointment of Mr. K N Radhakrishnan (DIN: 02599393), who retires by rotation, as a Director.
3	Special	Ordinary	Not filling up the vacancy caused by the retirement of Dr. Lakshmi Venu, as a Director, who does not offer herself for re-appointment.
4	Special	Ordinary	Ratification of the remuneration of Rs. 8 lakhs approved by the Board of Directors as payable to M/s. C S Adawadkar & Co., Practicing Cost Accountants, (Firm Registration No. 100401), on their appointment as Cost Auditors, for the financial year ending 31 st March 2025.

3. The remote e-voting facility (prior to and at the AGM) was provided by National Securities Depository Limited (NSDL). **NSDL** allotted E-Voting Event Number (**EVEN**) **129142** for the remote e-voting process in relation to the 32nd AGM. NSDL also provided the web-based platform for conduct of the AGM through VC/OAVM.
4. **Notice convening the 32nd AGM** (along with the Annual Report for the financial year ended 31st March 2024) was **sent** by NSDL on **12th July 2024** to 2,70,453 shareholders out of the 2,79,792 shareholders as on 5th July 2024 (being the cut-off date for dispatch of the AGM Notice to the shareholders), **through e-mail** to their e-mail address registered with the RTA / the Depositories.
Physical copies of the AGM Notice and Annual Report were not sent to the shareholders, other than those who had specifically requested for the same, in view of the exemption provided by MCA and SEBI vide their Circulars referred to above.
5. Notice convening the 32nd AGM was also sent to the Directors, Auditors and Debenture trustees on 12th July 2024, and submitted to NSE and BSE on 12th July 2024 by filing on their online portal.
6. The prescribed particulars relating to the e-voting process for the 32nd AGM were advertised in "Business Standard" (all India edition) in English, and "Makkal Kural" in Tamil, on 13th July 2024. The manner in which the shareholders whose e-mail address was not registered could

TVS MOTOR COMPANY LIMITED

Consolidated Scrutiniser's report on remote e-voting prior to and at the 32nd AGM on 6th August 2024

register the same with the Company was advertised in "Business Standard" (all India edition) in English, and "Hindu Tamil Thisai" in Tamil, on 3rd July 2024.

7. Integrated Registry Management Services Private Limited, the Registrar and Share transfer agents of the Company ('the RTA') provided the list of shareholders as on 30th July 2024, being the cut-off date fixed for determining eligibility to vote in respect of the items of business to be transacted at the 32nd AGM ('the cut-off date').
8. As on the cut-off date, the paid-up Equity share capital of the Company comprised of 47,50,87,114 Equity shares of Re.1/- each. This included:
 - (a) **59,704 Equity shares** lying in the TVS Motor Company Limited – Unclaimed Suspense Account ('Unclaimed Suspense Account'), on which voting rights were frozen in terms of Schedule VI of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015; and
 - (b) **16,47,761 Equity shares** transferred to and lying in the demat account of the Investor Education and Protection Fund Authority, Ministry of Corporate Affairs ('IEPF Authority'), in terms of Section 124(6) of the Companies Act, 2013.
9. The remote e-voting facility **prior to the 32nd AGM commenced on Saturday, 3rd August 2024 (9:00 A.M.) and ended on Monday, 5th August 2024 (5:00 P.M.)**.
10. **The 32nd AGM was held on Tuesday, 6th August 2024, at 2:45 P.M. (IST), through Video conferencing / other audio-visual means (VC / OAVM). The meeting concluded at 4:29 P.M. (IST)** [inclusive of 15 (fifteen) minutes after conclusion of the business proceedings].
11. In compliance with Regulation 44(6) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company, being one of the top 100 listed entities determined based on market capitalization as on 31st March 2024 in NSE and BSE, provided **one-way live webcast** of the proceedings of the 32nd AGM.
12. Remote e-voting facility provided by NSDL was available **at the AGM, from 2.45 P.M IST (the time of commencement of the 32nd AGM) to 4:29 P.M. IST** [inclusive of 15 (fifteen) minutes after conclusion of the business proceedings], to enable the members attending the AGM who had not cast their vote through remote e-voting prior to the AGM to exercise their voting rights.
13. On completion of the remote e-voting at the AGM, I unblocked the votes cast through remote e-voting (prior to and at the AGM) in the presence of two witnesses not in the employment of the Company and obtained the e-voting report from the remote e-voting website of NSDL.
14. I have scrutinised the votes cast through remote e-voting (prior to and at the AGM) on the e-voting platform provided by NSDL and validated the same with the list of shareholders and their shareholding as on the cut-off date.

KRISHNAMURTHY
SRIRAM

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KRISHNAMURTHY SRIRAM
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TVS MOTOR COMPANY LIMITED

Consolidated Scrutiniser's report on remote e-voting prior to and at the 32nd AGM on 6th August 2024

15. I have also verified and confirmed that no voting rights were exercised in respect of the Equity shares lying in the Unclaimed Suspense Account or with the IEPF Authority.
16. I have recorded the particulars relating to the votes cast through remote e-voting (prior to and at the AGM) in a separate register maintained in electronic form.
17. The consolidated results of remote e-voting (prior to and at the AGM) are as under:

Item No.	Total valid ballots/votes		Valid ballots/ votes in favour of the resolution			Valid ballots/votes against the resolution		
	No. of Ballots	No. of Votes cast	No. of Ballots	No. of Votes cast	% of valid votes	No. of Ballots	No. of Votes cast	% of valid votes
1	1,361	40,13,92,182	1,343	40,12,18,398	99.9567%	18	1,73,784	0.0433%
2	1,372	40,17,76,548	1,134	37,44,71,953	93.2040%	238	2,73,04,595	6.7960%
3	1,360	40,16,78,976	1,339	40,16,42,437	99.9909%	21	36,539	0.0091%
4	1,358	40,16,78,972	1,334	40,16,77,614	99.9997%	24	1,358	0.0003%

18. **I observe that all the 4 (four) ordinary resolutions set-out in the Notice convening the 32nd AGM have been passed with the requisite majority on the date of the AGM namely, 6th August 2024.**

You may declare the results accordingly.

Thanking you,
Yours faithfully,

**KRISHNAMURTHY
SRIRAM**

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KRISHNAMURTHY SRIRAM
Date: 2024.08.07 14:15:08 +05'30'

K. SRIRAM

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

Scrutiniser

UDIN: F006312F000918181