

26th July 2025

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/Madam,

Sub: Notice of the 33rd Annual General Meeting of TVS Motor Company Limited ("Company")

Pursuant to Regulations 30 and 50(2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed the Notice for convening the 33rd Annual General Meeting of the Company on Friday, 22nd August 2025 at 12.15 P.M. (IST) via Video Conferencing (VC) / Other Audio Visual Means (OAVM).

The copy of the same is also available on the website of the Company viz., www.tvsmotor.com.

This is for your kind information.

Date and Time of Occurrence of event – 26th July 2025 at 01.50 PM (IST)

Thanking You,

Yours faithfully,

For **TVS MOTOR COMPANY LIMITED**

K S Srinivasan
Company Secretary

Encl :a/a

Notice of Annual General Meeting

NOTICE is hereby given that the 33rd Annual General Meeting of the Company ('AGM') will be held on Friday, the 22nd August 2025 at 12. 15 PM [Indian Standard Time ('IST')] through Video Conferencing ('VC') / Other Audio Visual Means ('OAVM') to transact the following businesses:

ORDINARY BUSINESS:

1. To consider passing the following resolution as an ordinary resolution:

"RESOLVED THAT the standalone and consolidated audited financial statements for the year ended 31st March 2025, together with the Board's Report and the Auditors' Report thereon as circulated to the Members and presented to the meeting be and are hereby approved and adopted."

2. To consider passing the following resolution as an ordinary resolution:

"RESOLVED THAT Mr Venu Srinivasan (holding DIN 00051523), Director, who retires by rotation and being eligible, offers himself for re-appointment, be and is hereby re-appointed as a Director of the Company."

SPECIAL BUSINESS:

3. To consider passing the following resolution as an ordinary resolution:

"RESOLVED THAT the vacancy caused by retirement by rotation of Prof Sir Ralf Dieter Speth (DIN 03318908) Director, who does not offer himself for re-appointment, be not filled up."

4. To consider passing the following resolution as an ordinary resolution:

"RESOLVED THAT pursuant to the provisions of Regulation 24A of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") as amended from time to time read with provisions of Section 204 and all other applicable provisions, if any, of the Companies Act, 2013 ("the Act, 2013") & Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 including any amendment, modification or variation thereof, based on the recommendation of the Audit Committee and the Board of Directors, M/s Sriram Krishnamurthy & Co, (formerly known as S. Krishnamurthy & Co.) Company Secretaries having firm registration number P1994TN045300 allotted by the Institute of Company Secretaries of India, who have confirmed their eligibility and have also given their consent for appointment as Secretarial Auditors in terms of Regulation 24A(1A) of the Listing Regulations and other applicable rules, be

and are hereby appointed Secretarial Auditors of the Company for a term of five consecutive years to hold office from FY 2025-2026 till FY 2029-2030.

RESOLVED FURTHER THAT the approval of the Shareholders be and is hereby accorded to the Board of Directors of the Company (including any Committee constituted thereof) to fix the remuneration during their term of appointment as may be mutually agreed between the Board of Directors of the Company (including any Committee constituted thereof) and the Secretarial Auditors, from time to time during their tenure of appointment, in addition to applicable taxes and reimbursement of traveling and other out of pocket expenses incurred by them and to avail any other services, certificates, or reports as may be permissible under applicable laws and to do all such acts, deeds and things as may be necessary, proper or expedient for the purpose of giving effect to this Resolution.

5. To consider passing the following resolution as an ordinary resolution:

"RESOLVED THAT pursuant to Section 148 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) remuneration of ₹ 8,00,000/- (Rupees eight lakhs only) plus applicable taxes and reimbursement of travelling and other out of pocket expenses incurred by them, payable to M/s C S Adawadkar & Co, Practicing Cost Accountants, having Firm Registration No. 100401 allotted by The Institute of Cost Accountants of India, who were appointed as Cost Auditors of the Company for the financial year ending 31st March 2026 by the Board of Directors of the Company, as recommended by the Audit Committee be and is hereby ratified."

By order of the Board of Directors

Bengaluru
5th June 2025
Registered Office:
"Chaitanya"

No. 12, Khader Nawaz Khan Road,
Nungambakkam, Chennai - 600 006.

K S SRINIVASAN
Company Secretary

Notes:

A Statement pursuant to Section 102 of the Companies Act, 2013 (the Act, 2013), setting out the material facts in respect of the special business to be transacted at the Annual General Meeting (AGM), as listed out in the Notice, is annexed hereto.

- Pursuant to the MCA Circular No 09/2024 dated 19th September 2024 read with MCA Circular Nos. 9/2023, 10/2022, 02/2022 and 20/2020 dated: 25th September 2023, 28th December 2022, 5th May 2022 and 5th May 2020 respectively, issued by the Ministry of Corporate Affairs (MCA) and all other relevant circulars issued from time to time, and SEBI Circulars SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated 3rd October 2024, issued by the Securities and Exchange Board of India (SEBI) and in compliance with the provisions of the Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), physical attendance of the Members is not required at a common venue and AGM can be held through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate in the ensuing AGM through VC/OAVM.
- Pursuant to the Circular No. 14/2020 dated 8th April, 2020, issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, the Body Corporates are entitled to appoint authorised representatives as Members to attend the AGM through VC/OAVM and participate and cast their votes through e- Voting.
- The Members can join the AGM through VC / OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC / OAVM will be made available to 1000 members on "first come first served" basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of "first come first served" basis.
- The attendance of the Members attending the AGM through VC / OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Act, 2013.
- Pursuant to the provisions of Section 108 of the Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of the Listing Regulations, and the Circulars issued by the Ministry of Corporate Affairs dated 8th April, 2020, 13th April, 2020, 5th May, 2020, the Company is providing facility of remote e-Voting to its Members in respect of the businesses to be transacted at the AGM. For this purpose, the Company has entered into an agreement with National Securities Depository

Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-Voting system as well as voting at the meeting will be provided by NSDL.

- In line with MCA Circular No. 17/2020 dated 13th April, 2020, the Notice calling the AGM has been uploaded on the website of the Company at www.tvsmotor.com. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively and the AGM Notice is also available on the website of NSDL (agency for providing the remote e-Voting facility) i.e. www.evoting.nsdl.com.
- AGM has been convened through VC / OAVM in compliance with applicable provisions of the Act, 2013, read with Circulars issued by MCA and SEBI from time to time and the Company will provide one-way live webcast of the proceedings of the AGM, in terms of Regulation 44 of the Listing Regulations, being one of the top 100 listed Companies as at 31st March 2025.
- The relevant details as set out under Item No. 2 of the Notice pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard - 2 on General Meetings issued by the Institute of Company Secretaries of India ("ICSI") in respect of the Director seeking re-appointment at this AGM, are also part of this Notice.
- As the AGM shall be conducted through VC/OAVM, the facility for appointment of Proxy by the Members is not available for this AGM and hence the Proxy Form and Attendance Slip including Route Map are not annexed to this Notice.

Unclaimed Dividend

- In terms of Section 124 of the Act, 2013, the dividend declared by the Company, for earlier years, which remain unclaimed for a continuous period of seven years will be transferred on due dates to the Investor Education and Protection Fund (IEPF), established by the Central Government. The particulars of due dates for transfer of such unclaimed dividends to IEPF are furnished in the Report on Corporate Governance, forming part of the Annual Report.
- Members who have not encashed their dividend warrants in respect of the above period are requested to make their claim(s) by surrendering the un-encashed warrants immediately to the Company. The Company has also uploaded details of such Members whose shares are transferred to IEPF Account on its website at www.tvsmotor.com.

Pursuant to The Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, the Company is providing / hosting the required details of unclaimed amount referred to under Section 124 of the Act, 2013 on its website.

General

12. As per Regulation 40 of Listing Regulations, all requests for transfer of securities including transmission and transposition, issue of duplicate share certificate; claim from unclaimed suspense account; renewal / exchange of share certificate; endorsement; sub-division/splitting of share certificate; consolidation of share certificates/ folios shall be processed only in dematerialized form.

With a view to serve the Members better and for administrative convenience, Members who hold shares in identical names and in the same order of names in more than one folio are requested to write to the Company to consolidate their holdings into one folio.

13. Members may also note that the Annual Report will also be available on the Company's website viz., www.tvsmotor.com and on the websites of the stock exchanges viz., BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively for their download.

Members holding shares in electronic form

14. SEBI has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members are requested to submit their PAN to the Depository Participant(s) (DP) with whom they are maintaining their demat accounts.
15. Members are requested to intimate all changes pertaining to their bank details such as bank account number, name of the bank and branch details, MICR code and IFSC, Mandates, Nominations, Power of Attorney, Change of Address / Name / e-mail Address / Contact Numbers, etc., to their DP.
16. Electronic copy of the Annual Report and the Notice of the AGM inter-alia indicating the process and manner of e-Voting are being sent to all the Members whose e-mail IDs are registered with the Company / DPs for communication purposes. A letter providing the web-link for accessing the Annual Report, including the exact path, will be sent to those members who have not registered their email address with the Company.

Members holding shares in physical form

17. Members can submit their PAN details to the Company/ Share Transfer Agent (STA).
18. Members are requested to intimate all changes pertaining to their bank details such as bank account number, name of the bank and branch details, MICR code and IFSC, Mandates, Nomination as per Section 72 of the Act, 2013 by filling Form SH-13, Power of Attorney, Change of Address / Name / e-mail Address / Contact Numbers, etc., with the Company / STA. Blank forms (SH-13) will be sent by e-mail.
19. Members holding shares in physical form, in their own interest, are requested to dematerialize the shares to avail the benefits of electronic holding / trading.

Inspection of documents

20. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Act, the Register of Contracts or Arrangements in which the Directors are interested, maintained under Section 189 of the Act and the relevant documents referred to in the Notice will be available, electronically, for inspection by the Members during the AGM. All documents referred elsewhere in the Annual Report will also be available for inspection from the date of circulation of this Notice up to the date of AGM. Members seeking to inspect such documents can send an e-mail to contactus@tvsmotor.com.

Voting

21. The businesses set out in the Notice will be transacted through electronic voting system and the Company is providing facility for voting by electronic means. The Members may cast their votes using electronic voting system from a place other than the venue of the meeting ('remote e-Voting').
22. In case of joint holders attending AGM, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote.
23. In terms of Section 108 of the Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, ('the Rules') and Regulation 44 of the Listing Regulations, the Company has provided facility to exercise votes through electronic voting system to the Members holding shares as on 15th August 2025 being the "Cut-off Date" ("Cut-Off" for the purpose of Rule 20(4)(vii) of the Rules) fixed for determining voting rights of the Members entitled to participate in the remote e-Voting process through the platform provided by NSDL viz., www.evoting.nsdl.com.

The voting rights of the Members / Beneficial Owners will be reckoned on the Equity Shares held by them as on Cut-off date. Members as on the Cut-off date only shall be entitled to avail the facility of remote e-Voting or voting at the meeting.

The instructions for remote e-Voting and voting at the meeting are as under:

The remote e-Voting period begins on 19th August 2025 at 9:00 A.M. (IST) and ends on 21st August 2025 at 5:00 P.M. (IST). During this period, Members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date, may cast their vote by remote e-Voting. The remote e-Voting module shall be disabled by NSDL for voting thereafter. Members who have not cast their vote on any of the resolutions using the remote e- Voting facility can vote on those resolutions during the AGM. Once the vote on a resolution is cast by the Member, the member shall not be allowed to change it subsequently.

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 and joining virtual meeting 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"> For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. 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 e-Voting service 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 or joining virtual meeting & voting during the meeting. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com 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 'IDeAS' 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 "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS Portal" or click at https://eservices.nsdl.com/SecureWeb/Id easDirectReg.jsp 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. 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 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 or joining virtual meeting & voting during the meeting. Shareholders/Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience. <p>NSDL Mobile App is available on</p> <div style="display: flex; justify-content: space-around; align-items: center;"> <div style="text-align: center;">   </div> <div style="text-align: center;">   </div> </div>
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> Existing users who have opted for Easi / Easiest, they can login through their User ID and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System MyeasiTan and then use your existing my easi username and password. After successful login the Easi / Easiest user will be also able to see the E-voting Menu. The menu will have links of e-voting service provider i.e. NSDL. Click on NSDL to cast your vote. If the user is not registered for Easi/Easiest, option to register is available at CDSL website HYPERLINK "http://www.cdslindia.com" www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on HYPERLINK "http://www.cdslindia.com" www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & 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
Individual Shareholders (holding securities in demat mode) login through their depository participants	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 feature. Click on company name or e-Voting service 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 or joining virtual meeting & voting during the meeting.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned 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 evoting@nsdl.co.in 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 helpdesk.evoting@cdslindia.com or contact at toll free no. 1800-21-09911

B) Login Method for e-Voting and joining virtual meeting 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 eservices 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 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.
 - b) Physical User Reset Password?" (If you are holding shares in physical mode) option available on 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 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 and join General Meeting 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 and General Meeting is in active status.
2. Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on “VC/OAVM” link placed under “Join Meeting”.
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. M/s B Chandra & Associates, Practicing Company Secretaries (Reg. No. P2017TN065700), have been appointed as the Scrutinizer to scrutinize the remote e-Voting process and casting vote through the e-Voting system during the meeting in a fair and transparent manner.
2. Institutional / Corporate 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 with a copy marked to evoting@nsdl.co.in. Institutional / Corporate shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of

Attorney / Authority Letter etc. by clicking on “**Upload Board Resolution / Authority Letter**” displayed under “**e-Voting**” tab in their login.

3. 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 to reset the password.
4. 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 or call on 022 - 4886 7000 or send a request to NSDL official at evoting@nsdl.co.in

Process for those shareholders whose email IDs are not registered with the depositories for procuring user ID and password and registration of email IDs for e-voting for the resolutions 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), AADHAAR (self attested scanned copy of Aadhaar Card) by email to einward@integratedindia.in
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID) or 16 AADHAAR, Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAAR (self attested scanned copy of Aadhaar Card) to einward@integratedindia.in. If you are an Individual shareholders 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 and joining virtual meeting for Individual shareholders holding securities in demat mode.
3. Alternatively shareholder/members may send a request to evoting@nsdl.co.in 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.

THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE AGM ARE AS UNDER:-

- i. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.

- ii. Only those Members / shareholders, who will be present in the AGM through VC / OAVM facility and have not cast their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.
- iii. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
- iv. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:

- i. Members will be provided with a facility to attend the AGM through VC / OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for Access to NSDL e-Voting system. After successful login, Members can see link of "VC/OAVM link" placed under "Join meeting" menu against the Company name. You are requested to click on VC/OAVM link placed under Join Meeting menu. The link for VC / OAVM will be available in shareholder / members login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
- ii. Members are encouraged to join the Meeting through Laptops for better experience.
- iii. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
- iv. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
- v. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker and send their request mentioning their name, demat account number/folio number, email id, mobile number at srinivasan.ks@tvs motor.com from 16th August 2025 (9.00 A.M. (IST)) to 20th August 2025 (5.00 P.M. (IST))
- vi. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM.
- vii. Members can submit questions with regard to the financial statements or any other matter to be placed at the AGM, from their registered e-mail address,

mentioning their name, DP ID and Client ID number / folio number and mobile number, to reach the Company's e-mail address srinivasan.ks@tvs motor.com atleast 48 hours in advance before the start of the meeting. Such questions by the Members shall be taken up during the meeting and replied by the Company suitably.

Other information to the Shareholders:

1. A person, whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-Voting or casting vote through e-Voting system during the meeting.
2. The Scrutinizer shall after the conclusion of e-Voting at the AGM, first download the votes cast at the AGM and thereafter unblock the votes cast through remote e-Voting and shall make a consolidated scrutinizer's report of the total votes cast in favour or against, invalid votes, if any, and whether the resolution has been carried or not, and such report shall then be sent to the Chairman or a person authorized in this regard, within two working days from the conclusion of the AGM, who shall then countersign and declare the result of the voting forthwith.
3. The results declared along with the report of the Scrutinizer shall be placed on the website of the Company at www.tvs motor.com and on the website of NSDL at www.evoting.nsdl.com immediately after the declaration of results by the Chairman or a person authorized by him. The results shall also be immediately forwarded to BSE Limited, Mumbai and The National Stock Exchange of India Limited, Mumbai.
4. Pursuant to the Circulars issued by MCA and SEBI, owing to the difficulties involved in dispatching of physical copies of the Notice of the AGM and the Annual Report for the year 2024-25, the said documents are being sent only by email to the Members. Therefore, those Members, whose email address is not registered with the Company or with their respective Depository Participant/s, and who wish to receive the Notice of the AGM and the Annual Report for the year 2024-25 and all other communication sent by the Company, from time to time, can get their email address registered by following the steps as given below:
 - a) For Members holding shares in physical form, please send scan copy of a signed request letter mentioning your folio number, complete address, email address to be registered along with scanned self-attested copy of the PAN and any document (such as Driving Licence, Passport, Bank Statement, AADHAAR) supporting the registered address of the Member, by email to the Company STA's email address einward@integratedindia.in.
 - b) For Members holding shares in demat form, please update your email address through your respective Depository Participant/s.

Further, as per Regulation 36 (1) (c) of the Listing Regulations, hard copy of the full annual report will be given to those shareholders who request for the same.

5. Pursuant to Finance Act, 2020, dividend income will be taxable in the hands of the shareholders w.e.f. 1st April 2020 and the Company is required to deduct tax at source ("TDS") from dividend paid to the Members at rates prescribed in the Income Tax Act, 1961 ("the IT Act"). In general, to enable compliance with TDS requirements, Members are requested to complete and / or update their Residential Status, PAN, Category as per the IT Act with their Depository Participants or in case shares are held in physical form, with the Company by sending email to the Company STA's email address einward@integratedindia.in alongwith the documents as stated below.
6. In order to receive dividend/s in a timely manner, Members holding shares in physical form who have not updated their mandate for receiving the dividends directly in their bank accounts through Electronic Clearing Service or any other means ("Electronic Bank Mandate"), can register their Electronic Bank Mandate to receive dividends directly into their bank account electronically or any other means, by sending scanned copy of the following details / documents by email to reach the company's email ID srinivasan.ks@tvsmotor.com or the email ID of STA einward@integratedindia.in.
 - a. a signed request letter mentioning your name, folio number, complete address and following details relating to bank account in which the dividend is to be received:
 - i. Name and Branch of Bank and Bank Account type;
 - ii. Bank Account Number allotted by your bank after implementation of Core Banking Solutions;
 - iii. 11 digit IFSC Code;
 - iv. Self-attested scanned copy of cancelled cheque bearing the name of the Member or first holder, in case shares are held jointly;
 - v. Self-attested scanned copy of the PAN Card; and
 - vi. Self-attested scanned copy of any document (such as AADHAAR Card, Driving Licence, Election Identity Card, Passport) in support of the address of the Member as registered with the Company.
 - b. For the Members holding shares in demat form, please update your Electronic Bank Mandate through your Depository Participant/s.
7. With effect from April 1, 2024, dividend to security holders (holding securities in physical form), shall be paid only through electronic mode. Such payment shall

be made upon folio being KYC compliant i.e. the PAN, contact details including mobile no., bank account details and specimen signature are registered with the RTA/Company. [SEBI Master Circular No. SEBI/HO/MIRSD/POD-1/P/CIR/2024/37 dated May 7, 2024, read with SEBI Circular No. SEBI/HO/MIRSD/ POD-1/P/ CIR/2024/81 dated June 10, 2024].

8. In accordance with the provisions of Article 66 of the Articles of Association of the Company, Mr Venu Srinivasan Director will retire by rotation at this AGM and being eligible offer himself for re-appointment.
9. In terms of the Regulation 36(3) of the Listing Regulations, read with Secretarial Standards on General Meeting, brief profile of Mr Venu Srinivasan, who is proposed to be re-appointed in this AGM, nature of his expertise in specific functional areas, other Directorships and Committee Memberships, his shareholding and relationship with other Directors of the Company along with listed entities from which the Director has resigned in the past three years are provided as part of this notice.

Statement of material facts pursuant to Section 102 of the Companies Act, 2013

The following statement sets out all material facts relating to the ordinary / special businesses mentioned in the accompanying Notice dated 5th June 2025 and shall be taken as forming part of the Notice.

Item No. 3

Prof Sir Ralf Dieter Speth has been a Director on the Board since 24th March 2021.

He is liable to retire by rotation and due for re-appointment in this AGM, in terms of the applicable provisions of the Companies Act, 2013.

Prof Sir Ralf Dieter Speth has requested not to consider his re-appointment at the Annual General Meeting and thereby he will cease to be a Director and also as Chairman of the Company effective the close of business hours of the AGM date. The Directors recorded their appreciation to Prof Sir Ralf Dieter Speth, for his remarkable contributions, mentorship, dedication to engineering excellence, global expansion and in shaping the company's strategic direction. The Board does not propose filling the vacancy arising from the retirement of Prof Sir Ralf Dieter Speth.

None of the Directors or Key Managerial Personnel of the Company or their relatives is concerned or interested financially or otherwise, in the resolution as set out in Item No.3 of this Notice.

Accordingly, the Board recommends the ordinary resolution as set out in Item No.3 for approval of the members.

Item No. 4

As per Regulation 24A of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time read with provisions of Section 204 of the Companies Act, 2013 &

Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, every listed entity is required to appoint a Peer reviewed firm of Practising Company Secretaries, as Secretarial Auditor, with the approval of its shareholders in its Annual General Meeting. Further, the tenure of appointment of a Secretarial Audit firm as Secretarial Auditor shall not be more than two terms of five consecutive years.

In compliance with the above-said provisions, and based on the evaluation and recommendation of the Audit Committee, the Board of Directors at its meeting held on 28th April, 2025, approved the appointment of M/s. Sriram Krishnamurthy & Co., a Peer reviewed firm of Company Secretaries, Chennai, having Firm Registration No. P1994TN045300 and Peer Review No: 6684/2025, as Secretarial Auditors of the Company for a term of five consecutive years to hold office from FY 2025-26 till FY 2029-30, subject to the approval of the members, at a fees of Rs. 6 lakh (Rupees Six Lakhs Only) excluding applicable taxes and reimbursement of travelling and out of pocket expenses incurred by them in connection with the Secretarial Audit of the Company for the financial year 2025-26. The audit fee for subsequent financial years shall be mutually agreed upon between the Secretarial Auditors and the Board of Directors of the Company (duly constituted Committee) from time to time.

M/s. Sriram Krishnamurthy & Co, have furnished their consent to act as Secretarial Auditors and have also provided a certificate to the effect that their appointment, if approved, shall be in accordance with the conditions laid down and that they satisfy the criteria provided under the SEBI Listing Regulations and within the limits specified by Institute of Company Secretaries of India.

The Secretarial Auditors have reported their independence from the Company according to the standards issued by the Institute of Company Secretaries of India ('ICSI') and the ethical requirements relevant to audit and the same has been reviewed by the Audit Committee of the Company.

In the view of the Audit Committee and Board of Directors of the Company, M/s. Sriram Krishnamurthy & Co has the necessary capabilities and competencies to perform their duties as Secretarial Auditors of the Company considering the nature and scope of activities undertaken by the Company.

No Orders have been passed against M/s. Sriram Krishnamurthy & Co by ICSI/SEBI/MCA/any other competent authority / Court, both in India or outside India, in past 5 (five) years.

M/s. Sriram Krishnamurthy & Co have not rendered any services prohibited under SEBI Circular dated

31st December, 2024 directly or indirectly to the Company or its holding company or subsidiary or any associate.

Besides the secretarial audit services, the Company may also obtain certifications or reports from M/s Sriram Krishnamurthy & Co as required by statutory and regulatory authorities, audit related services and other permissible non-secretarial audit services as required from time to time, for which they will be remunerated separately on mutually agreed terms, as approved by the Board of Directors in consultation with the Audit Committee. The above fee excludes the proposed remuneration to be paid for the purpose of secretarial audit of subsidiaries, if any. M/s. Sriram Krishnamurthy & Co., Company Secretaries, were paid a fee of ₹ 6 lakh for the FY 2024-25 and hence there is no material change in the fee payable to the Secretarial Auditors.

Apart from the Company, M/s Sriram Krishnamurthy & Co are the Secretarial Auditors of a subsidiary company, viz., Sundaram Auto Components Limited and were paid a fee of Rs . 1 Lakh for the Secretarial Audit of FY 2024-25.

Brief Profile of Secretarial Auditors

M/s Sriram Krishnamurthy & Co (formerly known as M/s S. Krishnamurthy & Co.) is a Peer-reviewed Firm of Company Secretaries in Practice (holding Firm Unique Identification No. P1994TN045300 issued by The Institute of Company Secretaries of India) with 28 years of experience in Corporate Law practice. They serve clients across various sectors, having an excellent track record in the field of Corporate Laws, Securities Laws, Foreign Exchange Management Laws, Industrial, Labour, Environment, Health and Safety Laws as well as Specific Laws applicable to Export Oriented Units, and Special Economic Zones, Software Technology Parks of India, Deposit-taking listed NBFC, Cement and Sugar industries.

The firm handles Secretarial Audits, Corporate Governance Audits, Due Diligence, Corporate restructuring, Preferential issues, ESOS, Internal Audit of Registrar and Transfer Agent and also provides legal opinions/ consulting/ advisory/ certification services on corporate law matters.

None of the Directors or Key Managerial Personnel of the Company or their relatives is concerned or interested financially or otherwise, in the resolution as set out in Item No.4 of this Notice.

The Directors, therefore, recommend the ordinary resolution, as set out in Item No.4 of this Notice for the appointment of Secretarial Auditors of the Company.

Item No. 5

As recommended by the Audit Committee, the Board at its meeting held on 28th April 2025, re-appointed M/s C S Adawadkar & Co, Practicing Cost Accountants, having Firm Registration No. 100401, as Cost Auditor of the Company. In terms of Section 148 of the Companies Act, 2013 (the Act, 2013) to carry out an audit of cost records maintained for the production of goods covered under the specific Customs Tariff Act headings specified under Table B "Non-regulated sector" of Section 3 of the Companies (Cost Records and Audit) Rules, 2014, and fixed a sum of ₹ 8,00,000/- (Rupees Eight Lakhs only) as remuneration payable to them subject to applicable taxes and in addition to the reimbursement of travel and out of pocket expenses for the financial year 2025-26, subject to ratification by the Shareholders of the Company.

In terms of Section 148 (3) of the Act, 2013, read with the Companies (Audit and Auditors) Rules 2014, the remuneration payable to the Cost Auditor, as recommended by the Audit Committee and approved by the Board of Directors at their respective meetings held on 25th April 2025 and

28th April 2025, is required to be ratified by the shareholders of the Company in this AGM of the Company.

None of the Directors or Key Managerial Personnel of the Company or their relatives is concerned or interested financially or otherwise, in the resolution as set out in Item No.5 of this Notice.

The Directors, therefore, recommend the ordinary resolution, as set out in Item No.5 of this Notice for ratification of remuneration payable to the Cost Auditor of the Company.

By order of the Board of Directors

Bengaluru
5th June 2025

K S SRINIVASAN
Company Secretary

Registered Office:

"Chaitanya"
No. 12, Khader Nawaz Khan Road,
Nungambakkam, Chennai - 600 006.

DETAILS OF DIRECTORS SEEKING APPOINTMENT / RE-APPOINTMENT

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

Particulars	Details
Name of the Director	Mr Venu Srinivasan
DIN	00051523
Age	72 years
Date of first appointment on the Board	27 th January 2000
Qualifications	<ul style="list-style-type: none"> • Engineering Degree from the College of Engineering, Chennai • Master's Degree in Management from Purdue University, USA.
Experience	More than 4 decades in Automotive sector
Expertise in specific functional areas	<ul style="list-style-type: none"> • In all spheres of management including strategic planning, business administration and unparalleled contribution to Indian manufacturing industry. • Always strives for excellence in both quality and cost along with customer satisfaction and takes advantage of emerging opportunities. • Very resourceful in his approach and implementation of strategies. • He is the Chairman of TVS Holdings Limited and also the Chairman Emeritus and Managing Director of Sundaram Clayton Limited.
Skills and capabilities required for the role and the manner in which the Independent Directors meet the requirements	NA
Terms and conditions of appointment / re-appointment	<p>Re-appointment as Director retiring by rotation.</p> <p>Shareholder vide Special resolution dated 21st March 2025 approved the re-appointment of Mr Venu Srinivasan, as Chairman Emeritus and Managing Director, for a term of five years pursuant to Regulation 17(1A) of SEBI (LODR) Regulations, 2015.</p>
Details of remuneration last drawn (FY 2024-25)	INR 1 Crore
Details of remuneration sought to be paid	NA
Directorships in other Companies/ entities	<p>Indian Companies:</p> <ol style="list-style-type: none"> 1. TVS Holdings Limited 2. Sundaram Clayton Limited 3. TVS Credit Services Limited 4. TATA Sons Private Limited 5. TATA Indian Institute of Skills 6. TVS Electric Mobility Limited 7. Sundaram Auto Components Limited 8. T.V. Sundram Iyengar & Sons Private Limited 9. TVS Housing Finance Private Limited 10. LV Trustee Private Limited 11. S. Venu Trustee Private Limited 12. VS Trustee Private Limited 13. Venu Srinivasan Trustee Private Limited 14. Cheema Educational Foundation 15. Namma School Foundation 16. Indian Foundation For Quality Management 17. TVS Cheema Scholarship Foundation 18. Reserve Bank of India <p>Foreign Companies:</p> <ol style="list-style-type: none"> 1. The Norton Motorcycle Co. Limited 2. TVS Motor (Singapore) Pte Limited, Singapore 3. TVS Digital Pte. Ltd., Singapore 4. Swiss E-Mobility Group (Holding) AG 5. Swiss E-Mobility Group (Schweiz) AG 6. Sundaram Holding USA Inc., USA

Particulars	Details
Membership/ Chairpersonship of Committees in other companies	Chairman of Corporate Social Responsibility Committee in TVS Holdings Limited, TVS Credit Services Limited and Sundaram Clayton Limited.
Listed entities from which the Director has resigned from Directorship in last 3 (three) years	Nil
No. of Board Meetings attended during FY2024-25	5
Inter-se relationship with other Directors and Key Managerial Personnel of the Company	Mr Venu Srinivasan is the father of Mr Sudarshan Venu, Managing Director.
Brief resume	As set out in the Profile of Mr. Venu Srinivasan below.
Shareholding details:	
(a) Own	NIL
(b) For other persons on a beneficial basis and	
(c) As a Beneficial Owner	

Profile of Mr Venu Srinivasan

Mr. Venu Srinivasan is Chairman Emeritus and Managing Director of the Company and Sundaram-Clayton Limited. He is the Chairman of TVS Holdings Limited and is also the Vice Chairman of Tata Trusts, India's most respected and largest philanthropic foundation and the majority shareholder of the Tata Group. He also serves on the Board of T V Sundram Iyengar & Sons Private Limited, Tata Sons Private Ltd., the holding company of the conglomerate Tata Group. He is a Director on the Central Board of Reserve Bank of India.

Mr Venu Srinivasan has experience of more than 4 decades in Automotive sector and has expertise in all spheres of management including strategic planning, business administration and unparalleled contribution to Indian automotive industry. He always strives for excellence in both quality and cost along with customer satisfaction and takes advantage of emerging opportunities and has been very resourceful in his approach and implementation of strategies.

He has held various important positions in the Indian Industry, such as the President, Confederation of Indian Industry and the President, Society of Indian Automobile Manufacturers.

He has several prestigious awards to his credit including the Padma Bhushan, the third-highest civilian award of India. The distinguished civilian honour "Order of Diplomatic Merit" (Heung-In Medal) was conferred by the President of Korea for his valuable contribution to promote Korea-India bilateral relations.

He was awarded the Deming Distinguished Service Award for Dissemination and Promotion (Overseas) Award (2019) by Japanese Union of Scientists and Engineers (JUSE); the Ishikawa-Kano Award (2012) by the Asian Network of Quality, the apex body for quality in Asia. Under his leadership,

his companies were awarded the Deming Prize and the Japanese Quality Medal in 2002.

In 2023, he was presented with the Outstanding Institution Builder of the Year award by All India Management Association (AIMA) for displaying exceptional vision and leadership in building an institution. He was conferred with Lifetime Achievement award by CNBC-TV18's India Business Leadership Awards (IBLA) in 2023.

In 2024, Ernst & Young, recognized him with the Lifetime Achievement award for his decades of entrepreneurial excellence in revolutionizing the two-wheeler industry in India.

In 2024, he was honoured with the Lifetime Achievement Award by the prestigious ET Awards for Corporate Excellence. The award honors Mr Venu Srinivasan's "unparalleled contributions to Indian manufacturing, leadership and corporate social responsibility".

Mr Srinivasan's dedication to the transformation of rural India by empowering women in the rural areas can be seen through his passion towards setting up the Srinivasan Services Trust which has touched the lives of 1.6 million people in 2500 villages across the country in the last 29 years.

Mr Venu Srinivasan is the Chairman of InKo Centre (The Indo-Korean Cultural and Information Centre) which is a non-profit society set up in 2006 with support from TVS Motor Company Limited and Hyundai Motor India Limited to promote a sustainable, meaningful intercultural dialogue between India and South Korea.