TVS MOTOR COMPANY

TVS Motor Company Limited. Regd Off : Jayalakshmi Estates, 29, (Old No.8) Haddows Road, Chennai - 600 006, India. Tel : +91(44) 28272233, Fax : +91(44) 28257121

6th March 2019

BSE Limited,
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai 400 001.
Scrip code: 532343

National Stock Exchange of India Ltd.,
Exchange Plaza, 5th Floor,
Bandra-Kurla Complex,
Bandra (E), Mumbai 400 051.
Scrip code: TVSMOTOR

Dear Sirs,

Reg : Intimation of the results of Postal Ballot as per Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (SEBI (LODR) 2015)

Please refer to our letter dated 22nd January 2019, informing about the proposal to seek the approval of the shareholders of the Company by way of special / ordinary resolutions, through postal ballot / e-voting with respect to the following businesses:

(i) re-appointment of M/s T Kannan, C R Dua, Prince Asirvatham, R Ramakrishnan, and Hemant Krishan Singh, as Independent Directors of the Company for the second term of five consecutive years effective 14th July 2019; and

(ii) appointment of Mr K N Radhakrishnan, as Director & CEO in the rank of Whole Time Director of the Company for a period of five years effective 23rd October 2018

Pursuant to Regulation 44 and Regulation 30 of the SEBI (LODR) 2015, we send herewith the announcement of the results (Annexure – 1) and consolidated scrutinizer report (Annexure – 2) of the postal ballot including e-voting.

We also wish to inform you that aforesaid resolutions have been approved by the shareholders with requisite majority.

Kindly acknowledge receipt.

Thanking you,

Yours faithfully
For TVS MOTOR COMPANY LIMITED

K S Srinivasan
Company Secretary

TVS MOTOR COMPANY LIMITED

Annexure - 1

Results of voting through electronic means and postal ballot

Date of Postal Ballot	05.03.2019
Total number of shareholders on record date (25/01/2019)	1,36,243
No. of shareholders present in the meeting either in person or through proxy: Promoters and Promoter Group: Public:	N.A.
No. of Shareholders attended the meeting through Video Conferencing Promoters and Promoter Group: Public	N.A.

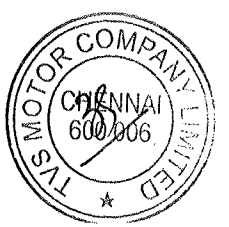
Resolution 1	RE-APPOINTMENT OF MR T KANNAN AS AN INDEPENDENT DIRECTOR OF THE COMPANY FOR THE SECOND TERM OF 5 (FIVE) CONSECUTIVE YEARS
Resolution required: (Ordinary/ Special)	Special
Whether promoter / promoter group are interested in the agenda / resolution?	No

Category	Mode of Voting	No. of shares held (1)	No. of votes cast (2)	% of Votes cast on outstanding shares (3)=[(2)/(1)]*100	No. of Votes in favour (4)	No. of Votes against (5)	% of Votes in favour on votes cast (6)=[(4)/(2)]*100	% of Votes against on votes cast (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	27,26,82,786	27,26,82,786	100.00	27,26,82,786	-	100.00	-
	Postal Ballot		-	-	-	-	-	-
	Total	27,26,82,786	27,26,82,786	100	27,26,82,786	-	100.00	-
Public- Institutions	E-Voting	15,15,11,806	12,46,29,153	82.26	9,84,45,461	2,61,83,692	78.99	21.01
	Postal Ballot		-	-	-	-	-	-
	Total	15,15,11,806	12,46,29,153	82.26	9,84,45,461	2,61,83,692	78.99	21.01
Public- Non Institutions	E-Voting	5,08,92,522	53,18,834	10.45	53,02,008	16,826	99.68	0.32
	Postal Ballot		6,86,504	1.35	6,82,917	3,587	99.48	0.52
	Total	5,08,92,522	60,05,338	11.80	59,84,925	20,413	99.66	0.34
Total		**47,50,87,114**	**40,33,17,277**	**84.89**	**37,71,13,172**	**2,62,04,105**	**93.50**	**6.50**

TVS MOTOR COMPANY LIMITED CHENNAI 600 006

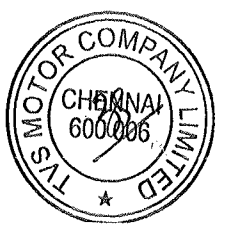
Resolution 2	RE-APPOINTMENT OF MR C R DUA AS AN INDEPENDENT DIRECTOR OF THE COMPANY FOR THE SECOND TERM OF 5 (FIVE) CONSECUTIVE YEARS
Resolution required: (Ordinary/ Special)	Special
Whether promoter / promoter group are interested in the agenda / resolution?	No

Category	Mode of Voting	No. of shares held (1)	No. of votes cast (2)	% of Votes cast on outstanding shares (3)=[(2)/(1)]*100	No. of Votes in favour (4)	No. of Votes against (5)	% of Votes in favour on votes cast (6)=[(4)/(2)]*100	% of Votes against on votes cast (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	27,26,82,786	27,26,82,786	100.00	27,26,82,786	-	100.00	-
	Postal Ballot		-	-	-	-	-	-
	Total	27,26,82,786	27,26,82,786	100	27,26,82,786	-	100.00	-
Public- Institutions	E-Voting	15,15,11,806	12,46,29,153	82.26	9,84,45,461	2,61,83,692	78.99	21.01
	Postal Ballot							-
	Total	15,15,11,806	12,46,29,153	82.26	9,84,45,461	2,61,83,692	78.99	21.01
Public- Non Institutions	E-Voting	5,08,92,522	42,64,171	8.38	42,46,340	17,831	99.58	0.42
	Postal Ballot		6,83,161	1.34	6,65,374	17,787	97.40	2.60
	Total	5,08,92,522	49,47,332	9.72	49,11,714	35,618	99.28	0.72
Total		**47,50,87,114**	**40,22,59,271**	**84.67**	**37,60,39,961**	**2,62,19,310**	**93.48**	**6.52**



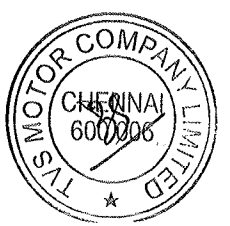
Resolution 3	RE-APPOINTMENT OF MR PRINCE ASIRVATHAM AS AN INDEPENDENT DIRECTOR OF THE COMPANY FOR THE SECOND TERM OF 5 (FIVE) CONSECUTIVE YEARS
Resolution required: (Ordinary/ Special)	Special
Whether promoter / promoter group are interested in the agenda / resolution?	No

Category	Mode of Voting	No. of shares held (1)	No. of votes cast (2)	% of Votes cast on outstanding shares (3)=[(2)/(1)]*100	No. of Votes in favour (4)	No. of Votes against (5)	% of Votes in favour on votes cast (6)=[(4)/(2)]*100	% of Votes against on votes cast (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	27,26,82,786	27,26,82,786	100.00	27,26,82,786	-	100.00	-
	Postal Ballot		-	-	-	-	-	-
	Total	27,26,82,786	27,26,82,786	100	27,26,82,786	-	100.00	-
Public- Institutions	E-Voting	15,15,11,806	12,46,29,153	82.26	9,89,51,287	2,56,77,866	79.40	20.60
	Postal Ballot		-	-	-	-	-	-
	Total	15,15,11,806	12,46,29,153	82.26	9,89,51,287	2,56,77,866	79.40	20.60
Public- Non Institutions	E-Voting	5,08,92,522	53,17,032	10.45	52,97,672	19,360	99.64	0.36
	Postal Ballot		6,84,043	1.34	6,77,393	6,650	99.03	0.97
	Total	5,08,92,522	60,01,075	11.79	59,75,065	26,010	99.57	0.43
Total		**47,50,87,114**	**40,33,13,014**	**84.89**	**37,76,09,138**	**2,57,03,876**	**93.63**	**6.37**



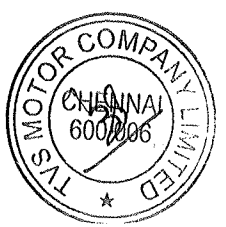
Resolution 4	RE-APPOINTMENT OF MR R RAMAKRISHNAN AS AN INDEPENDENT DIRECTOR OF THE COMPANY FOR THE SECOND TERM OF 5 (FIVE) CONSECUTIVE YEARS
Resolution required: (Ordinary/ Special)	Special
Whether promoter / promoter group are interested in the agenda / resolution?	No

Category	Mode of Voting	No. of shares held (1)	No. of votes cast (2)	% of Votes cast on outstanding shares (3)=[(2)/(1)]*100	No. of Votes in favour (4)	No. of Votes against (5)	% of Votes in favour on votes cast (6)=[(4)/(2)]*100	% of Votes against on votes cast (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	27,26,82,786	27,26,82,786	100.00	27,26,82,786	-	100.00	-
	Postal Ballot		-	-	-	-	-	-
	Total	27,26,82,786	27,26,82,786	100	27,26,82,786	-	100.00	-
Public- Institutions	E-Voting	15,15,11,806	12,46,29,153	82.26	9,89,51,287	2,56,77,866	79.40	20.60
	Postal Ballot		-	-	-	-	-	-
	Total	15,15,11,806	12,46,29,153	82.26	9,89,51,287	2,56,77,866	79.40	20.60
Public- Non Institutions	E-Voting	5,08,92,522	53,18,064	10.45	52,98,969	19,095	99.64	0.36
	Postal Ballot		6,87,396	1.35	6,82,731	4,665	99.32	0.68
	Total	5,08,92,522	60,05,460	11.80	59,81,700	23,760	99.60	0.40
Total		**47,50,87,114**	**40,33,17,399**	**84.89**	**37,76,15,773**	**2,57,01,626**	**93.63**	**6.37**



Resolution 5	RE-APPOINTMENT OF MR HEMANT KRISHAN SINGH AS AN INDEPENDENT DIRECTOR OF THE COMPANY FOR THE SECOND TERM OF 5 (FIVE) CONSECUTIVE YEARS
Resolution required: (Ordinary/ Special)	Special
Whether promoter / promoter group are interested in the agenda / resolution?	No

Category	Mode of Voting	No. of shares held (1)	No. of votes cast (2)	% of Votes cast on outstanding shares (3)=[(2)/(1)]*100	No. of Votes in favour (4)	No. of Votes against (5)	% of Votes in favour on votes cast (6)=[(4)/(2)]*100	% of Votes against on votes cast (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	27,26,82,786	27,26,82,786	100.00	27,26,82,786	-	100.00	-
	Postal Ballot		-	-	-	-	-	-
	Total	27,26,82,786	27,26,82,786	100	27,26,82,786	-	100.00	-
Public- Institutions	E-Voting	15,15,11,806	12,73,58,053	84.06	12,73,42,825	15,228	99.99	0.01
	Postal Ballot		-	-	-	-	-	-
	Total	15,15,11,806	12,73,58,053	84.06	12,73,42,825	15,228	99.99	0.01
Public- Non Institutions	E-Voting	5,08,92,522	53,12,426	10.44	52,95,175	17,251	99.68	0.32
	Postal Ballot		6,82,213	1.34	6,65,429	16,784	97.54	2.46
	Total	5,08,92,522	59,94,639	11.78	59,60,604	34,035	99.43	0.57
Total		**47,50,87,114**	**40,60,35,478**	**85.47**	**40,59,86,215**	**49,263**	**99.99**	**0.01**



Resolution 6	APPROVING THE APPOINTMENT OF MR K N RADHAKRISHNAN AS A DIRECTOR & CHIEF EXECUTIVE OFFICER IN THE RANK OF WHOLE-TIME DIRECTOR OF THE COMPANY FOR A PERIOD OF 5 (FIVE) YEARS
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 cast (2)	% of Votes cast on outstanding shares (3)=[(2)/(1)]*100	No. of Votes in favour (4)	No. of Votes against (5)	% of Votes in favour on votes cast (6)=[(4)/(2)]*100	% of Votes against on votes cast (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	27,26,82,786	27,26,82,786	100.00	27,26,82,786	-	100.00	-
	Postal Ballot		-	-	-	-	-	-
	Total	27,26,82,786	27,26,82,786		27,26,82,786	-	100.00	-
Public- Institutions	E-Voting	15,15,11,806	12,73,58,053	84.06	12,73,58,053	-	100.00	-
	Postal Ballot		-	-	-	-	-	-
	Total	15,15,11,806	12,73,58,053	84.06	12,73,58,053	-	100.00	-
Public- Non Institutions	E-Voting	5,08,92,522	53,18,361	10.45	53,02,742	15,619	99.71	0.29
	Postal Ballot		6,85,946	1.35	6,82,155	3,791	99.45	0.55
	Total	5,08,92,522	60,04,307	11.80	59,84,897	19,410	99.68	0.32
Total		**47,50,87,114**	**40,60,45,146**	**85.47**	**40,60,25,736**	**19,410**	**100.00**	**0.00**



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

Consolidated Scrutiniser's Report

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

6th March 2019

To,
The Chairman,
TVS Motor Company Limited
"Jayalakshmi Estates", 29, Haddows Road,
Chennai – 600 006.

Dear Sir,

Sub: Postal ballot (remote e-voting and physical ballots) process from 9.00 am on Monday, the 4th February 2019 to 5.00 pm on Tuesday, the 5th March 2019 - submission of Consolidated Scrutiniser's report

I have, vide resolution passed by your Board of Directors on 22nd January 2019, been appointed to act as the Scrutiniser for the above postal ballot process (consisting of remote e-voting and physical ballots) to pass six resolutions (five special resolutions and one ordinary resolution) as under:

Business transacted through the Postal Ballot
A. Five special resolutions respectively approving the re-appointment of the below-named five independent directors of the Company for the second term of 5 (five) consecutive years from 14th July 2019 to 13th July 2024: 1. Mr. T Kannan (DIN 00040674) 2. Mr. C R Dua (DIN 00036080) 3. Mr. Prince Asirvatham (DIN 00193260) 4. Mr. R Ramakrishnan (DIN 00809342) 5. Mr. Hemant Krishan Singh (DIN 06467315)
B. One ordinary resolution: 6. Approving the appointment of Mr. K N Radhakrishnan (DIN 02599393) as a Director & Chief Executive Officer in the rank of Whole-Time Director of the company, for a period of 5 (five) years with effect from 23rd October 2018.

I submit my report as under:

1. The Company is a listed company with the equity shares being listed with the National Stock Exchange of India Limited (NSE) and the BSE Limited (BSE).
2. The Company selected National Securities Depository Limited (NSDL), as the agency to provide the e-voting platform for the remote e-voting process. NSDL allotted E-voting Event Number (EVEN) **110360 for the same**.



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

3. **25th January 2019** was fixed as the **cut-off date** for determining the members who were eligible to vote either through remote e-voting or through physical ballot and the number of votes each of them could exercise.
4. The Postal Ballot Notice dated 22nd January 2019 (along with the explanatory statement and other prescribed information/ annexures) was sent to 1,36,243 members (including shareholders whose shares were lying in TVS Motor Company Limited Unclaimed Suspense Account) of the Company as on 25th January 2019, as set out below:
   (a) Through e-mail (sent by NSDL) to 1,11,528 members on **31st January 2019**.
   (b) Through registered post/ speed post/ airmail to 36,238 members, **between 31st January 2019 and 1st February 2019**.
   (c) Through e-mail (wherever available) as well as through registered post / speed post, in the case of 11,523 members [included in both (a) and (b) above] **between 31st January 2019 and 1st February 2019**.
   (d) Through registered post/ airmail to 8,768 members, in respect of whom the e-mails sent by NSDL were returned undelivered, on 9th February 2019.
5. The prescribed particulars with regard to the remote e-voting process were duly **advertised on 2nd February 2019** in Business Line *(in English)* and Dinamani *(in Tamil)*.
6. Copies of the Postal Ballot notice sent to the members by 1st February 2019 and the advertisements published on 2nd February 2019 were sent/ submitted to NSE and BSE **on 4th February 2019**.
7. The voting period was **from 9.00 am on 4th February 2019 to 5.00 pm on 5th March 2019**.
8. Sundaram-Clayton Limited, your Share Transfer Agents (**RTA**), provided the details of the members who held shares on the cut-off date and accordingly were eligible to participate in the postal ballot.
9. As on the cut-off date, the Company's paid-up equity share capital consisted of 47,50,87,114 equity shares of Re.1/- each. This included 1,58,925 equity shares (of 208 equity shareholders) lying in TVS Motor Company Limited Unclaimed Suspense Account and **12,23,278** equity shares transferred to and held by the Investor Education and Protection Fund Authority Ministry Of Corporate Affairs (IEPF) as per Section 124 of the Companies Act, 2013 ('the Act'), on which voting rights were frozen in terms of Schedule VI of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 (LODR). Accordingly, **1,36,034 members** were eligible to vote on an aggregate of **47,37,04,911 equity shares**.
10. **After 5.00 P.M. on 5th March 2019**, I unblocked the votes cast through **remote e-voting** in the presence of two witnesses not in the employment of the Company and generated the remote e-voting report from the e-voting website of NSDL.
11. I have **scrutinized the votes cast** through remote e-voting as well as through physical postal ballots and validated the same with the list of members and their holding as on the cut-off date.
12. In case of 20 members who had voted through remote e-voting as well as through physical postal ballots, I have considered only the votes cast through remote voting as valid. I have treated the physical postal ballots of such members as invalid.
13. I have also verified and confirmed that no voting rights were exercised in respect of following which stood frozen:
    (a) 1,58,925 equity shares lying in TVS Motor Company Limited Unclaimed Suspense Account in terms of LODR; and



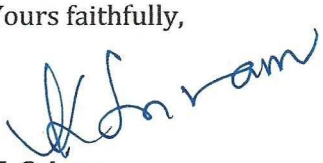
(b) 12,23,278 held by IEPF in terms of the Act.

14. I have recorded particulars of the votes cast through remote e-voting and the physical ballots in a separate register maintained in electronic form.
15. The participation of members in the voting was as follows:
    (a) 838 members participated in the remote e-voting process; and
    (b) 1,395 physical postal ballots were received.
16. While all the electronic ballots were treated as valid, 270 physical ballots were treated as invalid for various reasons including the following:
    (a) Voting rights not exercised for any resolution
    (b) Voting rights also exercised through remote e-voting
    (c) Unsigned ballots
    (d) Signature mismatch with specimen on record
17. The combined results of voting (through both physical ballots and remote e-voting) are as under:

Item No.	Total valid ballots/votes		Valid ballots/ votes in favour of the resolution			Valid ballots/ votes against the resolution		
	Ballots	*Votes cast*	*Ballots*	*Votes cast*	*% of votes*	*Ballots*	*Votes cast*	*% of votes*
1.	1935	403317277	1855	377113172	93.5029%	80	26204105	6.4971%
2.	1925	402259271	1831	376039961	93.4820%	94	26219310	6.5180%
3.	1923	403313014	1817	377609138	93.6268%	106	25703876	6.3732%
4.	1922	403317399	1836	377615773	93.6274%	86	25701626	6.3726%
5.	1930	406035478	1849	405986215	99.9879%	81	49263	0.0121%
6.	1939	406045146	1872	406025736	99.9952%	67	19410	0.0048%

18. **All the five (5) special resolutions (Item numbers 1 to 5) and the one (1) ordinary resolution (Item no. 6) are deemed to have been passed with more than the requisite majority on the last date for exercise of voting rights, namely 5th March 2019.**
19. You may declare the results accordingly.

Thanking you,
Yours faithfully,





K. Sriram,
Practising Company Secretary (CP No: 2215),
Scrutiniser