

12th April 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/Ma'am,

Subject : Proceedings of the meeting of the Equity Shareholders and Unsecured Creditors of TVS Motor Company Limited ("Company") convened on Saturday, 12th April, 2025 pursuant to the order of Hon'ble National Company Law Tribunal, Chennai Bench

Pursuant to Regulations 30 and 51 read with Part A and Part B of Schedule III of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**LODR Regulations**"), we attach herewith the proceedings of the meeting of Equity Shareholders (**Annexure – I**) and Unsecured Creditors (**Annexure – II**) of the Company convened on Saturday, 12th April, 2025 at 10.00 A.M. and 11.30 A.M. respectively, through Video Conferencing ("**VC**")/ Other Audio-Visual Means ("**OAVM**"), pursuant to the order of Hon'ble National Company Law Tribunal, Chennai Bench ("**Hon'ble Tribunal**") dated 21st February, 2025 in CA(CAA)/3(CHE)2025 ("**Tribunal Order**"), for the purpose of considering, and, if thought fit, approving, with or without modification(s), the proposed Scheme of Arrangement between TVS Motor Company Limited and its shareholders ("**Scheme**"), the details of which were given in the notice dated 5th March, 2025.

The Hon'ble Tribunal convened meeting of the Equity Shareholders and Unsecured Creditors concluded at 10.37 AM and 11.50 AM respectively.

Details of voting results along with the Scrutinizers Report will be submitted separately.

Kindly take a note of the same on your records.

Thanking You,

Your sincerely,

For **TVS Motor Company Limited**

K S Srinivasan
Company Secretary
Encl : a/a

Annexure - I**Proceedings of the meeting of the Equity Shareholders of the Company convened on Saturday, 12th April, 2025 pursuant to the order of Hon'ble National Company Law Tribunal, Chennai Bench****A. Date, time and venue of the Meeting**

A Meeting of the Equity Shareholders of the Company was convened today, Saturday, the 12th April, 2025 at 10.00 A.M. through Video Conferencing ("VC") / Other Audio-Visual Means ("OAVM"), pursuant to the order of Hon'ble National Company Law Tribunal, Chennai Bench ("NCLT" or "Hon'ble Tribunal") dated 21st February, 2025 in CA(CAA)/3(CHE) 2025.

B. Proceedings in brief

Mr Prasanta Kumar Mohanty, chaired the meeting ("Chairperson") of the Equity Shareholders of the Company. Upon confirmation of requisite quorum being present, the Chairperson called the meeting to order.

Chairperson informed the Equity Shareholders that the meeting was being held through VC/OAVM, pursuant to the order passed by the Hon'ble Tribunal and in compliance with the circulars issued by the Ministry of Corporate Affairs, Government of India and the Securities and Exchange Board of India.

At the request of Chairperson, Mr K N Radhakrishnan, Director & Chief Executive Officer, Mr Shailesh Haribhakti, Independent Director and Mr K Gopala Desikan, Chief Financial Officer (CFO), present at the meeting introduced themselves to the equity shareholders and welcomed them to the NCLT convened meeting.

The Chairperson also provided various details to the Equity Shareholders with respect to availability of Notice and Explanatory Statement on the Company's website, remote e-Voting, e-Voting at the meeting, necessary documents & registers etc. The Equity Shareholders were informed that pursuant to the order of the Hon'ble Tribunal, Mr Shreekumar V, Advocate was appointed as the Scrutinizer to scrutinize the process of remote e-Voting and e-Voting at the meeting.

The Chairperson addressed the Equity Shareholders present at the meeting and briefed them on the resolution proposed to be passed for approving the Scheme of Arrangement between TVS Motor Company Limited and its shareholders, under Sections 230 to 232 and other applicable provisions of the Companies Act, 2013.

Subsequently, Chairperson requested those shareholders who had registered to speak at the meeting to raise their queries. All the registered speaker shareholders supported the proposed Scheme of Arrangement and Mr K Gopala Desikan, CFO briefed about the issue of Preference Shares by way of bonus to the Equity shareholders.

Thereafter, the Chairperson requested the Equity Shareholders who were present at the meeting and had not cast their votes electronically through remote e-Voting were provided an opportunity to cast their votes through e-Voting during the meeting by using the link provided on the NSDL website and also shall remain open upto 15 minutes from the conclusion of the meeting.

After counting and verification of validity of votes cast through e-Voting and voting facility at the meeting, the results will be submitted by Mr Shreekumar V, Scrutinizer, to the Chairperson on the resolution. The results shall be announced on the notice board and website of the Company, NSDL as well as the Stock Exchanges, where the Company's shares were listed.

C. Voting by Equity Shareholders

The Company had provided remote e-Voting facility to its Equity Shareholders to cast their votes electronically on the proposed resolution as set out in the notice of the meeting from 9:00 a.m. (IST) on Wednesday, 9th April, 2025 to 5:00 p.m. (IST) on Friday, 11th April, 2025. Further, the facility to vote on the resolution through e-Voting at the meeting was also made available to the Equity Shareholders who participated in the meeting but had not cast their votes through remote e-Voting.

D. Results of e-Voting (remote e-voting and e-voting at the Meeting)

Details of voting results along with the Scrutinizers Report will be submitted separately. The meeting then concluded with a vote of thanks by the Chairperson.

The meeting concluded at 10.37 AM after the Equity Shareholders present at the meeting cast their votes.

For **TVS Motor Company Limited**

K S Srinivasan
Company Secretary

Annexure – II**Proceedings of the meeting of the Unsecured Creditors of the Company convened on Saturday, 12th April, 2025 pursuant to the order of Hon'ble National Company Law Tribunal, Chennai Bench****A. Date, time and venue of the Meeting**

A Meeting of the Unsecured Creditors of the Company was convened on Saturday, 12th April, 2025 at 11.30 A.M. through Video Conferencing ("VC")/ Other Audio-Visual Means ("OAVM"), pursuant to the order of Hon'ble National Company Law Tribunal, Chennai Bench ("NCLT" or "Hon'ble Tribunal") dated 21st February, 2025 in CA(CAA)/3(CHE) 2025.

B. Proceedings in brief

Mr Prasanta Kumar Mohanty, chaired the meeting ("Chairperson") of the Unsecured Creditors of the Company. Upon confirmation of requisite quorum was present, the Chairperson called the meeting to order.

Chairperson informed the Unsecured Creditors that the meeting was being held through VC / OAVM, pursuant to the order passed by the Hon'ble Tribunal and in compliance with the circulars issued by the Ministry of Corporate Affairs, Government of India and the Securities and Exchange Board of India.

At the request of Chairperson, Mr K N Radhakrishnan, Director & Chief Executive Officer, Mr Shailesh Haribhakti, Independent Director, and Mr K Gopala Desikan, Chief Financial Officer (CFO), present at the meeting introduced themselves to the creditors and welcomed them to the NCLT convened meeting.

The Chairperson also provided various details to the Unsecured Creditors with respect to availability of Notice and Explanatory Statement on the Company's website, remote e-Voting, e-Voting at the meeting, etc. The Unsecured Creditors were informed that pursuant to the order of the Hon'ble Tribunal, Mr Shreekumar V, Advocate was appointed as the Scrutinizer to scrutinize the process of remote e-Voting and e-Voting at the meeting.

The Chairperson addressed the Unsecured Creditors present at the meeting and briefed them on the resolution proposed to be passed for approving the Scheme of Arrangement between TVS Motor Company Limited and its shareholders, under Sections 230 to 232 and other applicable provisions of the Companies Act, 2013.

Thereafter, the Chairperson requested the Unsecured Creditors who were present at the meeting and had not cast their votes electronically through remote e-Voting were provided an opportunity to cast their votes through e-Voting during the meeting by using the link provided on the NSDL website and also shall remain open upto 15 minutes from the conclusion of the meeting.

After counting and verification of validity of votes cast through e-Voting and voting facility at meeting, the results will be submitted by Mr Shreekumar V, Scrutinizer, to the Chairperson on the resolution. The results shall be announced on the notice board and website of the Company, NSDL as well as the Stock Exchanges, where the Company's shares were listed.

C. Voting by Unsecured Creditors

The Company had provided remote e-Voting facility to its Unsecured Creditors to cast their votes electronically on the proposed resolution as set out in the notice of the meeting from 9:00 a.m. (IST) on Wednesday, 9th April, 2025 to 5:00 p.m. (IST) on Friday, 11th April, 2025. Further, the facility to vote on the resolution through e-Voting at the meeting was also made available to the Unsecured Creditors who participated in the meeting but had not cast their votes through remote e-Voting.

D. Results of e-Voting (remote e-voting and e-voting at the Meeting)

Details of voting results along with the Scrutinizers Report will be submitted separately. The meeting then concluded with a vote of thanks by the Chairperson.

The meeting concluded at 11.50 AM after the Unsecured Creditors present at the meeting cast their votes.

For **TVS Motor Company Limited**

K S Srinivasan
Company Secretary