

TVS MOTOR COMPANY LIMITED

Annexure - 1

Results of voting through electronic means and postal ballot

Date of Postal Ballot	17.03.2020
Total number of shareholders on record date (07/02/2020)	1,35,521
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 VENU SRINIVASAN AS CHAIRMAN AND MANAGING DIRECTOR FOR A FURTHER PERIOD OF FIVE YEARS FROM 24TH APRIL 2020
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	100.0000	27,26,82,786	-	100.0000	-
	Postal Ballot		-	-	-	-	-	-
	Total	27,26,82,786	27,26,82,786	100.0000	27,26,82,786	-	100.0000	-
Public- Institutions	E-Voting	15,55,08,904	13,57,94,179	87.3224	12,90,87,392	67,06,787	95.0611	4.9389
	Postal Ballot		-	-	-	-	-	-
	Total	15,55,08,904	13,57,94,179	87.3224	12,90,87,392	67,06,787	95.0611	4.9389
Public- Non Institutions	E-Voting	4,68,95,424	50,56,333	10.7821	50,45,563	10,770	99.7870	0.2130
	Postal Ballot		6,97,458	1.4873	6,94,120	3,338	99.5214	0.4786
	Total	4,68,95,424	57,53,791	12.2694	57,39,683	14,108	99.7548	0.2452
Total		47,50,87,114	41,42,30,756	87.1905	40,75,09,861	67,20,895	98.3775	1.6225





Consolidated Scrutinizer's Report

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

18th March 2020

To,

The Chairman,

TVS MOTOR COMPANY LIMITED

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

Dear Sir,

Sub: Scrutinizer's Report on Postal ballot conducted under Section 110 of the Companies Act, 2013 ("the Act") read with Rule 22 of Companies (Management and Administration) Rules, 2014

I have, vide a resolution passed by your Board of Directors on 4th February 2020, been **appointed to act as the Scrutinizer** for the Company's **postal ballot** process, which was initiated to obtain the approval of your members by way of **special resolution** for the following item of business:

Business transacted through the Postal Ballot
1. Approval of the re-appointment of Mr. Venu Srinivasan (DIN: 00051523) as the Chairman and Managing Director (including the terms of remuneration payable to him) for a further period of five years from 24 th April 2020 to 23 rd April 2025 (Special Resolution).

I submit my consolidated 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) **112786** for the Company's **Postal Ballot**.
3. **7th February 2020** was fixed by your Board 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. Notice of the Postal Ballot was sent to the **1,35,521 members** in the following manner:
 - (i) Through registered post / speed post (sent by RTA) to 21,765 members, along with ballot paper and postage prepaid business reply envelope on 12th and 13th February, 2020.
 - (ii) Through e-mail (sent by NSDL) to 1,13,756 members on 12th February, 2020.



TVS Motor Company Limited – Postal Ballot – 17th February 2020 to 17th March 2020
Consolidated Scrutinizer's report

5. Notice of the Postal Ballot was filed online with the **NSE and BSE** in terms of Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosures) Regulations, 2015 (**LODR**), on 13th February 2020. The Notice and prescribed particulars about the remote e-voting process were also duly **advertised on 14th February 2020** in Business Line (in English) and Dinamani (in Tamil).
6. The voting period was **from 9:00 A.M. on 17th February 2020 to 5:00 P.M. on 17th March 2020**.
7. 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.
8. The Company's paid-up equity share capital **as on the cut-off date** consisting of **47,50,87,114** Equity shares of Re.1/- each, which was held by **1,35,521** members included the following on which **voting rights were frozen as per Regulation 39 read with Schedule VI of LODR**:
 - (a) 1,31,098 Equity shares in TVS Motor Company Limited Unclaimed Suspense Account; and
 - (b) 13,00,295 Equity shares on which dividend had not been claimed for seven consecutive years and transferred to and held by the Investor Education and Protection Fund Authority, Ministry of Corporate Affairs (IEPF) as per Section 124 of the Act.
9. **After 5.00 P.M. on 17th March 2020**, I unblocked the votes cast through **remote e-voting** in the presence of two witnesses not in the employment of the Company and obtained the remote e-voting report from the e-voting website of NSDL.
10. All the **physical postal ballots** received in the postage pre-paid business reply envelopes not later than **5.00 P.M. on 17th March 2020** were opened in my presence and scrutinized.
11. The votes cast through remote e-voting as well as through physical postal ballots were validated with the list of members and their shareholding as on the cut-off date.
12. I also noted that, No voting rights were exercised in respect of any of the 1,31,098 Equity shares lying in the TVS Motor Company Limited Unclaimed Suspense Account in terms of LODR as well as 13,00,295 held by IEPF in terms of the Act.
13. I have recorded particulars of the votes cast through remote e-voting and the physical ballots in a separate register maintained in electronic form.
14. A total of 2,066 members participated in the voting process. All the 666 electronic ballots were considered as valid. Out of the 1,400 physical ballot papers received, 1,146 ballots were considered as valid and 254 were considered invalid for various reasons as set out below.
 - (i) Mismatch of signature on ballot paper with the specimen on record.
 - (ii) Non-availability of specimen signatures with the RTA.
 - (iii) Assent or dissent not indicated in the ballot paper.
 - (iv) Both Assent and dissent indicated / Assent or dissent not clearly indicated in the ballot paper.
 - (v) Ballot paper not signed.
 - (vi) Voted through remote e-voting as well as physical ballot (Votes cast through physical ballot considered as invalid).



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(vii) Copy of Board resolution not enclosed, in respect of physical ballot papers signed in representative capacity.

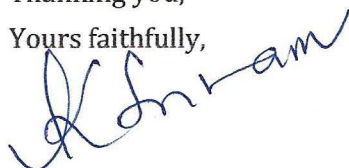
I have not quantified the total number of invalid votes since the concerned ballots themselves were invalid.

15. The combined results of the postal ballot process (both physical ballots and remote e-voting) are as under:

Mode of voting		Resolution No.1	
		Ballots	Votes cast
Total valid votes/ ballots			
Physical ballots		1146	6,97,458
Remote e-voting		666	41,35,33,298
Total		1812	41,42,30,756
Valid ballots/ votes in favour of the resolution			
Physical ballots		1133	6,94,120
Remote e-voting		583	40,68,15,741
Total For	Number	1716	40,75,09,861
	%	98.38%	
Valid ballots/ votes against the resolution			
Physical ballots		13	3,338
Remote e-voting		83	67,17,557
Total Against	Number	96	67,20,895
	%	1.62%	
Type of resolution		Special	
Result		Passed	

16. The special resolution has been passed with more than the requisite majority on 17th March 2020. You may declare the results accordingly.

Thanking you,
Yours faithfully,




K. SRIRAM

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

Scrutinizer