

12<sup>th</sup> April 2025

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

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

Dear Sir/Madam,

**Sub: Details of voting results of the meeting of Equity Shareholders of TVS Motor Company Limited ("Company") convened on Saturday, 12<sup>th</sup> April 2025 pursuant to the order of Hon'ble National Company Law Tribunal, Chennai Bench**

**Ref : Our letter dated 5<sup>th</sup> March 2025**

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In continuation of our letter dated 5<sup>th</sup> March 2025 in respect of the meeting of Equity Shareholders of the Company convened pursuant to the order of Hon'ble National Company Law Tribunal, Chennai Bench and held on Saturday, 12<sup>th</sup> April 2025, please find the details of voting results in the format prescribed under Regulation 44(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 enclosed as **Annexure A**, along with the Scrutinizer's Report on e-Voting (remote e-Voting and e-Voting at the Meeting) enclosed as **Annexure B**.

You are requested to take the above on records.

Thanking you,

Yours faithfully

For **TVS MOTOR COMPANY LIMITED**

**K S Srinivasan**  
**Company Secretary**  
**Encl :a/a**

**TVS MOTOR COMPANY LIMITED**

**Annexure - A**

**Results of voting through electronic means and postal ballot**

<b>Date of General Meeting / Shareholders' meeting</b>	12th April 2025
<b>Total number of shareholders on record date (14/02/2025)</b>	3,10,428
<b>No. of shareholders present in the meeting either in person or through proxy:</b> Promoters and Promoter Group: Public:	N.A.
<b>No. of Shareholders attended the meeting through Video Conferencing</b>	
Promoter and Promoter Group	1
Public	59

<b>Resolution 1</b>	<b>Considering and approving the Scheme of arrangement between TVS Motor Company Limited and its shareholders pursuant to the provisions of Section 230 - 232 of the Companies Act, 2013 ("the Act") and other applicable provisions of thereof and applicable rules thereunder.</b>
<b>Resolution required: (Ordinary/ Special)</b>	Special
<b>Whether promoter / promoter group are interested in the agenda / resolution?</b>	No

<b>Category</b>	<b>Mode of Voting</b>	<b>No. of shares held (1)</b>	<b>No. of votes cast (2)</b>	<b>% of Votes cast on outstanding shares (3)=[(2)/(1)]*100</b>	<b>No. of Votes in favour (4)</b>	<b>No. of Votes against (5)</b>	<b>% of Votes in favour on votes cast (6)=[(4)/(2)]*100</b>	<b>% of Votes against on votes cast (7)=[(5)/(2)]*100</b>
<b>Promoter and Promoter Group</b>	E-Voting	23,88,12,786	23,88,12,786	100.0000	23,88,12,786	-	100.0000	-
	Postal Ballot		-	-	-	-	-	
	<b>Total</b>	<b>23,88,12,786</b>	<b>23,88,12,786</b>	<b>100.0000</b>	<b>23,88,12,786</b>	<b>-</b>	<b>100.0000</b>	<b>-</b>
<b>Public- Institutions</b>	E-Voting	19,58,15,764	16,84,20,817	86.0098	15,74,82,852	1,09,37,965	93.5056	6.4944
	Postal Ballot		-	-	-	-	-	
	<b>Total</b>	<b>19,58,15,764</b>	<b>16,84,20,817</b>	<b>86.0098</b>	<b>15,74,82,852</b>	<b>1,09,37,965</b>	<b>93.5056</b>	<b>6.4944</b>
<b>Public- Non Institutions</b>	E-Voting	4,04,58,564	16,53,906	4.0879	16,51,861	2,045	99.8764	0.1236
	Postal Ballot		-	-	-	-	-	
	<b>Total</b>	<b>4,04,58,564</b>	<b>16,53,906</b>	<b>4.0879</b>	<b>16,51,861</b>	<b>2,045</b>	<b>99.8764</b>	<b>0.1236</b>
<b>Total</b>		<b>47,50,87,114</b>	<b>40,88,87,509</b>	<b>86.0658</b>	<b>39,79,47,499</b>	<b>1,09,40,010</b>	<b>97.3244</b>	<b>2.6756</b>



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**ANNEXURE -B**

**Report of Scrutinizer**

To,

Mr. Prasanta Kumar Mohanty, Chairperson of the NCLT Convened Meeting of Equity Shareholders of TVS Motor Company Limited held on 12<sup>th</sup> April 2025, at 10:00 a.m. (IST) through Video Conferencing or Other Audio-Visual Means (VC/OAVM).

Dear Sir,

I, V Shreekumar, Advocate, appointed as Scrutinizer by the Hon'ble National Company Law Tribunal (Hon'ble NCLT), Chennai Bench, vide order dated 21<sup>st</sup> February 2025 in CA(CAA)/3(CHE)2025 to provide assistance to the Chairperson of NCLT Convened Meeting ("the meeting") of the Equity shareholders of TVS Motor Company Limited ("Company") held on 12<sup>th</sup> April, 2025 at 10.00 a.m. through Video Conferencing or Other Audio-Visual Means as per the framework issued by the Ministry of Corporate Affairs (MCA) and Securities and Exchange Board of India (SEBI), for the purpose of scrutinizing the votes on Remote e-Voting and e-Voting during the Meeting carried out as per Rule 6(3)(xi) read with Rule 13 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 (CAA Rules), Rule 20 of the Companies (Management and Administration) Rules, 2014 (MGT Rules), Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (LODR Regulations), SEBI Master Circular: SEBI/HO/CFD/POD-2/P/CIR/2023/93 dated 20<sup>th</sup> June, 2023 (SEBI Circular) and the directions of the Hon'ble NCLT, Chennai Bench, on the resolution as placed before the meeting for approval of Scheme of Arrangement between TVS Motor Company Limited ("Company" or "TVSM") and its shareholders ("Scheme") as proposed under Sections 230 - 232 and other applicable provisions of the Companies Act, 2013.

National Securities and Depository Limited (NSDL) has been appointed for providing VC/OAVM facility and e-Voting facility both prior to as well as during the Meeting. The Members of the Company as on "cut off" date for e-Voting i.e. Monday, the 7<sup>th</sup> April, 2025 ("cut-off date") were entitled to vote on the resolution stated in the Notice of the Hon'ble NCLT Convened Meeting. We were informed that there were 3,10,428 equity shareholders holding aggregate value of equity shares of Rs. 47,50,87,114/- (i.e., 47,50,87,114 Equity shares of Re. 1/- each) as on cut-off date.

The following resolution was proposed at the meeting for approval of the shareholders:

"RESOLVED THAT pursuant to the provisions of Sections 230 and 232 of the Companies Act, 2013 ("Act") the rules, circulars and notifications made thereunder (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) and circulars issued thereof, for the time being in force) and subject to the provisions of the Memorandum and Articles of Association of the Company and subject to the approval of Hon'ble National Company Law Tribunal, Chennai Bench ("Tribunal") and subject to such other approvals, permissions and sanctions of regulatory and other authorities, as may be necessary and subject to such conditions and modifications as may be deemed appropriate by the parties to the Scheme, at any time and for any reason whatsoever, or which may otherwise be considered necessary,



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desirable or as may be prescribed or imposed by the Tribunal or by any regulatory or other authorities, while granting such approvals, permissions and sanctions, which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the "Board" which term shall be deemed to mean and include one or more Committee(s) constituted/ to be constituted by the Board or any other person authorised by it to exercise its powers including the powers conferred by this Resolution), the arrangement embodied in the Scheme of Arrangement between TVS Motor Company Limited ("Company") and its shareholders ("Scheme"), be and is hereby approved.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds, matters and things, as it may, in its absolute discretion deem requisite, desirable, appropriate or necessary to give effect to this Resolution and effectively implement the arrangement embodied in the Scheme and to make any modifications or amendments to the Scheme at any time and for any reason whatsoever, and to accept such modifications, amendments, limitations and/or conditions, if any, which may be required and/or imposed by the Tribunal while sanctioning the arrangement embodied in the Scheme or by any authorities under law, or as may be required for the purpose of resolving any questions or doubts or difficulties that may arise including passing of such accounting entries and / or making such adjustments in the books of accounts as considered necessary in giving effect to the Scheme, as the Board may deem fit and proper."

Further to the above, I submit my report as under:

**A. For Remote E-voting:**

- i. The remote e-Voting period remained open from Wednesday, 9<sup>th</sup> April 2025 from 9.00 a.m. (IST) to Friday, 11<sup>th</sup> April 2025 up to 5.00 p.m. (IST);
- ii. The votes cast through Remote e-Voting were subsequently unblocked by me on 12<sup>th</sup> April, 2025 at 10:45 AM after the conclusion of the meeting, in the presence of two witnesses, whose names are mentioned below, who are not in the employment of the Company and electronic ballots were diligently scrutinized by me.

  
\_\_\_\_\_  
Mr P Sreejith Raj

  
\_\_\_\_\_  
Ms S Priyaavarshini

- iii. The electronic ballots were reconciled with the records maintained by the Company / Registrar and Transfer Agents of the Company and the authorizations lodged with the Company.

**B. For e-Voting during the Meeting:**

- i. The e-Voting was conducted on the resolution placed before the NCLT Convened Meeting of Equity shareholders of the Company conducted through VC / OAVM.
- ii. Equity shareholders were also explained the modalities and other relevant instructions for casting their vote on e-Voting during the meeting.





- iii. The e-Voting during the meeting was conducted to enable the Equity shareholders of the Company who have attended the meeting through VC/OAVM and had not cast their votes through Remote e-Voting facility.
- iv. After ensuring that all the Equity shareholders who desire to cast their vote through e-Voting at the meeting have exercised their right to vote and after seeking permission from the Chairman of the Meeting, e-Voting during the meeting was closed / blocked.
- v. The votes cast during the meeting were subsequently unblocked by me after the conclusion of the meeting and electronic ballots were diligently scrutinized. The electronic ballots were reconciled with the records maintained by the Company / Registrar and Transfer Agent of the Company and the authorizations received/available with the Company.

Thereafter, based on the scrutiny of the electronic ballots (both for the Remote E-voting and E-voting during the meeting), details of Equity shareholders, who have voted "For", "Against" the resolution permitted for e-Voting, were prepared based on reports generated from the website of NSDL and scrutiny thereof. As the voting was conducted through e-Voting on the e-Voting platform of NSDL, the E-ballots as available were scrutinized Folio Wise / Demat Account wise. There was no material change in the voting result due to this process.

Each Equity Shareholder could opt for only one mode of e-Voting i.e., either by Remote e-Voting or e-Voting during the Meeting. If the equity shareholder opted for Remote e-Voting, then he was allowed to attend the Meeting but was not allowed to vote during the Meeting.

The management of the Company is responsible to ensure compliance with the requirements of the Act and rules made thereunder and the NCLT Order relating to voting through Remote e-Voting and e-Voting during the Meeting on the resolution stated in the Notice for convening the Meeting.

Based on such scrutiny of the Remote E-voting & E-voting during the meeting, the details of E-ballots received are tabulated as under:

Particulars	Number of Ballots	Number of Shares
Total E-Ballots received (Remote E-voting)	1269	40,88,87,102
Total E-Ballots received (E-voting during the Meeting)	3	407
Total E-Ballots received	1272	40,88,87,509
Less: Invalid E-Ballots	-	-
Total Valid E-Ballots (Remote E-voting + E-voting during the Meeting)	1272	40,88,87,509

*V. Shreekumar*



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Further the Consolidated Report on result through remote e-voting and e-voting at the meeting by Equity Shareholders is given below:

REMOTE EVOTING AND EVOTING DURING THE MEETING								
Particulars	In favour of the Resolution			Against the Resolution			Invalid Votes	
	Count of Votes Cast In Favour	Number of Votes Cast In Favour	% of votes in favour	Count of Votes Cast Against	Number of Votes Cast Against	% of votes Cast Against	Count of invalid Votes	Number of invalid Votes
Remote e-voting	1219	39,79,47,092	97.32	50	1,09,40,010	2.68	-	-
E-voting during the Meeting	3	407	-	-	-	-	-	-
<b>Total</b>	<b>1222</b>	<b>39,79,47,499</b>		<b>50</b>	<b>1,09,40,010</b>		-	-

Sir, you may accordingly report the result of voting to the Hon'ble NCLT, Chennai Bench. The list of Equity Shareholders who voted "For", "Against" and all other relevant electronic records relating to remote e-voting and e-voting at the Hon'ble NCLT convened meeting are being handed over separately by me.

Thanking You,

V Shreekumar  
Advocate,

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ADVOCATE

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Scrutinizer appointed for the meeting by the  
Hon'ble NCLT, Chennai  
Place : Chennai  
Date : 12<sup>th</sup> April 2025