

## POSTAL BALLOT NOTICE

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

Dear Member(s),

NOTICE is hereby given pursuant to Section 110 read with Rule 22 of the Companies (Management and Administration) Rules, 2014 (the Rules) under the Companies Act, 2013 (the Act 2013), for obtaining approval of the members, by way of Ordinary / Special Resolution(s), through postal ballot including voting by electronic means for the business as set out in the postal ballot notice.

The draft of the resolutions to be passed, together with the Explanatory Statement, pursuant to Section 102(1) of the Act 2013, setting out the material facts and reasons thereto, for this purpose are being sent to the members, alongwith postal ballot form, so as to enable members for sending their assent or dissent in writing by postal ballot means.

The Company is pleased to provide the facility for voting through ‘electronic means’ to enable members for casting their votes by selecting appropriate options for the Resolutions, in accordance with the provisions of the Act 2013 and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (SEBI (LODR) Regulations, 2015).

In accordance with Regulation 44 of SEBI (LODR) Regulations, 2015 and in terms of Section 110 of the Act, 2013 and the Rules made thereunder, the Company for this purpose, has engaged National Securities Depository Limited (NSDL), an agency authorized by the Ministry of Corporate Affairs (MCA), for facilitating the members to communicate their assent or dissent through “electronic means” in respect of the Resolutions.

The detailed procedures for voting through “electronic means” are given below the Explanatory Statement attached herewith.

The voting rights of the shareholders shall be in proportion to their shares in the paid-up equity share capital of the Company as on the Cut-off date, viz., 25<sup>th</sup> January 2019. A person who is not a member as on the Cut-off date should treat this notice for information purposes only. The voting rights in respect of unclaimed shares held in TVS Motor Company Limited Unclaimed Suspense Account and Investors Education and Protection Fund stands frozen in terms of Regulation 39 read with Schedule VI of SEBI (LODR) Regulations, 2015 and Section 124 of the Act, 2013, respectively.

The board of directors of the Company (the board) has appointed Mr K Sriram, Practising Company Secretary, Chennai, as the Scrutinizer, at its meeting held on 22<sup>nd</sup> January 2019, for conducting the voting by “post” and through “electronic means” in a fair and transparent manner.

Members are, therefore, requested to carefully read the instructions printed for voting by “post” or through “electronic means”, namely by –

- (i) returning the postal ballot form duly completed, as per the instructions contained in the postal ballot form, in the attached self-addressed postage pre-paid envelope, so as to reach the Scrutinizer not later than 5.00 p.m. on 5<sup>th</sup> March 2019; or
- (ii) casting their votes electronically from 4<sup>th</sup> February 2019 (9.00 a.m.) to 5<sup>th</sup> March 2019 (5.00 p.m.) by following the procedures as explained in the Explanatory Statement.

The Scrutinizer will submit his report on the results of voting by means of “post” and through “electronic means” to the Chairman of the Company or any authorised person of the Company, after completion of the scrutiny of postal ballot forms and voting by “electronic means”.

The results will be announced by Mr Venu Srinivasan, Chairman and Managing Director or in his absence, any one of the directors of the Company, at the registered office of the Company at “Jayalakshmi Estates”, No. 29, Haddows Road, Chennai 600 006, Tamilnadu, India, on Wednesday, the 6<sup>th</sup> March 2019.

The last date of voting, i.e., Tuesday, the 5<sup>th</sup> March 2019 will be taken as the date of passing of the said Resolutions by the members of the Company.

Members requiring any clarification may contact Mr K Gopala Desikan, Chief Financial Officer or Mr K S Srinivasan, Company Secretary at the registered office of the Company at the address given above or through e-mail viz., kss@scl.co.in or sclshares@gmail.com.

All documents, referred to in this Notice and in the Explanatory Statement referred to under Section 102(1) of the Act, 2013, are open for inspection at the registered office of the Company, during office hours on all working days between 10.00 A.M. and 12.00 Noon upto Tuesday, the 5<sup>th</sup> March 2019.

The said Notice of Postal Ballot and Ballot Form have also been placed on the Company's website viz., [www.tvsmotor.com](http://www.tvsmotor.com) and at <https://www.nsdl.co.in> for use by the Members.

## **SPECIAL BUSINESS**

### **Item No.1**

#### **RE-APPOINTMENT OF MR T KANNAN AS AN INDEPENDENT DIRECTOR OF THE COMPANY FOR THE SECOND TERM OF 5 (FIVE) CONSECUTIVE YEARS**

To consider passing the following resolution as a special resolution:

"RESOLVED THAT pursuant to the provisions of Sections 149, 152 and 160 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Mr T Kannan (DIN 00040674), who holds office as an Independent Director upto 13<sup>th</sup> July 2019 and being eligible, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation and to hold office for the second term of 5 (five) consecutive years, i.e. from 14<sup>th</sup> July 2019 to 13<sup>th</sup> July 2024 and to receive remuneration by way of fees, reimbursement of expenses for participation in the meetings of the board and / or committees thereof and profit related commission, if any, in terms of applicable provisions of the Companies Act, 2013 and as determined by the board from time to time."

### **Item No.2**

#### **RE-APPOINTMENT OF MR C R DUA AS AN INDEPENDENT DIRECTOR OF THE COMPANY FOR THE SECOND TERM OF 5 (FIVE) CONSECUTIVE YEARS**

To consider passing the following resolution as a special resolution:

"RESOLVED THAT pursuant to the provisions of Sections 149, 152 and 160 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Mr C R Dua (DIN 00036080), who holds office as an Independent Director upto 13<sup>th</sup> July 2019 and being eligible, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation and to hold office for the second term of 5 (five) consecutive years, i.e. from 14<sup>th</sup> July 2019 to 13<sup>th</sup> July 2024 and to receive remuneration by way of fees, reimbursement of expenses for participation in the meetings of the board and / or committees thereof and profit related commission, if any, in terms of applicable provisions of the Companies Act, 2013 and as determined by the board from time to time."

### **Item No.3**

#### **RE-APPOINTMENT OF MR PRINCE ASIRVATHAM AS AN INDEPENDENT DIRECTOR OF THE COMPANY FOR THE SECOND TERM OF 5 (FIVE) CONSECUTIVE YEARS**

To consider passing the following resolution as a special resolution:

"RESOLVED THAT pursuant to the provisions of Sections 149, 152 and 160 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Mr Prince Asirvatham (DIN 00193260), who holds office as an Independent Director upto 13<sup>th</sup> July 2019 and being eligible, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation and to hold office for the second term of 5 (five) consecutive years, i.e. from 14<sup>th</sup> July 2019 to 13<sup>th</sup> July 2024 and to receive remuneration by way of fees, reimbursement of expenses for participation in the meetings of the board and / or committees thereof and profit related commission, if any, in terms of applicable provisions of the Companies Act, 2013 and as determined by the board from time to time."

### **Item No.4**

#### **RE-APPOINTMENT OF MR R RAMAKRISHNAN AS AN INDEPENDENT DIRECTOR OF THE COMPANY FOR THE SECOND TERM OF 5 (FIVE) CONSECUTIVE YEARS**

To consider passing the following resolution as a special resolution:

"RESOLVED THAT pursuant to the provisions of Sections 149, 152 and 160 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable

provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Mr R Ramakrishnan (DIN 00809342), who holds office as an Independent Director upto 13<sup>th</sup> July 2019 and being eligible, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation and to hold office for the second term of 5 (five) consecutive years, i.e. from 14<sup>th</sup> July 2019 to 13<sup>th</sup> July 2024 and to receive remuneration by way of fees, reimbursement of expenses for participation in the meetings of the board and / or committees thereof and profit related commission, if any, in terms of applicable provisions of the Companies Act, 2013 and as determined by the board from time to time.”

**Item No.5**

**RE-APPOINTMENT OF MR HEMANT KRISHAN SINGH AS AN INDEPENDENT DIRECTOR OF THE COMPANY FOR THE SECOND TERM OF 5 (FIVE) CONSECUTIVE YEARS**

To consider passing the following resolution as a special resolution:

“RESOLVED THAT pursuant to the provisions of Sections 149, 152 and 160 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Mr Hemant Krishan Singh (DIN 06467315), who holds office as an Independent Director upto 13<sup>th</sup> July 2019 and being eligible, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation and to hold office for the second term of 5 (five) consecutive years, i.e. from 14<sup>th</sup> July 2019 to 13<sup>th</sup> July 2024 and to receive remuneration by way of fees, reimbursement of expenses for participation in the meetings of the board and / or committees thereof and profit related commission, if any, in terms of applicable provisions of the Companies Act, 2013 and as determined by the board from time to time.”

**Item No.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**

To consider passing the following resolution as an ordinary resolution:

“RESOLVED THAT subject to the provisions of Sections 196, 197, 198 and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013, the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), consent of the Company be and is hereby accorded for the appointment and remuneration of Mr K N Radhakrishnan (DIN 02599393), as a Director & Chief Executive Officer (CEO) in the rank of Whole-Time Director of the Company for a period of 5 (five) years with effect from 23<sup>rd</sup> October 2018, upon such terms and conditions as recommended by the Nomination and Remuneration Committee of Directors and the Board of Directors of the Company (the board) as set out in the explanatory statement, with authority to the board (which term shall be deemed to include any duly authorized committee thereof) to alter and vary the terms and conditions of the said appointment and remuneration and / or agreement in such manner, as it may deem fit and as may be agreed to between the board and Mr K N Radhakrishnan and for this purpose the board be and is hereby authorized to do all such acts, deeds, matters and things as may be considered necessary.”

“RESOLVED FURTHER THAT the scope and quantum of remuneration as specified hereinabove, may be enhanced, enlarged, widened, altered or varied by the board, in light of and in conformity with any amendment to the relevant provisions of the Companies Act 2013 / Income Tax Act 1961 and/or the rules and regulations made thereunder and/or such guidelines, as may be prescribed by the Central Government, from time to time.”

By order of the Board  
For TVS MOTOR COMPANY LIMITED

Place: Chennai

K S Srinivasan

Date: 22<sup>nd</sup> January 2019

Company Secretary

Encl:

- 1) Explanatory Statement in terms of Section 102 (1) of the Companies Act 2013 and the procedures for voting through “electronic means” and “post”.
- 2) Postal ballot form & self-addressed postage pre-paid envelope.

## **Annexure to the Notice of postal ballot dated 22<sup>nd</sup> January 2019**

### **EXPLANATORY STATEMENT PURSUANT TO SECTION 102 (1) OF THE COMPANIES ACT, 2013 IN RESPECT OF THE ORDINARY / SPECIAL RESOLUTION (S)**

The following explanatory statement sets out all the material facts relating to the special business mentioned in the accompanying notice dated 22<sup>nd</sup> January 2019 and shall be taken as forming part of the notice.

#### **Item Nos.1 to 5**

Mr T Kannan (DIN 00040674), Mr C R Dua (DIN 00036080), Mr Prince Asirvatham (DIN 00193260), Mr R Ramakrishnan (DIN 00809342) and Mr Hemant Krishan Singh (DIN 06467315) were appointed as Independent Directors (IDs) of the Company and they hold office upto 13<sup>th</sup> July 2019 ("first term").

It is proposed to re-appoint them as IDs, not liable to retire by rotation, for the second term of five consecutive years w.e.f. 14<sup>th</sup> July 2019. As per Section 149 of the Companies Act, 2013 (the Act 2013) such re-appointment requires the approval of the shareholders by way of Special Resolution.

Both the Nomination and Remuneration Committee of directors and the board were of the opinion, after evaluating their performance, appropriate mix of skills, experience, competency and other attributes, that their continued association would be of immense benefit to the Company and it is desirable to continue to avail their services as IDs.

All these IDs fulfil the terms and conditions specified under the Act 2013 and rules made thereunder for their appointment as IDs. They meet the criteria of independence as prescribed both under Section 149(6) of the Act 2013 and under Regulation 16(1) (b) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015 (SEBI (LODR) Regulations, 2015).

The IDs are entitled to receive remuneration by way of fees and reimbursement of expenses for participation in the meetings of the board and / or committees and profit related commission, if any, in terms of Section 197 and other applicable provisions of the Act 2013, and as determined by the board from time to time, within the overall limits specified under the Act 2013 as well as the SEBI (LODR) Regulations, 2015.

The members' approval sought by way of Special Resolution through this postal ballot notice will also be considered as approval in terms of Regulation 17 of SEBI (LODR) Regulations 2015, for the re-appointment of those IDs crossing 75 years of age during their second term.

A brief profile of all IDs, who are proposed to be re-appointed for second term of five years in terms of the applicable provisions of the Act 2013, nature of their expertise in specific functional areas, their other directorships and committee memberships, their shareholding and relationship with other directors in the Company are appended to the notice annexed hereto.

Copy of draft letter of appointment of the IDs setting out the terms and conditions of appointment is available for inspection by the members at the registered office of the Company.

Notices have been received from members of the Company under Section 160 of the Act 2013, signifying their intention to propose the candidatures of the aforesaid IDs and to move the resolutions as set out in item nos. 1 to 5 of this notice.

Except M/s. T Kannan, C R Dua, Prince Asirvatham, R Ramakrishnan and Hemant Krishan Singh, directors, being appointees, none of the other directors or key managerial personnel of the Company or their relatives is concerned or interested, financially or otherwise, in their respective resolutions for appointment as set out in item nos. 1 to 5 of this notice.

The board therefore recommends the Special Resolutions as set out at item nos. 1 to 5 of the Notice for approval by the shareholders of the Company.

#### **Item No.6**

The board of directors appointed Mr K N Radhakrishnan (DIN 02599393) as Director & Chief Executive Officer (CEO) in the rank of Whole-Time Director (WTD) of the Company for a period of five years from 23<sup>rd</sup> October, 2018 and fixed his terms of appointment and remuneration in accordance with the provisions of Sections 196,197 and 198 read with Schedule V to the Act 2013 and as recommended by the Nomination and Remuneration Committee of Directors, subject to the approval of the shareholders in the general meeting of the Company.

Necessary agreement was entered into between the Company and Mr K N Radhakrishnan in this regard. Details of the remuneration payable in terms of the said agreement are as follows:

S. No	Components	Particulars of Remuneration
1.	Term of office	23 <sup>rd</sup> October 2018 to 22 <sup>nd</sup> October 2023.
2.	Basic Salary	Rs. 6,20,000/- per month and such increments as may be decided by the board, from time to time.
3.	House Rent Allowance	Subject to a maximum of 60% of Basic Salary
4.	Other allowances as per Company's Policy	Rs. 21,84,270/- per month and such other amounts as may be decided by the board, from time to time.
5.	Commission	Such percentage of net profits of the Company as may be determined by the board, from time to time, within the overall limit of 5% of net profits of the Company as stipulated under the Act 2013.
6.	Leave Travel Concession	One month of Basic Salary as per the Company's Policy.
7.	Car	Two cars for Company's work as well as for personal purposes.
8.	Medical Expenses	All medical expenses for self and family including surgical expenses, travel, boarding and lodging expenses for patient and attendant(s).
9.	Club Fees	Payment of fees for two clubs in India including any admission / membership fees.
10.	Provident Fund	12% of the Salary to Provident Fund and such percentage as may be permissible to Superannuation Fund under the relevant scheme.
11.	Gratuity	15 days salary for each year of service.
12.	Earned Leave	On full pay and allowances as per rules of the Company, but not exceeding one month's leave for every eleven months of service. Leave accumulated shall be en-cashable at the end of the tenure.
13.	Reimbursement of expenses	The Company will incur / reimburse all travel or other expenses incurred by him in furtherance of or in connection with performance of his duties.
14.	Benefits and Amenities	Such other allowances, benefits, amenities and facilities including those under the Special Post Retirement Benefits Scheme as per the rules of the Company.
15.	Total Remuneration	The total remuneration shall not exceed 5% of net profits of the Company prescribed under the Act 2013 and the total remuneration payable to executive directors, in aggregate, should not exceed the maximum permissible limit specified under the Act 2013.
16.	Other Clauses	The board may revise the remuneration for any financial year during currency of his tenure of office, in such manner as may be agreed to between the board and the Director & CEO subject to the condition that the total remuneration by way of salary, perquisites, commission, other allowances and benefits, shall be within the limits permissible under the Act 2013, as amended from time to time.
17.	Minimum Remuneration	In the event of any loss or inadequacy of profits in any financial year, the board / Nomination and Remuneration Committee shall approve the remuneration payable to Director & CEO, during such financial year, in such manner as may be agreed to between them, however not exceeding the maximum limits specified in this behalf under Section 197 read with Schedule V to the Act 2013, subject to the disclosures made separately in such event.

A brief profile including nature of his expertise in specific functional areas, other directorships and committee memberships, his shareholding and relationship with other directors in the Company are appended to the notice annexed hereto.

Except Mr K N Radhakrishnan, Director & CEO, none of the other Directors or Key Managerial Personnel of the Company or their relatives is concerned or interested, financially or otherwise, in the resolution set out in item no.6 of this notice.

Accordingly, the board recommends the resolution, as set out in item no.6 in the notice to be approved by the shareholders, by way of an Ordinary Resolution.

By order of the Board  
For TVS MOTOR COMPANY LIMITED

Place: Chennai  
Date: 22<sup>nd</sup> January 2019

K S Srinivasan  
Company Secretary

## NOTES:

- (1) The Company is pleased to provide members a facility to exercise their right to vote on the postal ballot resolution by 'electronic means' and the special business may be transacted through e-Voting services provided by National Securities Depository Limited (NSDL), in compliance with the provisions of Section 110 of the Act 2013 read with Rule 22 of the Companies (Management and Administration) Rules 2014 and Regulation 44 of SEBI (LODR) Regulations, 2015.
- (2) A statement pursuant to Section 102(1) of the Act 2013 setting out the material facts concerning the special business to be transacted is annexed hereto.
- (3) Notice along with the Postal Ballot Form is being sent to the members whose names appear on the register of members / list of beneficial owners as received from NSDL and Central Depository Services (India) Limited (CDSL) as on 25<sup>th</sup> January 2019 (Cut-off date).
- (4) The Notice along with the Postal Ballot Form is being sent to the members in electronic form to the e-mail addresses registered with their Depository Participants (in case of electronic shareholding) / the Company's Share Transfer Agent (in case of physical shareholding). For members whose e-mail addresses are not registered, physical copies of the Notice are being sent by permitted mode along with a self-addressed postage pre-paid envelope.
- (5) Members, who have received the Notice by e-mail and who wish to vote through physical form may download the Postal Ballot Form attached to the e-mail or from the Company's website: [www.tvsmotor.com](http://www.tvsmotor.com), where the Postal Ballot Notice is displayed and send the duly completed and signed Postal Ballot Form, so as to reach the Scrutinizer on or before Tuesday, 5<sup>th</sup> March 2019 (5.00 P.M.).
- (6) Resolutions passed by the members through Postal Ballot including voting by electronic means shall be deemed to have been passed as if it has been passed at a General Meeting of the members convened in that behalf.
- (7) Pursuant to the provisions of Section 110 of the Act 2013 read with the Companies (Management and Administration) Rules, 2014 and in terms of Regulation 44 of SEBI (LODR) Regulations, 2015, the Company has provided facility to members to exercise their votes through electronic means and have engaged the services of NSDL as the Authorised Agency to provide e-Voting facility. Instructions for the process to be followed for voting through "electronic means" are annexed to the Notice.
- (8) The members can opt for only one mode of voting, i.e., either by physical ballot or e-Voting. In case members cast their votes through both the modes, voting done by e-Voting shall prevail and votes cast through physical Postal Ballot Forms will be treated as invalid. There will be only one postal ballot form irrespective of number of jointholders.
- (9) Voting rights shall be reckoned on the paid-up value of shares registered in the name of the member / beneficial owner (in case of electronic shareholding) as on the Cut-off date i.e. Friday, 25<sup>th</sup> January 2019, being the date fixed for determining the voting rights of members entitled to participate in the e-Voting process through e-Voting platform provided by NSDL by typing the URL: [www.evoting.nsdl.com](http://www.evoting.nsdl.com) .
- (10) A member cannot exercise his/her vote by proxy on postal ballot.
- (11) The board of directors has appointed Mr K Sriram, Practising Company Secretary (CP No. 2215) as Scrutinizer to conduct the postal ballot voting process including voting through electronic means, in a fair and transparent manner.
- (12) The Scrutinizer will submit his report to the Chairman or in his absence to any one of the directors of the Company, after the completion of scrutiny, and the results of voting by postal ballot (including voting through electronic means) will be declared by placing it along with the Scrutinizer's report on the Company's website [www.tvsmotor.com](http://www.tvsmotor.com) and communicated to the Stock Exchanges.
- (13) The resolutions, if approved by the requisite majority shall be deemed to have been passed on the last date of voting, i.e., Tuesday, 5<sup>th</sup> March 2019.
- (14) In case of any query, members may refer to the Frequently Asked Questions (FAQs) for members and e-Voting user manual for members available at downloads section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or contact NSDL at the telephone no. viz., 022-24994600.
- (15) Members who have not registered their e-mail addresses are requested to register the same with the Company's Share Transfer Agent / Depository Participant(s) for sending future communication(s) in electronic form.

**Instructions for process to be followed by members opting to vote through electronic means**

1. Members who do not have access to e-Voting facility, are requested to read the instructions printed on the reverse of the Postal Ballot Form and return the Form duly completed in the attached self addressed and postage prepaid envelope, so as to reach the Scrutinizer on or before Tuesday, 5<sup>th</sup> March 2019, at the following address:

Mr K Sriram, Practising Company Secretary,  
Scrutinizer,  
C/o. Sundaram-Clayton Limited,  
Share Transfer Agent,  
Unit: TVS Motor Company Limited,  
'Jayalakshmi Estates', No. 29, Haddows Road, Chennai - 600 006.

2. The instructions for Members for e-Voting are as under:

- (a) In case of Members receiving e-mail from NSDL [for members whose email IDs are registered with the Company / Depository Participants(s)]:

- (i) Open e-mail and then open PDF file viz., "TVS Motor Company Limited e-Voting.pdf" with their Client ID or Folio No. as password. The said PDF file contains the User ID and password for e-Voting. Please note that the password is an initial password;
- (ii) Launch internet browser by typing the following URL: [www.eVoting.nsd.com](http://www.eVoting.nsd.com);
- (iii) Click on shareholder – Login;
- (iv) Enter User ID and password as initial password noted in step (i) above. Click Login;
- (v) Password change menu appears. Change the password with new password with minimum 8 digits/ characters or combination thereof. Note the new password. It is strongly recommended not to share the password with any other person and take utmost care to keep the password confidential;
- (vi) Home page of e-Voting opens. Go to "e-Voting" icon and select "Active e-Voting Cycles";
- (vii) Select "EVEN" of TVS Motor Company Limited;
- (viii) Now Members are ready for e-Voting as Cast Vote page opens;
- (ix) Cast the vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted;
- (x) Upon confirmation, the message "Vote cast successfully" will be displayed;
- (xi) Institutional Members (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. together with attested specimen signature of the duly Authorized Signatory(ies), who are authorized to vote, to the Scrutinizer through e-mail: [sriram.krishnamurthy@rediffmail.com](mailto:sriram.krishnamurthy@rediffmail.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) and [raman@scl.co.in](mailto:raman@scl.co.in) ;
- (xii) Members who have cast their vote through Postal Ballot Form shall not be entitled to vote electronically; and
- (xiii) Members can cast their vote online from Monday, 4<sup>th</sup> February 2019 (9.00 a.m) to Tuesday, 5<sup>th</sup> March 2019 (5.00 p.m) through e-Voting. Once the vote on a resolution is cast by the member, the member will not be allowed to change it subsequently. The e-Voting will not be allowed beyond the aforesaid date and time. The e-Voting module will be disabled by NSDL thereafter.

- (b) In case of Members receiving Postal Ballot Form by Post:

- (i) Initial password is provided as below/at the bottom of the Postal Ballot Form.

<b>EVEN (e-Voting Event Number)</b>	<b>USER ID</b>	<b>PASSWORD / PIN</b>

- (ii) Please follow all steps from Sl. No. (ii) to Sl. No. (xi) of item No. 2(a) above to cast vote;

- (c) If Members are already registered with NSDL for e-Voting, then they can use their existing user ID and password for casting the vote; and
  - (d) Members can also update their mobile number and e-mail Id in the user profile details of the folio which may be used for sending future communication(s).
3. Members, who have registered their e-mail Id for receipt of documents in electronic mode under the Green Initiative of MCA have been sent Postal Ballot Notice by e-mail and who wish to vote through Postal Ballot Form can obtain the Ballot Form from Share Transfer Agent, Sundaram-Clayton Limited, Unit : TVS Motor Company Limited at “Jayalakshmi Estates”, 1<sup>st</sup> Floor, No.29, Haddows Road, Chennai – 600 006 or from the Company at its Registered Office and fill in the details and send the same to the Scrutinizer by Post at the address given at Sl. No. 1 above.
  4. The Scrutinizer, after completion of the scrutiny, will submit his report to the Chairman of the Company or in his absence, to anyone of the director of the Company. The results of the postal ballot and e-Voting will be declared by Mr Venu Srinivasan, Chairman and Managing Director of the Company or in his absence any one of the directors of the Company, on Wednesday, 6<sup>th</sup> March 2019 at the Registered Office of the Company. The results shall also be announced to the Stock Exchanges where shares of the Company are listed and on the Company’s notice board and website [www.tvsmotor.com](http://www.tvsmotor.com) .
  5. In case of any query, members may contact the Company at [investorscomplaintssta@gmail.com](mailto:investorscomplaintssta@gmail.com) or [scshares@gmail.com](mailto:scshares@gmail.com).

In terms of Regulation 36 (3) of SEBI (LODR) Regulations, 2015, read with Secretarial Standards on General Meetings, brief profile of the Directors, who are proposed to be appointed / re-appointed, nature of their expertise in specific functional areas, other directorships and committee memberships, their shareholding and relationship with other Directors of the Company are given below:

#### **1. Mr T Kannan**

Mr T Kannan, born in 1953, is a graduate in Business Administration from the Madurai University. He is connected with a number of organisations related to industry, education and charity.

He has a wide range of experience in textile industry. He held the position of Chairman of Textiles Committee, Mumbai, The Cotton Textile Export Promotion Council, Mumbai and also as the Chairman of The South India Mills’ Association during 1990-92.

He was also the Chairman of Confederation of Indian Industry, Southern Region, Chennai. He was also the member of the Southern Regional Board of Industrial Development Bank of India.

He is also a leading Educationalist, President of Thiagarajar College, Madurai and Chairman & Correspondent of Thiagarajar College of Engineering, Madurai. He is a member of Syndicate Anna University, Chennai, Board of Governors of IIM, Indore and Board of Governors of National Institute of Technology, Trichy.

He was a member of Tamil Nadu State Council for Higher Education, Tamil Nadu State Planning Commission, senate of Madurai Kamaraj University and Academic Council of Anna University.

He is the Thakkar of Arulmigu Meenakshi Sundareswarar Thirukoil, Madurai. He is also a member in the High Level Advisory Committee to the Hindu Religious and Charitable Endowments Department, Government of Tamil Nadu.

He was the Chairman, Board of Trustees of Arulmigu Sree Subramaniaswamy Thirukoil, Thirupparankundram, Madurai.

He is the recipient of Perunthalaivar Kamarajar Award 2014 by the Government of Tamil Nadu for promotion of Education and Social Service.

He is the Chairman of the Audit Committee, Risk Management Committee and Nomination and Remuneration Committee of the Company. He holds 5,000 equity shares in the Company and is not related to any director or Key Managerial Personnel of the Company.



Details of his other directorships and membership / chairmanship of committees are given below:

S.No	Name of the Company	Nature of interest	Committee Membership / Chairmanship
1.	VTM Limited	Chairman & Managing Director	Chairman – Corporate Social Responsibility Committee Member – Stakeholders Relationship Committee and Nomination and Remuneration Committee
2.	Thiagarajar Telekom Solutions Limited	Chairman & Director	--
3.	Sundaram Textiles Limited	Director	--
4.	Colour Yarns Limited	Director	--
5.	Sundaram Brake Linings Limited	Director	Chairman – Audit Committee and Member - Corporate Social Responsibility Committee
6.	Thiagarajar Mills Private Limited	Chairman & Managing Director	Chairman – Corporate Social Responsibility Committee
7.	Midas Cons Private Limited, Singapore	Director	--
8.	Confederation of Indian Textile Industry	Executive Committee Member	--

## 2. Mr C R DUA

Mr C R Dua, born in 1951, having founded Dua Associates thirty years ago, is currently the Chairman of the firm and engaged in providing strategic advice and direction for its further growth and development. He engages with the partners of the firm, its Executive Committee and Sub-committees towards ensuring that the firm continues to retain its recognised leadership position in the uncertain and challenging environment, nationally and internationally.

Dua's experience covers a broad range of areas relating to Corporate and Commercial matters, Corporate Finance, Securities, Infrastructure and aspects of Public Policy and Administration, Governance and Ethics.

He sits on the Boards of various Indian companies both listed and private including Indian subsidiaries of many major multinational corporations primarily representing the interests of foreign collaborators and investors. He is the founding member of the American Chamber of Commerce in India and an invitee to its National Executive Board.

He is also a member of the Executive Committee of the International Lawn Tennis Club of India. He also sits on the National Executive Board of the Federation of Indian Chambers of Commerce & Industry (FICCI) and on the India Advisory Board of BNP Paribas. An Honours Graduate of St. Stephen's College, he also holds a Masters degree in Economics from the Delhi School of Economics.

He is a member of Audit Committee and Nomination and Remuneration Committee of the Company. He does not hold any shares of the Company and is not related to any director or Key Managerial Personnel of the Company. Details of his other directorships and membership / chairmanship of committees are given below:

S.No	Name of the Company	Nature of interest	Committee Membership / Chairmanship
1.	Cabot India Limited	Director	--
2.	Gillette India Limited	Director	Chairman – Audit Committee Member – Nomination and Remuneration Committee, Cash and Investment Committee and Risk Management Committee
3.	Pearl Global Industries Limited	Director	--
4.	Wimco Limited	Director	--
5.	Tractors and Farm Equipment Limited	Director	Member – Audit Committee
6.	Amit Investments Private Limited	Director	--

S.No	Name of the Company	Nature of interest	Committee Membership / Chairmanship
7.	Associated Corporate Consultants India Private Limited	Director	--
8.	Inapex Private Limited	Director	--
9.	Linde Engineering India Private Limited	Director	Member – Corporate Social Responsibility Committee
10.	McCann–Erickson (India) Private Limited	Director	--
11.	PBE India Private Limited (under liquidation)	Director	--
12.	Result Services Private Limited	Director	--
13.	Sella Synergy India Private Limited	Director	--

### 3. Mr Prince Asirvatham

Mr Prince Asirvatham, born in 1949, is a former Group Treasurer and Head (Investor Relations) of Hindustan Unilever Limited (formerly Hindustan Lever Limited). In a distinguished career spanning over three decades with the Unilever Group in Asia, London and South America, he partnered Unilever in the design and implementation of its global risk assurance process, in restructuring treasury operations in India and in leading the merger of the largest F&B operation in India. He was actively involved in over 25 acquisitions and disposals which include India's first commercial privatization, a benchmark for future divestments by the Government.

In his international stints based in London and Sao Paulo, he was primarily responsible for providing reassurance to the Boards of over 75 Unilever Companies in 30 countries on the quality of their processes to implement, monitor and align global/regional strategy within the boundaries of Corporate policies and on a sustainable format. He led global assignments to hone process based structures complemented by work levels for a flatter global organization.

He founded his current practice "Checks and Balances" in India in 2003 to promote good governance through mentoring independent directors and aspiring senior corporate managers. He provides consultation in areas such as Corporate Strategy, Business Social Responsibility and Corporate Risk Assurance Systems. In February 2016, he jointly promoted, Klesis Global, an Indian company in online news platform development space.

He is a fellow of the Institute of Chartered Accountants of India. To maintain his relevance, he remains an active independent director on the Boards of a few well respected companies in India and in select committees.

He lives in Bangalore, where he enjoys working with select "not for profit institutions" focused on Integrated Community Care and in promoting equal opportunities in the workplace for people with disability where he promotes a seamless synergy of NGOs and Corporations to facilitate social harmony and inclusive growth.

He is a member of Audit Committee and Corporate Social Responsibility Committee of the Company. He holds 1000 equity shares in the Company and is not related to any director or Key Managerial Personnel of the Company. Details of his other directorships and membership / chairmanship of committees are given below:

S.No	Name of the Company	Nature of interest	Committee Membership / Chairmanship
1.	Guardian Risk Advisors Private Limited (Under Liquidation)	Director	--
2.	Klesis Global Private Limited	Director	--

### 4. Mr R Ramakrishnan

Mr Ramakrishnan, born in 1946, joined the Indian Express group and rose to become its Chief Executive. He was elected to Parliament (Rajya Sabha) in 1980. He was also a member of Press Council of India and Coffee Board of India.

He represented India in the World Coffee Conference in 2005. He was appointed as Governing Council Member of the Rajaji Institute of Public Affairs and Administration by the President of India. He was appointed as Chairman of C P Ramaswamy Aiyer Educational trust. He has the distinction of having been invited to address the 40<sup>th</sup> General Assembly of the United Nations in 1985.

He also has wide experience in serving several corporates as an independent director.

He is a member of Audit Committee, Risk Management Committee and Chairman of the Stakeholders' Relationship Committee of the Company. He holds 1,08,000 equity shares in the Company and is not related to any director or Key Managerial Personnel of the Company. Details of his other directorships and membership / chairmanship of committees are given below:

S.No	Name of the Company	Nature of interest	Committee Membership / Chairmanship
1.	TVS Credit Services Limited	Director	Chairman - Audit Committee, Nomination and Remuneration Committee, Asset Liability Management Committee, Risk Management Committee Member - Corporate Social Responsibility Committee
2.	Sundaram Auto Components Limited	Director	Chairman-Nomination & Remuneration Committee Member – Audit Committee, Corporate Social Responsibility Committee
3.	TVS Motor Services Limited	Director	--
4.	Swetha Enterprises Private Limited	Managing Director	--
5.	Simply Sofas Private Limited	Director	--
6.	Designo Lifestyle Solutions Private Limited	Director	--
7.	Cantata Home Furnitures Private Limited	Director	--
8.	Thansa Home Furnitures Private Limited	Director	--
9.	Dansons Lifestyles Solutions Private Limited	Director	--
10.	Madras Race Club	Director	--
11.	PT.TVS Motor Company Indonesia	Commissioner	--

## 5. Mr Hemant Krishan Singh

Ambassador Hemant Krishan Singh, born in 1950, served in the Indian Foreign Service from 1974-2010 and is a distinguished former career diplomat with extensive experience of geo-strategic and geo-economic issues as well as multilateral institutions which underpin International Law and Commerce.

He has been India's longest serving Ambassador to Japan (2006- 2010), Ambassador to Indonesia and Timor Leste (2003-2006), Ambassador to Colombia, Ecuador and Costa Rica (1999-2002), and India's Deputy Permanent Representative to the UN in Geneva (1995- 1999). He has held several significant assignments during his career, dealing with the United States, West Europe and the European Union and India's immediate neighbours.

Ambassador Singh has contributed to the forging of the India-Japan strategic and global partnership, the intensification of India's relations with Indonesia and ASEAN, the evolution of India's revitalised Look East Policy and the shaping of India's policy towards key neighbours and strategic partners.

From 2011-2016, he was Professor for Strategic Studies at ICRIER, a leading think tank in New Delhi, and has been associated with several public policy initiatives and Track II / Track 1.5 strategic dialogues involving major Think Tanks of India, Japan,

Asia and United States. He has written and worked extensively on the ongoing transformation of India's relations with the United States and Japan and their growing convergences in shaping Asia's emerging economic and security architecture. He serves on statutory and advisory corporate boards.

Since June 2016, Ambassador Singh has been the Director General, Delhi Policy Group, which is among India's oldest independent think tanks focused on strategic issues of critical national interest. An alumnus of St. Stephen's College, Delhi, where he studied (1967- 72) and later taught (1972-74), Ambassador Singh holds an M.A. degree from the University of Delhi. His varied interests include civilisation and culture, natural environment and sports.

He does not hold any share in the Company and is not related to any director or Key Managerial Personnel of the Company. He does not hold directorships in any other company.

#### 6. Mr K N Radhakrishnan

Mr K N Radhakrishnan, born in 1962, began his career as Graduate Trainee in Sundaram-Clayton Limited, the Holding Company (SCL) in 1986 and has held various positions in the Company from 1986 to 2000.

During his tenure, he implemented various initiatives in manufacturing, product layout and cellular manufacturing systems. He was the Head of Business Planning of SCL and also for other component divisions. During his tenure, he was instrumental in developing best practices in Total Quality Management (TQM) and Total Productive Maintenance (TPM) which enabled SCL to bag the prestigious Deming award and Japan Quality medal.

During 2000, he was transferred to the Company and implemented the same Total Quality Management (TQM) and Total Productive Maintenance (TPM) practices in the Company which helped the Company to become world's first two wheeler company to win world's most prestigious recognition in Total Quality Management- the Deming Award 2002.

Mr Radhakrishnan was promoted as Executive Vice President in 2004 and was made responsible for sales and marketing, materials along-with business planning and was elevated as President and CEO in 2008.

He is an M.Tech graduate from the Indian Institute of Technology, Chennai and has also undergone a Management Education program at Indian Institute of Management, Ahmedabad.

He holds 3,000 equity shares in the Company and is not related to any other Director or Key Managerial Personnel of the Company. He is a member of Risk Management Committee of the Company.

He is the Executive Committee member of Society of Indian Automobile Manufacturers (SIAM). Details of his other Directorship and membership / chairmanship of committees are given below:

S.No	Name of the Company	Nature of interest	Committee Membership / Chairmanship
1.	TVS Credit Services Limited	Director	Member - Audit Committee, Nomination and Remuneration Committee, Corporate Social Responsibility Committee
2.	TVS Motor Services Limited	Director	--

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# TVS MOTOR COMPANY LIMITED



Registered Office: Jayalakshmi Estates, No.29, Haddows Road, Chennai - 600 006  
CIN: L35921TN1992PLC022845; Website: [www.tvsmotor.com](http://www.tvsmotor.com) Email: [investorscomplaintssta@scl.co.in](mailto:investorscomplaintssta@scl.co.in)  
Phone: 044-2827 2233, Fax: 044-2825 7121

## Postal Ballot Form

1. Name (s) of Member(s) :  
[including joint holders, if any]
2. Registered address of the sole / :  
first named member
3. Registered Folio No./ Client ID No.\* :  
(\*Applicable to Member(s) holding  
shares in dematerialized form)
4. Number of shares held :

I / we hereby exercise my / our vote in respect of the 'ordinary / special resolutions to be passed through postal ballot for the business stated in the notice of the Company. I/we have marked my/our assent or dissent to the said resolutions by placing the mark (✓) at the appropriate box below:

S.NO	Particulars	No. of shares	I / We assent to the resolution (FOR)	I / We dissent to the resolution (AGAINST)
1	Approving the re-appointment of Mr T Kannan as an Independent Director for the second term of 5 consecutive years, from 14 <sup>th</sup> July 2019.			
2	Approving the re-appointment of Mr C R Dua as an Independent Director for the second term of 5 consecutive years, from 14 <sup>th</sup> July 2019.			
3	Approving the re-appointment of Mr Prince Asirvatham as an Independent Director for the second term of 5 consecutive years, from 14 <sup>th</sup> July 2019.			
4	Approving the re-appointment of Mr R Ramakrishnan as an Independent Director for the second term of 5 consecutive years, from 14 <sup>th</sup> July 2019.			
5	Approving the re-appointment of Mr Hemant Krishan Singh as an Independent Director for the second term of 5 consecutive years, from 14 <sup>th</sup> July 2019.			
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 years commencing from 23 <sup>rd</sup> October 2018.			

Place :

Date :

Signature of the member

## ELECTRONIC VOTING PARTICULARS

EVEN (E-Voting Event Number)	USER ID	PASSWORD / PIN

Note: Please read the instructions given overleaf carefully before exercising your vote.

Facility to exercise vote by postal ballot including voting through electronic means will be available during the following period:

Commencement of voting : From 9.00 a.m. (IST) on Monday, the 4<sup>th</sup> February 2019  
End of voting : Up to 5.00 p.m. (IST) on Tuesday, the 5<sup>th</sup> March 2019

(P.T.O.)

# TVS MOTOR COMPANY LIMITED



**Registered Office:** Jayalakshmi Estates, No.29, Haddows Road, Chennai - 600 006  
**CIN:** L35921TN1992PLC022845; **Website:** [www.tvsmotor.com](http://www.tvsmotor.com) **Email:** [investorscomplaintssta@scl.co.in](mailto:investorscomplaintssta@scl.co.in)  
**Phone:** 044-2827 2233, **Fax:** 044-2825 7121

## Notes / Instructions:

- (1) A member desiring to exercise his/her vote by postal ballot may complete this postal ballot form (no other form of photocopy thereof is permitted to be used for the purpose) and send it to the Scrutinizer at the address of the Company in the attached postage pre—paid self-addressed envelope. The postage will be borne and paid by the Company. The Company shall, also accept envelopes containing postal ballot forms, if deposited with the Company in person or if sent by courier at the expenses of the member. Members residing outside India should stamp the envelopes appropriately.
- (2) Notice is being dispatched to the members by post (electronically by e-mail to those members who have registered their e-mail IDs with the Company), whose name appears in the Register of Members / Record of Depositories as on the date, namely 25<sup>th</sup> January 2019.
- (3) The Company has appointed Mr K Sriram, Practising Company Secretary, as the Scrutinizer for conducting the postal ballot process in a fair and transparent manner. The name and address of the Scrutinizer to whom the Postal ballot papers are to be sent are given below:  
  
Mr K Sriram, Practising Company Secretary  
C/o. Sundaram-Clayton Limited  
"Share Transfer Agent"  
Unit: TVS Motor Company Limited  
"Jayalakshmi Estates", First Floor  
29, Haddows Road, Chennai – 600 006  
Tamilnadu
- (4) This form should be completed and signed (as per specimen signature recorded with the Company/ Depositories) by the members. In case of joint shareholding, this form should be completed and signed by the first named member and in his/her absence, by the next named member. In case, holders of power of attorney sign the Postal Ballot form, reference to the Power of attorney registration by the Company should be mentioned in the Postal Ballot form.
- (5) Duly completed postal ballot forms should reach to the Scrutinizer not later than by the close of working hours at 5.00 p.m., Tuesday, 5<sup>th</sup> March 2019. Postal ballot forms received, after this date, will be strictly treated as if the reply from such member has not been received.
- (6) In the case of shares held by bodies corporate, the duly completed postal ballot form should be accompanied by a certified true copy of the relevant resolution / authorization.
- (7) Voting rights shall be reckoned on the paid-up value of the shares registered in the name of the members as of 25<sup>th</sup> January 2019.
- (8) Members are requested not to send any other paper along with the postal ballot form such as envelopes to the Scrutinizer and the Scrutinizer would destroy any extraneous paper found in such envelope.
- (9) Votes will be considered invalid on the following grounds:
  - (a) A form other than one issued by the Company has been used;
  - (b) It has not been signed by or on behalf of the members;
  - (c) Signature on the postal ballot form does not match with the specimen signature with the Company / Depositories;
  - (d) It is not possible to determine without any doubt the assent or dissent of the member;
  - (e) Neither assent or dissent is mentioned;
  - (f) Any competent authority has given directions in writing to the Company to freeze the Voting Rights of the member;
  - (g) The envelope containing the postal ballot form is received after the last date prescribed;
  - (h) The postal ballot form, signed in a representative capacity, is not accompanied by a certified copy of the relevant specific authority;
  - (i) It is defaced or mutilated in such a way that its identity as a genuine form cannot be established;
  - (j) Member has made any amendment to the Resolution or imposed any condition, while exercising his / her vote; and
  - (k) On such other grounds, which in the opinion of the Scrutinizer makes the votes invalid.

A postal ballot form, which is otherwise complete in all respects and is lodged within the prescribed time limit but is undated shall be considered valid.
- (10) The Scrutinizer's decision on the validity of a Postal Ballot Form will be final.
- (11) The results of the Postal Ballot will be announced by Mr Venu Srinivasan, Chairman and Managing Director or in his absence, any one of the Director of the Company, at the Registered Office of the Company, at No.29, Jayalakshmi Estates, Haddows Road, Wednesday, 6<sup>th</sup> March 2019. However the ordinary / special resolutions, if passed by requisite majority, shall be deemed to have been passed on the last date specified by the Company for receipt of the duly completed postal ballot forms or e-Voting, namely, 5<sup>th</sup> March 2019.
- (12) The results will thereafter be published in the Website of the Company, [www.tvsmotor.com](http://www.tvsmotor.com) and sent to the stock exchange.