

# TVS MOTOR COMPANY LIMITED

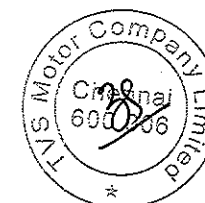
Annexure - 1

## Results of voting through electronic means and postal ballot

<b>Date of Postal Ballot</b>	21/12/2017
<b>Total number of shareholders on record date (09/11/2017)</b>	113,389
<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> Promoters and Promoter Group: Public	N.A.

<b>Resolution 1</b>	Approving the adoption of new set of Articles of Association of the Company
<b>Resolution required: (Ordinary/ Special)</b>	Special
<b>Whether promoter / promoter group are interested in the agenda / resolution?</b>	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
<b>Promoter and Promoter Group</b>	E-Voting		272,682,786	100.00	272,682,786	-	100.00	-
	Postal Ballot		-	-	-	-	-	-
	<b>Total</b>	272,682,786	272,682,786	100.00	272,682,786	-	100.00	-
<b>Public-Institutions</b>	E-Voting		127,853,891	86.08	126,806,353	1,047,528	99.18	0.82
	Postal Ballot		200,000	0.13	200,000	-	100.00	-
	<b>Total</b>	148,522,315	128,053,891	86.22	127,006,353	1,047,528	99.18	0.82
<b>Public- Non Institutions</b>	E-Voting		5,322,818	9.88	5,316,289	6,529	99.88	0.12
	Postal Ballot		909,218	1.69	898,276	10,942	98.80	1.20
	<b>Total</b>	53,882,013	6,232,036	11.57	6,214,565	17,471	99.72	0.28
<b>Total</b>		<b>475,087,114</b>	<b>406,968,713</b>	<b>85.66</b>	<b>405,903,714</b>	<b>1,064,999</b>	<b>99.74</b>	<b>0.26</b>

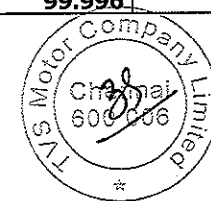


<b>Resolution 2</b>	Approving the re-appointment of Mr Sudarshan Venu as Joint Managing Director of the Company for a further period of five years commencing from 1 <sup>st</sup> February 2018	
<b>Resolution required: (Ordinary/ Special)</b>	Ordinary	
<b>Whether promoter / promoter group are interested in the agenda / resolution?</b>	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
<b>Promoter and Promoter Group</b>	E-Voting		272,682,786	100.00	272,682,786	-	100.00	-
	Postal Ballot		-	-	-	-	-	-
	<b>Total</b>	272,682,786	272,682,786	100.00	272,682,786	-	100.00	-
<b>Public-Institutions</b>	E-Voting		130,631,117	87.95	94,704,524	35,926,593	72.50	27.50
	Postal Ballot		200,000	0.13	200,000	-	100.00	-
	<b>Total</b>	148,522,315	130,831,117	88.09	94,904,524	35,926,593	72.54	27.46
<b>Public- Non Institutions</b>	E-Voting		5,323,686	9.88	5,315,759	7,927	99.85	0.15
	Postal Ballot		909,628	1.69	898,300	11,328	98.75	1.25
	<b>Total</b>	53,882,013	6,233,314	11.57	6,214,059	19,255	99.69	0.31
<b>Total</b>		<b>475,087,114</b>	<b>409,747,217</b>	<b>86.25</b>	<b>373,801,369</b>	<b>35,945,848</b>	<b>91.23</b>	<b>8.77</b>

<b>Resolution 3</b>	Approving the appointment of Mr Rajesh Narasimhan, Director for holding office or place of profit	
<b>Resolution required: (Ordinary/ Special)</b>	Ordinary	
<b>Whether promoter / promoter group are interested in the agenda /</b>	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
<b>Promoter and Promoter Group</b>	E-Voting		272,682,786	100.00	272,682,786	-	100.00	-
	Postal Ballot		-	-	-	-	-	-
	<b>Total</b>	272,682,786	272,682,786	100.00	272,682,786	-	100.00	-
<b>Public-Institutions</b>	E-Voting		130,631,117	87.95	130,629,696	1,421	99.999	0.001
	Postal Ballot		200,000	0.13	200,000	-	100.00	-
	<b>Total</b>	148,522,315	130,831,117	88.09	130,829,696	1,421	99.999	0.001
<b>Public- Non Institutions</b>	E-Voting		5,327,015	9.89	5,317,085	9,930	99.81	0.19
	Postal Ballot		908,430	1.69	903,676	4,754	99.48	0.52
	<b>Total</b>	53,882,013	6,235,445	11.57	6,220,761	14,684	99.76	0.24
<b>Total</b>		<b>475,087,114</b>	<b>409,749,348</b>	<b>86.25</b>	<b>409,733,243</b>	<b>16,105</b>	<b>99.996</b>	<b>0.004</b>





**B. CHANDRA**  
Practising Company Secretary

ANNEXURE - 2.

AG3, Ragamalika,  
#26, Kumaran Colony Main Road,  
Vadapalani, Chennai - 600 026.

E-mail : bchandra1@gmail.com  
bchandracosecy@gmail.com  
H/P : 9840276313, 9840375053, 7358269819

22<sup>nd</sup> December, 2017

**SCRUTINIZER'S REPORT**

To

The Chairman  
TVS Motor Company Limited  
"Jayalakshmi Estates", No. 29, Haddows Road,  
Chennai - 600 0062

**Subject: Passing of resolution by means of Postal Ballot in terms of Section 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Amendment Rules, 2015, framed there under with regard to the Ordinary / Special Resolutions under the Companies Act, 2013 (the Act)**

Dear Sir,

Please refer to your letter dated 1<sup>st</sup> November 2017 appointing me as the Scrutinizer for the purpose of ascertaining the result of the resolutions passed by means of Postal Ballot process.

As per the information furnished to me by the Company and after carrying out the scrutiny of the Postal Ballot Forms (both by physical mode & e-voting) received from the members of the Company, I hereby submit my report as under:

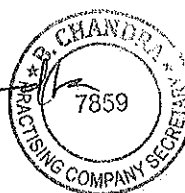
1.1	The Company, on 18 <sup>th</sup> November 2017 sent the Notice of Postal Ballot dated 1 <sup>st</sup> November 2017 along with the Explanatory Statement and Postal Ballot form by e-mail through the Registrar & Transfer Agent Sundaram-Clayton Limited to those members whose e-mail id is registered with the Company/Depository participants. Dispatch of Notice of Postal Ballot along with the Explanatory Statement, Postal ballot form and self-addressed postage prepaid envelope to its Members whose e mail ids were not registered with the Company but whose name(s) appeared on the Register of Members / list of beneficiaries as on 9 <sup>th</sup> November 2017 was completed on 18 <sup>th</sup> November 2017. Members were also given the option to vote electronically on e-voting platform, provided by the National
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B. Chandra



	Securities Depository Limited (NSDL), as an alternate, to enable them to cast their votes electronically instead of physical Postal Ballot Form.
1.2	The Public Advertisement with respect to dispatch of notice of Postal Ballot was published on 20 <sup>th</sup> November 2017 in "Business Line" English Daily News Paper & "Dinamani" Tamil Daily News Paper.
1.3	In terms of the Notice, the last date and time fixed to receive the Postal Ballot Forms from the Members was not later than close of working hours i.e. before 5.00 PM on Thursday, 21 <sup>st</sup> December 2017. In case of E-voting, members were requested to cast their votes electronically before 5.00 P.M., Thursday, 21 <sup>st</sup> December 2017.
1.4	Particulars of all the postal ballot forms received from the Members physically and votes cast electronically have been entered in a register separately maintained for the purpose.
1.5	The postal ballot forms were kept under the safe custody in a sealed and tamper proof ballot box.
1.6	The ballots box was opened on 22 <sup>nd</sup> December 2017 at 9.00 A.M. in my presence. The votes downloaded from the e-Voting system were collated immediately.
1.7	The envelopes containing the postal ballot forms were duly opened in my presence and scrutinized and the shareholding was matched/ confirmed with the Register of Members of the Company/list of beneficiaries as on 9 <sup>th</sup> November 2017 as maintained by the Company. Votes cast by e-voting were matched with the Register of Members of the Company/ list of beneficiaries and checked for duplication viz., voting by both physical and electronic mode. No duplicate votes were detected.
1.8	All postal ballot forms received and votes cast through e-voting upto 5.00 PM on 21 <sup>st</sup> December 2017, the last date and time fixed by the Company for receipt of the forms, were considered for my scrutiny.
1.9	There were no envelopes containing postal ballot forms received after 5.00 PM on 21 <sup>st</sup> December 2017 and therefore considering them did not arise. .
1.10	5358 envelopes containing postal ballot forms were returned undelivered and 5628 emails were returned undelivered
1.11	I did not find any defaced or mutilated ballot papers.

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2. A summary of the voting by postal ballot forms and e-voting is given below:

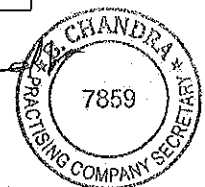
2.1 With reference to resolution proposed to be passed as a Ordinary / Special Resolution - Passing of resolutions by means of Postal Ballot in terms of Section 110 read with Section 2(65) and all other applicable provisions of the Companies Act 2013 and Rules framed there under, the following are the details of votes cast through postal ballot and e-voting:

**Resolution 1:**

**Approving the adoption of new set of Articles of Association of the Company.**

Particulars		No. of postal ballot forms	Total No. of votes
<b>PHYSICAL</b>			
(a)	Total postal ballot forms received	1,556	11,53,432
(b)	Less: Invalid postal ballot forms (as per register)	71	44,214
(c)	Net valid postal ballot forms/ No. of votes (as per register)	1,485	11,09,218
(d)	Postal ballot forms / No. of votes with assent to the Resolution	1,454	10,98,276
(e)	Postal ballot forms / No. of votes with dissent to the Resolution	31	10,942
<b>E-VOTING</b>			
Particulars		Voter Count	Votes Count
(a)	Total count	645	40,58,59,495
(b)	Invalid votes	0	0
(c)	Valid votes	645	40,58,59,495
(d)	Total votes – Assent to the resolution	624	40,48,05,438
(e)	Total votes – Dissent to the resolution	21	10,54,057

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**SUMMARY**

Particulars	IN NOS. (Shares)	IN %
Total votes – Assent to the resolution	40,59,03,714	99.74
Total votes – Dissent to the resolution	10,64,999	0.26
<b>TOTAL</b>	<b>40,69,68,713</b>	<b>100.00</b>

The total invalid votes amount to 71 ballots in number representing 44,214 votes. The % of the total invalid votes to the total votes cast 0.0109%.

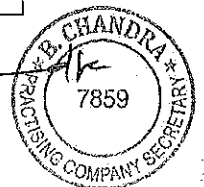
Since 40,59,03,714 being the no. of votes have given assent to the aforesaid Special Resolution constituting 99.74 % of the total number of votes representing net valid votes cast as per summary above, I hereby report that the above said resolution has been duly passed as a Special Resolution.

**Resolution 2:**

**Approving the re-appointment of Mr Sudarshan Venu as Joint Managing Director of the Company for a further period of five years commencing from 1<sup>st</sup> February 2018.**

Particulars		No. of postal ballot forms	Total No. of votes
<b>PHYSICAL</b>			
(a)	Total postal ballot forms received	1,555	11,53,842
(b)	Less: Invalid postal ballot forms (as per register)	71	44,214
(c)	Net valid postal ballot forms/ No. of votes (as per register)	1,484	11,09,628
(d)	Postal ballot forms / No. of votes with assent to the Resolution	1,450	10,98,300

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(e)	Postal ballot forms / No. of votes with dissent to the Resolution	34	11,328
<b>E-VOTING</b>			
<b>Particulars</b>		<b>Voter Count</b>	<b>Votes Count</b>
(a)	Total count	656	40,86,37,589
(b)	Invalid votes	0	0
(c)	Valid votes	656	40,86,37,589
(d)	Total votes – Assent to the resolution	580	37,27,03,069
(e)	Total votes – Dissent to the resolution	76	3,59,34,520


#### SUMMARY

Particulars	IN NOS. (Shares)	IN %
Total votes – Assent to the resolution	37,38,01,369	91.23
Total votes – Dissent to the resolution	3,59,45,848	8.77
<b>TOTAL</b>	<b>40,97,47,217</b>	<b>100.00</b>

The total invalid votes amount to 71 ballots in number representing 44,214 votes. The % of the total invalid votes to the total votes cast is 0.0108%.

Since 37,38,01,369 being the no. of votes have given assent to the aforesaid Ordinary Resolution constituting 91.23 % of the total number of votes representing net valid votes cast as per summary above, I hereby report that the above said resolution has been duly passed as an Ordinary Resolution.


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**Resolution 3:**

**Approving the appointment of Mr Rajesh Narasimhan, Director for holding office or place of profit.**

Particulars		No. of postal ballot forms	Total No. of votes
<b>PHYSICAL</b>			
(a)	Total postal ballot forms received	1,554	11,54,644
(b)	Less: Invalid postal ballot forms (as per register)	72	46,214
(c)	Net valid postal ballot forms/ No. of votes (as per register)	1,482	11,08,430
(d)	Postal ballot forms / No. of votes with assent to the Resolution	1,447	11,03,676
(e)	Postal ballot forms / No. of votes with dissent to the Resolution	35	4,754
<b>E-VOTING</b>			
Particulars		Voter Count	Votes Count
(a)	Total count	656	40,86,40,918
(b)	Invalid votes	0	0
(c)	Valid votes	656	40,86,40,918
(d)	Total votes – Assent to the resolution	635	40,86,29,567
(e)	Total votes – Dissent to the resolution	21	11,351

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## SUMMARY

Particulars	IN NOS. (Shares)	IN %
Total votes – Assent to the resolution	40,97,33,243	99.996
Total votes – Dissent to the resolution	16,105	0.004
<b>TOTAL</b>	<b>40,97,49,348</b>	<b>100.00</b>


The total invalid votes amount to 72 ballots in number representing 46,214 votes. The % of the total invalid votes to the total votes cast 0.0113%.

Since 40,97,33,243 being the no. of votes have given assent to the aforesaid Ordinary Resolution constituting 99.996% of the total number of votes representing net valid votes cast as per summary above, I hereby report that the above said resolution has been duly passed as a Ordinary Resolution.

3. You may accordingly declare the result of the voting by Postal Ballot as having been passed with requisite majority which shall be deemed to have been approved at a General Meeting held on 21st December 2017.
4. The e-voting data, the postal ballot forms and all other connected records relating to the aforesaid postal ballot/e-voting process received are under my safe custody and the same, for preserving safely, will be handed over to the Company after the Chairman signs the Minutes.

Thanking you,

Yours faithfully,

  
B Chandra  
Company Secretary in Practice  
CP No. 7859

