

POSTAL BALLOT NOTICE

(Pursuant to Section 110 of the Companies Act, 2013)

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 electronic means (evoting) for the businesses 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, along with 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 for e-Voting 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, 9th November 2017. 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 stands frozen in terms of Regulation 39 read with Schedule VI of SEBI (LODR) Regulations, 2015.

The board of directors (board) has appointed Mrs. B. Chandra, Practising Company Secretary, Chennai, as Scrutinizer, at its meeting held on 1st November 2017, 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 Thursday, 21st December 2017; or
- (ii) casting their votes electronically from Wednesday, 22nd November 2017 (9.00 a.m) to Thursday, 21st December 2017 (5.00 p.m) by following the procedures as explained in the Explanatory Statement.

The Scrutinizer will submit her report on the results of voting by means of “post” and through “electronic means” to the Chairman 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 at “Jayalakshmi Estates”, No. 29, Haddows Road, Chennai 600 006, Tamilnadu, India, on Friday, the 22nd December 2017 at 4.00 p.m.

The last date of voting , i.e., Thursday, the 21st December 2017 will be taken to be the date of passing of the said Resolutions by the members of the Company.

Members requiring any clarification may contact Mr V N Venkatanathan, special 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., vnv@scl.co.in or 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 at "Jayalakshmi Estates", No.29, Haddows Road, Chennai 600 006, Tamilnadu, India, during office hours on all working days between 10.00 A.M. and 12.00 Noon upto Thursday, the 21st December 2017.

The said Notice of Postal Ballot and Ballot Form have also been placed on the Company's website viz., www.tvsmotor.com.

SPECIAL BUSINESSES:

Item No.1

APPROVING THE ADOPTION OF NEW SET OF ARTICLES OF ASSOCIATION OF THE COMPANY

To consider passing the following resolution as a special resolution:

"RESOLVED THAT pursuant to the provisions of Section 14 and other applicable provisions, of the Companies Act, 2013 read with Companies (Incorporation) Rules, 2014 or any other law for the time being in force (including any statutory modification(s) or re-enactments thereof, for the time being in force), the alteration of Articles of Association of the Company, a copy of which is available for inspection at the registered office of the Company and also on the website of the Company be and is hereby approved and adopted in total exclusion, substitution and supersession of the existing Articles of Association of the Company."

"RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers conferred herein, to any one of its director or Committee of directors with power to further delegate to or any other Officer(s) / Authorized Representative(s) of the Company to do all acts, deeds and things and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

Item No.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 1ST FEBRUARY 2018

To consider passing the following resolution as an ordinary resolution:

"RESOLVED THAT subject to the provisions of Sections 196, 197 and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (the Act 2013), the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification or re-enactment(s) thereof for the time being in force), consent of the Company be and is hereby accorded to the re-appointment and remuneration of Mr Sudarshan Venu (holding DIN 03601690), as the Joint Managing Director of the Company in the rank of Managing Director for a period of five years with effect from 1st February 2018 to 31st January 2023, upon such terms and conditions (including the remuneration to be paid in the event of loss or inadequacy of profits in any financial year during the aforesaid period) as recommended by the nomination and remuneration committee of directors and the board of directors (the board) as set out in the explanatory statement, which is hereby specifically sanctioned with authority to the board (which term shall be deemed to include any duly authorized committee thereof for the time being exercising the power conferred on the board by this Resolution) 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 Sudarshan Venu 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 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 Act 2013 / Income Tax Act 1961 and/or the rules and regulations made thereunder and/or such guidelines, as may be announced by the Central Government, from time to time."

"RESOLVED FURTHER that the board be and is hereby authorised to take all such steps as may be necessary, proper and expedient to give effect to the aforesaid Resolution."

Item No.3

APPROVING THE APPOINTMENT OF MR RAJESH NARASIMHAN, DIRECTOR FOR HOLDING OFFICE OR PLACE OF PROFIT

To consider passing the following resolution as an ordinary resolution:

"RESOLVED THAT pursuant to the provisions of Section 188(1)(f) of the Companies Act, 2013 read with Companies (Meetings of Board and Its Powers) Rules, 2014 and other applicable provisions, if any, of the Companies Act, 2013 including statutory modification(s) or re- enactments thereof for the time being in force and as may be enacted from time to time, the consent of the Company be and is hereby accorded to the proposed appointment of Mr Rajesh Narasimhan, for holding office or place of

profit, as Chief Executive Officer or such other position in TVS Motor (Singapore) Pte Limited, the wholly owned subsidiary of the Company in Singapore on such remuneration as set out in the explanatory statement.”

“RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do, all such acts, matters, deeds and things, as may be considered necessary, proper or expedient to give effect to this resolution and for matters connected herewith or incidental thereto in the best interest of the Company.”

By Order of the Board
For TVS MOTOR COMPANY LIMITED

Place: Chennai
Date: 1st November 2017

K S Srinivasan
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 1st November 2017

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 (1) OF THE COMPANIES ACT, 2013 ANNEXED TO THE NOTICE DATED 1ST NOVEMBER 2017 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 1st November 2017 and shall be taken as forming part of the Notice.

Item No. 1

The Ministry of Corporate Affairs has notified almost entire provisions of the Companies Act, 2013 (the Act 2013) except very few provisions. Upon enactment of the corresponding provisions of Act, provisions of the erstwhile Companies Act, 1956 have been repealed.

The Articles of Association (AoA) of the Company which contains the provisions of Companies Act, 1956 needs to be re-aligned with the Companies Act 2013 for inclusion of various new concepts *inter alia* appointment of Key Managerial Personnel, Independent Directors etc. It is therefore considered desirable to adopt a comprehensive new set of AoA in substitution and to the exclusion of the existing AoA.

In terms of Section 14 of the Act 2013, the consent of the Members by way of a special resolution is required for adoption of new set of AoA of the Company and accordingly, the approval of the shareholders is being sought.

Summary of key changes to the existing AoA of the Company pursuant to the requirements under the Companies Act, 2013 is as follows:

SUMMARY OF KEY CHANGES TO THE EXISTING ARTICLES OF ASSOCIATION OF THE COMPANY

1. Insertions in the new AoA

Subject	Justification for inclusion in New AoA
Key Managerial Personnel	Appointment of Chief Executive Officer / Chief Financial officer / Independent Director have been included in line with the the Act 2013.
Independent Directors	
Board Meeting through digital mode	Clauses inserted for convening and conducting Board / Committee Meetings through digital applications.
Maintenance of Records in electronic form	Articles inserted for maintaining records in Electronic form, if the board desires.
E-voting	Voting through Electronic means provided as per the Act 2013.
Issue of ADRs / GDRs	Articles inserted enabling the Company to issue such kind of instruments.
Issue of shares with differential voting rights	

2. Variation for certain existing clauses included in the new set of AoA

Subject	Existing AoA	Justification for variations in New AoA
Directors	Minimum Number of Directors –3 and Maximum Number of Directors – 12	The Act 2013 prescribes the maximum number of directors of upto 15. Hence, the provision has been varied to that extent.
Notice for convening Board Meeting	Notice of meeting - minimum 10 days	The Act 2013 through Secretarial Standards has prescribed the detailed procedures for issuing notice, sending agenda papers, etc. Accordingly, the Company will adhere to the requirements mentioned under the Act 2013.
Quorum	Quorum for Members meeting Minimum number - 5 persons physically present at the meeting	The Act 2013 has specified the number of persons to be physically present based on the total number of shareholders of a Company. Hence Article has been varied to the extent of requirement under the Act 2013.
Service of documents	The Company can serve documents only through some of the permitted mode viz., Registered Post / Speed Post.	Courier/ Email / other electronic devices now included in the mode of service.

3. Clauses appearing in the existing AoA but not included in the new AoA

Subject	Existing AoA	Justification for non-inclusion in New AoA
Definitions	Annual General Meeting, Auditors, Beneficial Owners, Board or Board of Directors, Capital, Debentures, Depository, Directors, Dividend, Extra Ordinary General Meeting, Member, Meeting or General Meeting, Ordinary Resolution, Paid up, Persons includes corporations / Individuals, Register of Members, Registrar, Secretary, Share, Special Resolution, Written and Year	All the terms under the existing AoA is already defined in the Companies Act, 2013. Hence, these definitions have been removed.
Share Capital	- Shares to be numbered progressively; - Marketable Lots; - Interest out of capital - Shares issued at discount	All these concepts are redundant and do not find place in the Act 2013. Hence, these articles have been removed.
	- Procedures adopted for further issue of capital - Procedures for issuing duplicate share certificates	The procedures that were laid down in the Companies Act 1956 were repeated in these Articles. Hence, the same has been removed to align with new Act.
Procedures for maintenance of registers	a. Maintenance of Register of Transfers, Instrument of Transfer, Register of Mortgages b. Register & Index of Debentures c. Register of Directors etc d. Register of contracts in which Directors are interested	The Companies Act 2013 has already prescribed the requirement of maintenance of statutory registers wherever necessary. Hence, the same need not be repeated in the New AoA.
General Meeting	Procedure of convening EGM on requisition	In the existing AoA, the provisions laid down in erstwhile Companies Act 1956 were repeated for the purpose of convening EGM on requisition.

Subject	Existing AoA	Justification for non-inclusion in New AoA
Members	<ul style="list-style-type: none"> a. Accidental omission to issue notice b. Meeting not to transact business not mentioned in Notice c. Voting in person or by proxy d. Appointment of Proxy e. Proxy to vote only on a poll f. Poll to be taken if demanded g. Scrutineers at Poll h. Matters to be passed by Ordinary and Special Resolution i. Matters to be decided by Postal Ballot 	<p>The Act 2013 and also Secretarial Standards have dealt with these provisions extensively.</p> <p>Hence, the same need not be repeated in the New AoA.</p>
Directors	<ul style="list-style-type: none"> a. Vacation of office b. Ascertainment of Directors retiring by rotation and filling of vacancies c. Eligibility for re-election d. Certain persons not to be appointed as Managing Director 	<p>The Act 2013 has dealt with these provisions extensively. Hence, the same need not be repeated in the New AoA.</p>
	Qualification shares of Directors	<p>The Act 2013 has removed the provisions relating to holding of qualification shares by the directors in the Company.</p>
Disclosure of Directors interest	<ul style="list-style-type: none"> a. Disclosure by Director in connection with the appointment to any body corporate b. Disclosure by a director of his holdings of share and debentures of the company etc c. Disclosure of interest d. General notice of interest e. Interested Directors not to participate or vote in Board proceedings 	<p>Procedures have already been prescribed for making disclosures by the Directors in the Act 2013 extensively.</p> <p>Hence, the same need not be repeated in the New AoA.</p>

The Board of Directors at their meeting held on 1st November 2017 have approved the adoption of new set of AoA, subject to approval of the shareholders, in place of and to the exclusion of existing AoA of the Company.

The draft of the new AoA to be adopted is made available for inspection by the members at the registered office of the Company during normal business hours on all working days from the date of dispatch of notice upto the last date of voting i.e., 21st December 2017 and is also available on the website of the Company viz., www.tvsmotor.com, under the investors information Section.

None of the Directors or Key Managerial Personnel of the Company or their relatives is concerned or interested, financially or otherwise in the Resolution relating to the adoption of new Articles of Association of the Company except to the extent of shares in the Company that may be held by them or their relatives or any entity in which they may be deemed to be concerned or interested.

Accordingly, the Board recommends the Special Resolution for approval by the shareholders, as set out in Item No.1 of this postal ballot notice.

Item No.2

Mr Sudarshan Venu, who was appointed as Whole Time Director on 1st February 2013 for a period of five years at the board meeting held on 1st February 2013 was re-designated as Joint Managing Director in the rank of Managing Director effective 10th September 2014 for the remaining tenure of his executive position.

The board, on the recommendation of nomination and remuneration committee at its meeting held on 31st October 2017 re-appointed Mr Sudarshan Venu, aged 28 years, as Joint Managing Director of the Company (JMD) in the rank of Managing Director for a further period of five years effective 1st February 2018.

The Board of Directors noted the contribution made by Mr Sudarshan Venu, to the overall progress of the Company and after taking into consideration the complexities of the responsibilities handled by him and industry benchmarks for similarly placed managerial personnel, have at their meeting held on 1st November 2017, based on the recommendation of the nomination and remuneration committee, approved the proposal for the salary payable to Mr Sudarshan Venu upon his re-appointment as JMD.

The proposed terms of remuneration payable to Mr Sudarshan Venu upon reappointment as JMD with effect from 1st February 2018 are as follows :

Particulars of Remuneration	Proposed
Tenure of office	1 st February 2018 to 31 st January 2023
Salary	Rs. 4 lakhs per month and such increments as may be decided by the Board, from time to time.
Commission	Such percentage of net profits of the Company as may be determined by the Board, from time to time. However such percentage shall not exceed the overall limits for remuneration stipulated under the Companies Act, 2013.
Accommodation	Free furnished residential accommodation with provision for gas, electricity, water, furnishings and housekeepers / attendants. In case no accommodation is provided by the Company, he is entitled to receive house rent allowance, subject to a ceiling of sixty per cent of the salary.
Leave Travel Concession (LTC)	For four weeks in a year including two trips abroad in a year, for self and family. In case of non availment of LTC, he is entitled to receive leave travel allowance equivalent to one month's salary.
Car	Two cars for company's work as well as for personal purposes along with drivers.
Medical Expenses	All medical expenses for self and family in India or abroad including surgical expenses, travel, boarding and lodging expenses for patient and attendant(s).
Club Fees	Payment of fees for three clubs in India and abroad, including any admission / life membership fees.
Medical/Personal Accident/ Travel insurance	Payment of actual premium for self & family.
Provident Fund	12% of the Salary to Provident Fund and such percentage as may be permissible to Superannuation Fund under the relevant scheme.
Gratuity	15 days salary for each year of service.
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.
Telephone including Telecommunication facilities	Telephone / mobile phone and other suitable communication facilities, at residence.
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.
Benefits and Amenities	(i) Loan and other schemes – Benefits under loan and other schemes in accordance with the practices, rules and regulations in force, in the Company, from time to time; and (ii) Other 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.

Particulars of Remuneration	Proposed
Total Remuneration	The total remuneration payable to JMD shall not exceed the maximum permissible limit prescribed under the Act 2013 (presently 11% of net profits) including the remuneration payable to other executive directors, in aggregate, notwithstanding the individual limit of 5% of net profits per executive director.
Other Clauses	The Board may revise the remuneration payable to JMD, during any financial year during currency of his tenure of office, in such manner as may be agreed to between the Board of Directors and JMD subject to the condition that the total remuneration by way of salary, perquisites, commission, other allowances and other benefits, shall be within the limits permissible under the Act 2013, as amended from time to time.
Minimum Remuneration	In the event of any loss or inadequacy of profits for any financial year, the board of directors / nomination and remuneration committee of the Board shall approve the remuneration payable to JMD, during such financial year, in such manner as may be agreed to between the board of directors / nomination and remuneration committee of the Board and JMD, 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.

During his tenure as JMD, he will not be paid any sitting fee for attending meetings of the board or committees thereof. He has attended all the five board meetings held during the year 2016-17.

He is also the JMD of the holding company viz., Sundaram – Clayton Limited, drawing remuneration by way of salary and other perquisites as approved by its shareholders.

The terms of remuneration payable to JMD as specified above are now being placed before the members for their approval by way of an ordinary resolution, as set out in item no. 2 of this Postal Ballot Notice, in compliance with the provisions of Sections 196, 197 and 203 read with Schedule V to the Act 2013, as recommended by the nomination and remuneration committee and the board.

Mr Sudarshan Venu is deemed to be concerned / interested in this resolution, since it relates to his re-appointment and remuneration, as JMD. Mr Venu Srinivasan, Chairman and Managing Director and Dr Lakshmi Venu, Director are also deemed to be interested, being his relatives.

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 as set out in Item No.2 of this Postal Ballot Notice.

The board, therefore, recommends the ordinary resolution, as set out in item No.2, for approval by the shareholders of the Company.

Item No.3

TVS Motor (Singapore) Pte Limited (TVSM Singapore), the wholly owned subsidiary of the Company which was incorporated as a Special Purpose Vehicle for holding investment in Indonesia, now proposes to diversify its activities and to focus on a range of digital areas including but not limited to analytics, automation leveraging, artificial intelligence, machine learning and robotics, augmented reality (AR), internet of things (IoT) with its associated areas & technologies and virtual reality (VR). The Company proposes to avail data analytics services through this overseas subsidiary.

For facilitating the above business it is now proposed to appoint Mr Rajesh Narasimhan, director of the Company as chief executive officer or such other position in TVSM Singapore considering his expertise in this domain and his proximity to the subsidiary location.

Mr Rajesh Narasimhan is proposed to be appointed on a remuneration for a sum not exceeding SGD 1.20 million per annum besides the joining / performance bonus as may be decided by the board of directors of the subsidiary from time to time. The terms of employment and remuneration of Mr Rajesh Narasimhan may be varied from time to time based on the industry standards prevailing for similarly placed personnel in Singapore and based on his performance evaluation and the subsidiary company's Remuneration Policy.

As per Section 188 of the Act 2013 read with Rule 15 (3) of the Companies (Meetings of Board and its Powers) Rules 2014, appointment of a director to any office or place of profit in the company, its subsidiary company or associate company at a monthly remuneration in excess of Rs.2.50 lakhs requires prior approval of Shareholders by way of an Ordinary Resolution.

In this connection, the audit & risk management committee and nomination and remuneration committee reviewed and recommend the proposal for approval of the board. The board at its meeting held on 1st November 2017 recommended the proposed appointment, subject to the approval of the shareholders.

Mr Rajesh Narasimhan, director is deemed to be concerned / interested in this resolution, since it relates to his proposed appointment in office of profit.

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 as set out in Item No.3 of this Postal Ballot Notice.

The board, therefore, recommends the ordinary resolution, as set out in item No.3, for approval by the shareholders of the Company.

By order of the Board
For TVS MOTOR COMPANY LIMITED

Place: Chennai

Date: 1st November 2017

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 businesses 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 item of 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 9th November 2017.
- (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 Agents (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, 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 Thursday, 21st December 2017 (5.00 p.m.).
- (6) Resolution 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 voting done through Postal Ballot Forms will be treated as invalid.

- (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. Thursday, 9th November 2017, 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: <https://www.evoting.nsdl.com> .
- (10) A member cannot exercise his vote by proxy on postal ballot.
- (11) The Board of Directors has appointed Mrs B Chandra, Practising Company Secretary (CP No. 7859) 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 her report to the Chairman 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 and communicated to the Stock Exchanges.
- (13) The resolution, if approved by the requisite majority shall be deemed to have been passed on the last date of voting, i.e., Thursday, 21st December 2017.
- (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 or contact NSDL at the following telephone no. 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 Thursday, 21st December 2017, at the following address:

Mrs. B Chandra, 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 Participant(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.nsdl.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) Members who have cast their vote through Postal Ballot Form shall not be entitled to vote electronically.
- (xii) Members can cast their vote online from Wednesday, 22nd November 2017 (9.00 a.m) to Thursday, 21st December 2017 (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.

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

- (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 ids 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”, 1st 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 her report to the Chairman 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 by any one of the directors of the Company, on Friday, 22nd December 2017 at the Registered Office of the Company at 4.00 p.m. 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 .
5. In case of any query, Members may contact the Company at investorscomplaintssta@gmail.com or scshares@gmail.com.

Profile of Mr Sudarshan Venu

Mr Sudarshan Venu completed his graduation in 2010 with Honors at the Jerome Fisher Program in Management and Technology at the University of Pennsylvania, USA.

He holds B.S. in Mechanical Engineering from the School of Engineering and Applied Sciences and B.S. in Economics from the Wharton School, USA. He also completed his M.Sc in International Technology Management from the Warwick Manufacturing Group attached to University of Warwick in U.K.

In the initial years, during his visits to India, he underwent practical training in the Company and in Die Casting Division, of Sundaram – Clayton Limited the Holding Company of the Company.

Mr Sudarshan Venu, aged 28 years, has been actively involved in all spheres of the management of the Company and handling wider responsibilities for exploring new business opportunities both in India and abroad.

The board at its meeting held on 10th September 2014, appointed Mr Sudarshan Venu as Joint Managing Director of the Company. He also serves as the Joint Managing Director of SCL.

He is a member of the Stakeholders' Relationship Committee of the Company. He does not hold any share in the Company. He is related to Mr Venu Srinivasan, Chairman and Managing Director and Dr. Lakshmi Venu, Director of the Company.

Details of his other directorships and memberships of committees are given below:

S.No	Name of the Company	Position held	Committee membership
1.	Sundaram – Clayton Limited	Joint Managing Director	-
2.	TVS Credit Services Limited	Director	Asset Liability Management Committee – Member
3.	S. Venu Trustee Private 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 Email: 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 resolution by placing the mark (✓) at the appropriate box below:

Item	No. of shares	I / We assent to the resolution (FOR)	I / We dissent to the resolution (AGAINST)
Approving the adoption of new set of Articles of Association of the Company			
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 st February 2018			
Approving the appointment of Mr Rajesh Narasimhan, Director for holding office or place of profit			

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 Wednesday, the 22nd November 2017
 End of voting : Up to 5.00 p.m. (IST) on Thursday, the 21st December 2017

(P.T.O.)

TVS MOTOR COMPANY LIMITED



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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 Thursday, the 9th November 2017.
- (3) The Company has appointed Mrs B. Chandra, Practicing 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:

Mrs B Chandra, Scrutinizer
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., the Thursday, 21st December 2017. 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 9th November 2017.
- (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, Chennai 600 006, Tamil Nadu, India, on Friday, 22nd December 2017 at 4.00 p.m. 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 21st December 2017.
- (12) The results will thereafter be published in the Website of the Company, www.tvsmotor.com and sent to the stock exchange