

### NOTICE OF ANNUAL GENERAL MEETING

NOTICE is hereby given that the 27<sup>th</sup> Annual General Meeting of the Company (AGM) will be held on Monday, the 22<sup>nd</sup> July 2019 at 10.00 a.m. at 'The Music Academy', New No. 168 (Old No. 306) T.T.K. Road, Royapettah, Chennai 600 014 to transact the following businesses:

#### ORDINARY BUSINESS

1. To consider passing the following resolution as an ordinary resolution:

RESOLVED THAT the standalone and consolidated audited financial statements for the year ended 31<sup>st</sup> March 2019, together with the Directors' Report and the Auditors' Report thereon as circulated to the Members and presented to the meeting be and are hereby approved and adopted.

2. To consider passing the following resolution as an ordinary resolution:

RESOLVED THAT Mr Sudarshan Venu (holding DIN 03601690), Director, who retires by rotation and being eligible, offers himself for re-appointment, be and is hereby re-appointed as a Director of the Company.

3. To consider passing the following resolution as an ordinary resolution:

RESOLVED THAT Mr Rajesh Narasimhan (holding DIN 07824276), Director, who retires by rotation and being eligible, offers himself for re-appointment, be and is hereby re-appointed as a Director of the Company.

#### SPECIAL BUSINESS

4. To consider passing the following resolution as an ordinary resolution:

RESOLVED THAT pursuant to the provisions of Sections 149 read with Schedule IV, 152, 160, 161 and other applicable provisions, if any, of the Companies Act, 2013 (the Act, 2013) (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) 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 (as amended), based on the recommendation of the Nomination and Remuneration Committee and the Board of Directors, Mrs Lalita D Gupte (holding DIN 00043559), who was appointed as an Additional Director and Non-Executive Independent Director and who holds office upto the date of this AGM, and in respect of whom the Company has received a notice in writing from a shareholder under Section 160 of the Act, 2013, consent of members be and is hereby accorded for her appointment as a Non-Executive and Independent Director of the Company, for a term of five consecutive years w.e.f. 23<sup>rd</sup> October 2018 and whose office shall not be liable to retire by rotation during the period, and to receive remuneration by way of profit related commission, if any, within the permissible limit in terms of Section 197 of the Act, 2013, as determined by the Board, from time to time including reimbursement of expenses and fees for participation in the meetings of the Board and / or Committees in terms of applicable provisions of the Act, 2013.

RESOLVED FURTHER THAT the Board be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.

5. To consider passing the following resolution as an ordinary resolution:

RESOLVED THAT subject to the provisions of Sections 152, 160, 161 and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and Regulation 17 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (as amended) and as recommended by the Nomination and Remuneration Committee and the Board of Directors of the Company, Mr K N Radhakrishnan (holding DIN 02599393) who was appointed as an Additional Director effective 23<sup>rd</sup> October 2018 and who holds office upto the date of this AGM and in respect of whom the Company has received a notice in writing from a shareholder under Section 160 of the Act, 2013, be and is hereby appointed as a Director of the Company, liable to retire by rotation.

6. To consider passing the following resolution as an ordinary resolution:

RESOLVED THAT pursuant to the provisions of Sections 149 read with Schedule IV, 152, 160, 161 and other applicable provisions, if any, of the Companies Act, 2013 (the Act, 2013) (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) 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 (as amended), based on the recommendation of the Nomination and Remuneration Committee and the Board of Directors, Mr R Gopalan (holding DIN 01624555), who was appointed as an Additional Director and Non-Executive Independent Director and who holds office upto the date of this AGM, and in respect of whom the Company has received a notice in writing from a shareholder under Section 160 of the Act, 2013, consent of Members be and is hereby accorded for his appointment as a Non-Executive and Independent Director of the Company, for a term of five consecutive years w.e.f. 30<sup>th</sup> April 2019 and whose office shall not be liable to retire by rotation during the period, and to receive remuneration by way of profit related commission, if any, within the permissible limit in terms of Section 197 of the Act, 2013, as determined by the Board, from time to time including reimbursement of expenses and fees for participation in the meetings of the Board and / or Committees in terms of applicable provisions of the Act, 2013.

RESOLVED FURTHER THAT the Board be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.

7. To consider passing the following resolution as an ordinary resolution:

RESOLVED THAT pursuant to Section 148 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s)

thereof, for the time being in force) remuneration of ₹ 6 Lakhs (Rupees Six Lakhs only) in addition to reimbursement of all applicable taxes, travelling and out-of-pocket expenses, payable to Mr A N Raman, Practising Cost Accountant, holding Membership No. 5359, allotted by The Institute of Cost Accountants of India, who was re-appointed as Cost Auditor of the Company for the year 2019-20 by the Board of Directors of the Company, as recommended by the Audit Committee and is hereby ratified.

By order of the Board of Directors

Chennai  
30<sup>th</sup> April 2019

K S SRINIVASAN  
Company Secretary

Registered Office:  
"Jayalakshmi Estates",  
29, Haddows Road,  
Chennai - 600 006.

#### Notes:

The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 (the Act, 2013), in respect of the special businesses to be transacted at the AGM, as set out in the Notice is annexed hereto.

#### Proxy

**1. A Member entitled to attend and vote at the meeting is entitled to appoint one or more Proxies to attend and vote instead of himself and the Proxy or Proxies so appointed need not be a Member or Members, as the case may be, of the Company. The instrument appointing the Proxy and the Power of Attorney or other authority, if any, under which it is signed or a notarially certified copy of that Power of Attorney or other authority shall be deposited at the Registered Office of the Company, not later than 48 hours before the time fixed for holding the meeting.**

**A person shall not act as a Proxy for more than 50 Members and holding in aggregate not more than ten percent of the total voting share capital of the Company. However, a single person may act as a Proxy for a Member holding more than ten percent of the total voting share capital of the Company provided that such person shall not act as a Proxy for any other person.**

2. During the period beginning 24 hours before the time fixed for commencement of AGM and ending with the conclusion of the AGM, a Member is entitled to inspect the Proxies lodged, at any time during the business hours of the Company.

#### Unclaimed Dividend

3. In terms of Section 124 of the Act, 2013, the dividend declared by the Company, for earlier years, which remain unclaimed for a period of seven years will be transferred on due dates to the Investor Education and Protection Fund (IEPF), established by the Central Government. The particulars of due dates for transfer of such unclaimed dividends to IEPF are furnished in the Report on Corporate Governance, forming part of the Annual Report.

4. Members who have not encashed their dividend warrants in respect of the above period are requested to make their claim(s) by surrendering the un-encashed warrants immediately to the Company.

Pursuant to The Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, the Company is providing / hosting the required details of unclaimed amount referred to under Section 124 of the Act, 2013 on its website and also on the website of the Ministry of Corporate Affairs (MCA) viz., [www.iepf.gov.in](http://www.iepf.gov.in).

#### General

5. With a view to serving the Members better and for administrative convenience, Members who hold shares in identical names and in the same order of names in more than one folio are requested to write to the Company to consolidate their holdings in one folio.
6. A Corporate Member, intending to send its authorised representative to attend the meeting in terms of Section 113 of the Act, 2013 is requested to send to the Company a certified copy of the Board Resolution / Power of Attorney authorizing such representative to attend and vote on its behalf at the meeting.
7. Members may also note that the Notice of AGM and the Annual Report will also be available on the Company's website viz., [www.tvs-motor.com](http://www.tvs-motor.com) for their download. The physical copies of the aforesaid documents including annexures along with Notice will also be available at the Company's Registered Office for inspection during 10.00 a.m. to 12.00 Noon on all working days, from 19<sup>th</sup> June 2019 till the date of AGM.
8. As a measure of economy, copies of the Annual Report will not be distributed at the venue of AGM. Members are, therefore, requested to bring their copies of the Annual Report to the meeting.
9. Members are requested to affix their signatures at the space provided in the Attendance Slip annexed to Proxy Form. Members / Proxies / Authorised Representatives are requested to bring the Attendance Slips duly filled in for attending the meeting. Members are requested to write their Folio Number in the Attendance Slip for attending the meeting and handover the Slip at the entrance of the meeting hall.

#### Members holding shares in electronic form

10. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members are requested to submit their PAN to the Depository Participant(s) (DP) with whom they are maintaining their demat accounts.
11. Members are requested to intimate all changes pertaining to their bank details such as bank account number, name of the bank and branch details, MICR code and IFSC Code, Mandates, Nominations, Power of Attorney, Change of Address / Name / e-mail Address / Contact Numbers, etc., to their DP.

12. The Company will not entertain any direct request from such Members for deletion or change of such bank details. Instructions, if any, already given by Members in respect of shares held in physical form will not be automatically applicable to the dividend paid on shares in electronic form.
13. Electronic copy of the Annual Report and the Notice of the AGM *inter-alia* indicating the process and manner of e-Voting along with Attendance Slip and Proxy Form are being sent to all the Members whose e-mail IDs are registered with the Company / DPs for communication purposes, unless any Member has requested for a hard copy of the same.
14. Even after registering for e-communication, Members are entitled to receive such communication in physical form, upon making a request for the same, by post, free of cost. For any communication, the Members may also send their requests to [investorscomplaintssta@scl.co.in](mailto:investorscomplaintssta@scl.co.in).

### Members holding shares in physical form

15. Members can submit their PAN details to the Company/ Share Transfer Agent (STA).
16. Members are requested to intimate all changes pertaining to their bank details such as bank account number, name of the bank and branch details, MICR code and IFSC code, Mandates, Nomination as per Section 72 of the Act, 2013 by filling Form SH-13, Power of Attorney, Change of Address / Name / e-mail Address / Contact Numbers, etc., with the Company / STA. Blank forms (SH-13) will be supplied on request.
17. Members holding shares in physical form, in their own interest, are requested to dematerialize the shares to avail the benefits of electronic holding / trading.

For members who have not registered their e-mail address, physical copies of Annual Report and the Notice of the AGM *inter-alia* indicating the process and manner of e-Voting along with Attendance Slip and Proxy Form are being sent in the permitted mode.

### Voting

18. The businesses set out in the Notice will be transacted through electronic voting system and the Company is providing facility for voting by electronic means. The Members may cast their votes using an electronic voting system from a place other than the venue of the meeting ('remote e-Voting').
19. The facility for voting through Ballot Papers shall be made available at the venue of AGM and the Members attending the AGM who have not cast their vote by remote e-Voting shall be able to vote at AGM.
20. In case of joint holders attending AGM, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote.
21. In terms of Section 108 of the Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended ('the Rules') and Regulation 44 of Securities and Exchange Board of India (Listing

Obligations and Disclosure Requirements) Regulations 2015 (Listing Regulations), the Company has provided facility to exercise votes through electronic voting system to Members holding shares as on 15<sup>th</sup> July 2019 being the "Cut-off Date" ("Cut-Off" for the purpose of Rule 20(4)(vii) of the Rules) fixed for determining voting rights of Members entitled to participate in the remote e-Voting process through the platform provided by NSDL viz., [www.evoting.nsdl.com](http://www.evoting.nsdl.com).

The voting rights of the Members/Beneficial Owners will be reckoned on the Equity Shares held by them as on Cut-off date. Members as on the Cut-off date only shall be entitled to avail the facility of remote e-Voting or Ballot Paper.

The instructions for remote e-Voting are as under:

- (A) For members - who receive Notice of AGM through e-mail:
  - (i) Launch internet browser - [www.evoting.nsdl.com](http://www.evoting.nsdl.com);
  - (ii) Enter the login credentials, i.e., User ID and Password mentioned in your e-mail. However, if you have already registered with NSDL for e-Voting, you can use your existing User ID and Password for casting your votes;
  - (iii) Initial Password is provided in the body of the e-mail;
  - (iv) After entering the details appropriately, click on LOGIN;
  - (v) You will reach the Password Change menu wherein you are required to mandatorily change your Password. The new Password shall comprise of minimum 8 characters with at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character (@,#,\$ etc). It is strongly recommended not to share your Password with any other person and take utmost care to keep your Password confidential;
  - (vi) You need to login again with the new credentials;
  - (vii) On successful login, the system will prompt you to select the EVEN, i.e TVS Motor Company Limited;
  - (viii) On the voting page, the number of shares (which represents the number of votes) as held by the Member as on the Cut-off date will appear. If you desire to cast all the votes assenting/dissenting to the resolutions, then enter all the number of shares and click "FOR"/ "AGAINST", as the case may be or partially in "FOR" and partially in "AGAINST", but the total number in "FOR/ AGAINST" taken together should not exceed your total shareholding as on the 'Cut-off date'. You may also choose the option "ABSTAIN" and the shares held will not be counted under either head;

- (ix) Members holding multiple folios / demat accounts shall choose the voting process separately for each folio / demat account;
- (x) Cast your votes by selecting an appropriate option and click on "SUBMIT". A confirmation box will be displayed. Click 'OK' to confirm or 'CANCEL' to modify. Once you confirm, you will not be allowed to modify your vote subsequently. During the voting period, you can login multiple times till you have confirmed that you have voted on the resolutions;
- (xi) Corporate / Institutional Members 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 authorised signatory(ies) who are authorised to vote, to the Scrutinizer through e-mail at [sriram.krishnamurthy@rediffmail.com](mailto:sriram.krishnamurthy@rediffmail.com), with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in);
- (xii) Members can cast their vote online from 19<sup>th</sup> July 2019 (Friday) (9 a.m.) till 21<sup>st</sup> July 2019 (Sunday) (5 p.m.) through remote e-Voting. Thereafter, the remote e-Voting module will be disabled by NSDL for voting and hence e-Voting will not be allowed after the aforesaid date and time;  
  
Only Members as on the Cut-off date who have not cast their vote through remote e-Voting will be able to exercise their voting right at AGM through Ballot Paper;  
  
The Members who have cast their vote by remote e-Voting prior to the AGM may also attend AGM but will not be entitled to cast their vote again;  
  
A person who is not a Member as on the Cut-off date should treat this Notice for information purposes only; and
- (xiii) In case of any query, the Member may refer to the Frequently Asked Questions (FAQs) and remote e-Voting user manual for Members available at the downloads Section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on toll free no.: 1800-222-990.

(B) For members who receive the Notice of AGM in physical form:

- (i) Initial password is provided as below / at the bottom of the Attendance Slip for the AGM.

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

- (ii) Please follow steps from Sl. No. (ii) to (xiii) under heading (A) above to vote through e-Voting platform.

(C) General Instructions:

- (i) The Notice of AGM is being sent (by e-mail where e-mail ID is available and in physical form in other cases) to the Members holding shares of the Company as on 18<sup>th</sup> June 2019; Where Notice is sent by e-mail, User ID and Password are sent in the e-mail itself. Where Notice is sent in physical form, User ID and Password are printed at the bottom of the Attendance Slip for the AGM sent alongwith the Notice;  
  
Shareholders who become Members of the Company, after despatch of Notice and hold shares as on 15<sup>th</sup> July 2019 may obtain the User ID and Password for e-Voting by sending an e-mail, intimating DP ID and Client ID / Folio No. to [raman@scl.co.in](mailto:raman@scl.co.in) or Member may send an e-mail request to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or can vote through Ballot Paper distributed at the venue of AGM;
- (ii) Mr K Sriram, Practising Company Secretary (C.P No. 2215), Chennai has been appointed by the Board of Directors as Scrutinizer for conducting the remote e-Voting process and voting through Ballot Papers at the AGM, in a fair and transparent manner;
- (iii) The Scrutinizer shall, immediately after the conclusion of the voting at AGM, first count the votes cast at the meeting, thereafter unlock the votes through remote e-Voting in the presence of atleast two witnesses, not in employment of the Company and make, within 48 hours from the conclusion of AGM, a consolidated Scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman of the Company or any other Director, who shall countersign the same; and
- (iv) The Scrutinizer will submit his report to the Chairman, or any other Director of the Company, who will declare the result of the voting. The results declared alongwith the Scrutinizer's report will be placed on the Company's website [www.tvsmotor.com](http://www.tvsmotor.com) & on the website of NSDL [www.evoting.nsdl.com](http://www.evoting.nsdl.com) and shall also be communicated to the Stock Exchanges. All the resolutions, subject to receipt of requisite number of votes, shall be deemed to be passed at the AGM scheduled to be held on 22<sup>nd</sup> July 2019.

## TVS MOTOR COMPANY LIMITED

22. Route-map to the venue of AGM is provided in the Attendance Slip;
23. Any query relating to financial statements must be sent to the Company's Registered Office atleast 7 days before the date of AGM;
24. In accordance with the provisions of Article 66 of the Articles of Association of the Company, Mr Sudarshan Venu and Mr Rajesh Narasimhan will retire by rotation at AGM and being eligible, offer themselves for re-appointment; and
25. In terms of the Regulation 36(3) of the Listing Regulations, read with Secretarial Standards on General Meeting, brief profile of the Directors, who are proposed to be re-appointed / appointed in this AGM, 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:

### I. 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 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, he underwent practical training in the Company and in Die Casting Division, of Sundaram-Clayton Limited, the holding company.

Mr Sudarshan Venu, aged 30 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.

He has attended 4 Board Meetings held during the year 2018-19.

He is a member of the Stakeholders' Relationship Committee and Risk Management 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 Directorship and membership of committees are given below:

S. No.	Name of the Company	Position held	Committee membership / Chairmanship
1.	Sundaram - Clayton Limited	Director	-
2.	TVS Credit Services Limited	Director	Member - Asset Liability Management Committee
3.	S.Venu Trustee Private Limited	Director	-
4.	TVS Housing Finance Private Limited	Director	-

### II. Mr Rajesh Narasimhan

Mr Rajesh Narasimhan, aged 53 years, is an alumnus of the Indian Institute of Management - Ahmedabad and also holds a Masters in Computer Applications and a Bachelor's Degree in Statistics.

He currently serves as the Chief Executive Officer of TVS Motor (Singapore) Pte Limited, the wholly owned subsidiary of the Company, headquartered in Singapore, that is being leveraged to operationalize a digital technology start up focused on the Automotive and Fintech industries with portfolios and offerings that will deliver high quality solutions to help address real life business challenges by harnessing the power of Analytics, Artificial Intelligence (AI), Augmented Reality (AR), Internet of Things (IoT), Machine Learning (ML) and Virtual Reality (VR).

Mr Narasimhan is an innovative & highly adaptable leader with more than three decades of experience in both start-up and mature organizations across multiple industries including Information Technology, Consumer Durables & Consumer Electronics. He brings extensive experience in General Management, Technology and Executive Leadership, Digital & Business transformation and Talent & Leadership development.

He has had an illustrious career at TVS group, Covansys (A CSC Group Company) and Hewlett Packard, where he has been highly rated and valued as a quality top talent consistently delivering in every role and growing rapidly within the respective organizations.

Mr Narasimhan has advised several clients around their business transformation through digital and technology innovation leveraging Automation, Cloud, Cyber-Security, Data Analytics and Management, Mobility & Social. He is very passionate and highly focused on Human Capital Management including leadership and talent development and has an established track record in acquiring, developing and retaining talent.

Mr Narasimhan has held senior positions at Hewlett Packard where he successfully led several business transformations and turnarounds last leading the delivery of their multi-billion \$ Enterprise services business across 25 countries in Asia Pacific & Japan where he had accountability for over 15,000 employees and more than 400 partners and vendors. Prior to this, he also served as the Vice President and General Manager of the Enterprise services business in Asia and as Vice President of Hewlett Packard's multi-billion \$ Applications services business for Asia Pacific and Japan.

Prior to joining Hewlett Packard in June 2010, Mr Narasimhan had a 15+ year tenure with Covansys (Public listed, US headquartered company) during which he lived and worked in France, the Middle East and Singapore establishing and expanding the company's business & presence in the Asia Pacific, Japan and the Middle East geography last serving as their Senior Vice President and Head for the geography.

Prior to joining Covansys in January 1994, Mr Narasimhan held several executive positions with the TVS group in India including Sundaram-Clayton Ltd., TVS Whirlpool Ltd., and TVS Electronics Ltd.

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

S. No.	Name of the Company	Position held	Committee membership / Chairmanship
1.	Altizon Systems Private Limited	Director	-
2.	Parrot Solutions Pte Limited, Singapore	Director	-

He does not hold any share in the Company and is not related to any Director or Key Managerial Personnel of the Company. He has attended four Board Meetings held during the year 2018-19.

### III. Mrs Lalita D Gupte

Mrs Lalita D Gupte, aged 70 years, is currently Chairperson of ICICI Lombard General Insurance Co Ltd and India Infradebt Limited.

She was Chairperson of ICICI Venture Funds Management Company Limited till October 2016. She retired at the end of October 2006 as Joint Managing Director and Member of the Board of ICICI Bank Limited.

Mrs Gupte was responsible for setting up the International business of ICICI Bank since 2001. Beginning her career with ICICI Limited in 1971 in the project appraisal division, Mrs Gupte has held various leadership positions in areas of Corporate and Retail Banking, Strategy, Resources, and International Banking and other areas. She along with her colleagues was instrumental in transforming ICICI Bank from a primarily term lending institution into a technology led diversified financial services group. Mrs Gupte was at the helm of ICICI Bank's global foray.

Mrs Gupte has received numerous awards and recognitions. Since retirement, she has served as an Independent Director on several companies including two international companies. She is also a Member of the Advisory Board of RAND Centre for Asia Pacific Policy. Mrs Gupte holds a Bachelor's Degree in Economics (Hons) and a Master's degree in Management Studies.

She does not hold any share in the Company and is not related to any Director or Key Managerial Personnel of the Company.

She is a member of Risk Management Committee of the Company.

She has attended 3 Board Meetings held during the year 2018-19, since her appointment as a director of the Company.

Details of her other Directorship and membership / chairmanship of committees are given below:

S. No.	Name of the Company	Position held	Committee membership / Chairmanship
1.	Vedanta Limited	Director	Chairperson- Audit Committee and Stakeholders' Relationship Committee, Member- Nomination and Remuneration Committee
2.	Bharat Forge Limited	Director	Member- Stakeholders' Relationship Committee
3.	ICICI Lombard General Insurance Company Limited	Chairperson	Chairperson- Risk Management Committee, Member- Audit Committee and Nomination and Remuneration Committee
4.	Godrej Properties Limited	Director	Chairperson- Nomination and Remuneration Committee, and Member- Audit Committee
5.	India Infradebt Limited	Chairperson	Chairperson - Corporate Social Responsibility Committee, Member - Audit Committee, Board Governance, Remuneration and Nomination Committee, Board Credit and Risk Committee and Committee of Directors

### IV. Mr K N Radhakrishnan

Mr K N Radhakrishnan, aged 56 years, 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 TQM and 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 a 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).

He has attended 3 Board Meetings held during the year 2018-19, since his appointment as a director of the Company.

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

S. No.	Name of the Company	Position held	Committee membership / Chairmanship
1.	TVS Credit Services Limited	Director	Member - Audit Committee, Nomination and Remuneration Committee, Corporate Social Responsibility Committee, and Risk Management Committee
2.	TVS Motor Services Limited	Director	-
3.	TVS Lanka Private Limited	Director	-

**V. Mr R Gopalan**

Mr R Gopalan aged 67 years, served as Member, Public Enterprises Selection Board (PESB) under the control of the Prime Minister. This body selects CMDs, MDs and Directors of Central Public Sector Enterprises (CPSEs). PESB also helps in framing personnel policies for the CPSEs. During this period, he has assisted in selection of over 400 CMDs, MDs and Directors.

Mr R Gopalan served as Secretary, Department of Economic Affairs, Ministry of Finance, Government of India till 31<sup>st</sup> July, 2012 before retirement where he was handling matters relating to Capital Markets, Infrastructure Finance, G-20, World Bank (WB), International Monetary Fund (IMF), Asian Development Bank (ADB), Budget preparation, Public Private Partnership (PPP), Directorate of Currency and other related matters pertaining to the economy.

Mr R Gopalan represented the country effectively in the G-20 meetings, ADB, World Bank and IMF meetings. Mr R Gopalan brought about a number of changes in the functioning of the Capital Markets and initiated new policy measures in infrastructure. He also initiated a number of measures to enhance financing for infrastructure.

Mr R Gopalan represented Government of India on the Board of the Reserve Bank of India (RBI). Mr R Gopalan chaired the Foreign Investment Promotion Board (FIPB) which clears proposals for Foreign Direct Investment (FDI) into India. Mr R Gopalan was the cadre controlling authority for Officers belonging to the Indian Economic Service.

Prior to this assignment, Mr R Gopalan was Secretary in the Department of Financial Services, Ministry of Finance - overall in-charge of banking, insurance and pension reforms. The function included supervision of policy support to Public Sector Banks (PSBs), Insurance Companies and Development Financial Institutions (DFIs) through policy guidelines, legislative and other administrative changes and monitoring their performance; Policy formulation in respect of NBFCs, private banks and foreign banks, support to regulatory authorities i.e. RBI, IRDA, PFRDA, NHB and NABARD, administration of all Acts relating to Banks, DFIs and Insurance Companies, framing rules and regulations, wage settlement in banking and insurance industry, coordination between industry, banks and financial institutions.

He was also responsible for selection of Chairman and EDs of Public Sector Banks, MD of SIDBI, Chairman of NABARD, Deputy Governor of RBI, Chairman and MDs of SBI and Chairman of SEBI. Responsible for introduction of "Swavalamban" - an insurance scheme for unorganized sector and "Swabhiman" - a scheme for financial inclusion through business correspondents model.

As Special Secretary in the Department of Commerce, Ministry of Commerce & Industry, served as Director General, Anti-Dumping and Anti-Subsidy Investigations; Director on the Boards of MMTC, STC and PEC Ltd. During his long and varied career in Govt of India, he held several key assignments, like Joint Secretary, National Manufacturing Competitiveness Council (NMCC); Joint Secretary in Commerce Department in-charge of WTO and FTA negotiations; Joint Secretary in-charge of export promotion division in the Commerce Ministry.

He has participated actively in Ministerial Meetings of WTO for Trade Negotiations at Doha, Cancun and Hong Kong Ministerials, and assisted the Commerce Minister at the G-6, G-20 and G-110 meetings. He also participated in inter-governmental negotiations for Free Trade Agreements in the areas of agriculture, services and environmental goods and led the Indian delegation at the WTO.

## TVS MOTOR COMPANY LIMITED

As Chairman, TIDEL Park Ltd, he helped in financial closure, selection of design, selection of contractors through international competitive bidding, supervising construction and marketing of major Software Technology Park at Chennai. Completed the project estimated to cost ₹ 340 Cr within ₹ 297 Cr. He helped the State Government in formulation of policies on IT and biotechnology.

As CMD of Tamil Nadu Industrial Development Corporation (TIDCO), Mr R Gopalan managed the establishment of Auto Ancillary Park, Hi-tech Park for manufacturing hardware components, Petrochemical Park, Floriculture Infrastructure Park for exports and Rubber Park.

Mr. Gopalan has a Master's Degree in Economics from Boston University and a Master's Degree in Public Administration and Management from the John F. Kennedy School of Government, Harvard University.

He does not hold any share in the Company and is not related to any Director and Key Managerial Personnel of the Company.

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

S. No.	Name of the Company	Position held	Committee membership / Chairmanship
1.	Sundaram - Clayton Limited	Director	Member - Audit Committee and Risk Management Committee
2.	ANA ARC Private Limited	Director	-
3.	Hindustan Power Projects Private Limited	Director	-
4.	Optiwell Investments Private Limited	Director	-
5.	MB Power (Madhya Pradesh) Limited	Director	-

### Explanatory Statement pursuant to Section 102 of the Companies Act, 2013

The following Explanatory statement sets out all material facts relating to the special businesses mentioned in the accompanying Notice dated 30<sup>th</sup> April 2019 and shall be taken as forming part of the Notice.

#### Item No.4

The board, on recommendation of the Nomination and Remuneration Committee of directors (NRC), proposed the appointment of Mrs Lalita D Gupte (holding DIN 00043559) as a non-executive independent director of the Company (NE-ID), in terms of Sections 149 (read with Schedule IV to the Act, 2013), 150, 152, 160, 161, 164 and other applicable provisions of the Act, 2013 and Companies (Appointment and Qualification of Directors) Rules 2014 to comply with the requirement of having independent woman director on the Board as per Regulation 17 of the Listing Regulations. In the opinion of the NRC and the Board, Mrs Lalita D Gupte fulfils the conditions specified under the Act, 2013 and the rules made thereunder and the Listing Regulations, for the proposed appointment as a NE-ID by the shareholders of the Company and she is independent of the management of the Company.

NRC evaluated her skills, experience and knowledge in the fields of finance, management, administration and corporate governance. The Board considered that the proposed appointment of Mrs Lalita D Gupte as Director will be of immense benefit to the Company.

The Board also felt that the core skills / expertise / competencies of Mrs Gupte would be required for the Company in the context of its business(es) and sector(s) to function effectively.

In terms of the provisions of Section 149 read with Schedule IV to the Act, 2013, the appointment of NE-ID will require approval of the shareholders of the Company. Hence, it is proposed that Mrs Lalita D Gupte who was appointed as an Additional Director and who holds office upto the date

of ensuing AGM be appointed as a NE-ID of the Company to hold office for a period of five consecutive years commencing from 23<sup>rd</sup> October, 2018 and not liable to retire by rotation during her tenure of appointment.

The Company has received a consent in writing from Mrs Lalita D Gupte to act as a Director in Form DIR-2, intimating to the effect that she is not disqualified to be appointed as a director and a declaration in writing that she meets the criteria of independence as provided under Section 149(6) of the Act, 2013 and also under the Listing Regulations.

A copy of the draft letter of appointment setting out the terms and conditions of appointment of NE-ID will be available for inspection without any fee by the members at the Registered Office of the Company, at 29 Haddows Road, Chennai 600 006, Tamilnadu, India, during office hours as stated above and shall also be uploaded on the website of the Company at [www.tvsmotor.com](http://www.tvsmotor.com).

The Company has also received a notice from a member under Section 160 of the Act, 2013, proposing the candidature of Mrs Lalita D Gupte for the office of director of the Company.

Except Mrs Lalita D Gupte, 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 her appointment as a NE-ID of the Company.

Accordingly, the directors recommend the ordinary resolution in relation to appointment of Mrs Lalita D Gupte as a NE-ID for approval of the shareholders, as set out in Item No.4 of this Notice.

#### Item No.5

Mr K N Radhakrishnan was appointed as an Additional Director of the Company with effect from 23<sup>rd</sup> October 2018. In terms of Section 161 of the Companies Act, 2013 (the

## TVS MOTOR COMPANY LIMITED

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Act, 2013), Mr K N Radhakrishnan holds office upto the date of this AGM.

The Company has also received a Notice from a Member under Section 160 of the Act, 2013, proposing the candidature of Mr K N Radhakrishnan for the office of Director of the Company.

The shareholders have already approved his appointment as Director & CEO in the rank of Whole-time Director for a period of five years effective 23<sup>rd</sup> October 2018 and the terms of remuneration, through Postal Ballot on 5<sup>th</sup> March 2019.

The Board also felt that the core skills / expertise / competencies of Mr K N Radhakrishnan would be required for the Company in the context of its business(es) and sector(s) to function effectively.

Except Mr K N Radhakrishnan, 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 his appointment as a Director of the Company.

Accordingly, the directors recommend the ordinary resolution in relation to appointment of Mr K N Radhakrishnan as a Director for approval by the shareholders, as set out in Item No.5 of this Notice.

### Item No.6

The board, on recommendation of the NRC, proposed the appointment of Mr R Gopalan, (holding DIN 01624555) as a non-executive independent director of the Company (NE-ID), in terms of Sections 149 (read with Schedule IV to the Act, 2013), 150, 152, 160, 161, 164 and other applicable provisions of the Act, 2013 and Companies (Appointment and Qualification of Directors) Rules 2014 and Regulation 17 of the Listing Regulations. In the opinion of the NRC and the Board, Mr R Gopalan fulfils the conditions specified under the Act, 2013 and the rules made thereunder and the Listing Regulations, for the proposed appointment as a NE-ID by the shareholders of the Company and he is independent of the management of the Company.

NRC evaluated his skills, experience and knowledge in the fields of finance, management, administration and corporate governance. The Board considered that the proposed appointment of Mr R Gopalan as director will be of immense benefit to the Company.

The Board also felt that the core skills / expertise / competencies of Mr R Gopalan would be required for the Company in the context of its business(es) and sector(s) to function effectively.

In terms of the provisions of Section 149 read with Schedule IV to the Act, 2013, the appointment of NE-ID will require approval of the shareholders of the Company. Hence, it is proposed that Mr R Gopalan who was appointed as an Additional Director and who holds office upto the date of ensuing AGM be appointed as a NE-ID of the Company to hold office for a period of five consecutive years commencing from 30<sup>th</sup> April 2019 and not liable to retire by rotation during his tenure of appointment.

The Company has received a consent in writing from Mr R Gopalan to act as a Director in Form DIR-2, intimating to the effect that he is not disqualified to be appointed as a director and a declaration in writing that he meets the criteria of independence as provided under Section 149(6) of the Act, 2013 and also under the Listing Regulations.

A copy of the draft letter of appointment setting out the terms and conditions of appointment of NE-ID will be available for inspection without any fee by the members at the Registered Office of the Company, at 29 Haddows Road, Chennai 600 006, Tamilnadu, India, during office hours as stated above and shall also be uploaded on the website of the Company at [www.tvsmotor.com](http://www.tvsmotor.com).

The Company has also received a notice from a member under Section 160 of the Act, 2013, proposing the candidature of Mr R Gopalan for the office of director of the Company.

Except Mr R Gopalan, 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 his appointment as a NE-ID of the Company.

Accordingly, the directors recommend the ordinary resolution in relation to appointment of Mr R Gopalan as a NE-ID for approval of the shareholders, as set out in Item No.6 of this Notice.

### Item No.7

As recommended by the Audit Committee, the Board at its meeting held on 30<sup>th</sup> April 2019, re-appointed Mr A N Raman, Practising Cost Accountant, having Membership no. 5359, as Cost Auditor of the Company, in terms of Section 148 of the Act 2013, and fixed a sum of ₹ 6 lakhs as remuneration payable to him for the financial year 2019-20, subject to ratification by the Shareholders of the Company.

In terms of Section 148 (3) of the Act, 2013 read with the Companies (Audit and Auditors) Rules 2014, the remuneration payable to the Cost Auditor, as recommended by the Audit Committee and approved by the Board of Directors, is required to be ratified by the shareholders of the Company, at the ensuing AGM of the Company.

None of the 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.7 of this Notice.

The Directors, therefore, recommend the ordinary resolution, as set out in Item No.7 for ratification of remuneration payable to the Cost Auditor of the Company.

By order of the Board of Directors

Chennai  
30<sup>th</sup> April 2019

Registered Office:  
"Jayalakshmi Estates",  
29, Haddows Road,  
Chennai - 600 006.

K S SRINIVASAN  
Company Secretary

# 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: 044-28272233, Fax : 044-28257121

## ATTENDANCE SLIP

Name and Address of the Shareholder	Folio No. :
	DP ID / Client ID :
	No. of Shares held

I / We being the Registered Shareholder/Proxy for the Registered Shareholder of the Company hereby record my / our presence at the 27<sup>th</sup> Annual General Meeting of the Company being held at The Music Academy, New No.168 ( Old No.306), TTK Road, Royapettah, Chennai – 600 014 on Monday, **22<sup>nd</sup> July 2019 at 10.00 A.M.**

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Name of the Shareholder / Proxy

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Signature of Shareholder / Proxy

Note: Please fill up this attendance slip and hand it over at the entrance of the meeting hall at the registration desk. Members are requested to bring their copies of the Annual Report to the AGM.

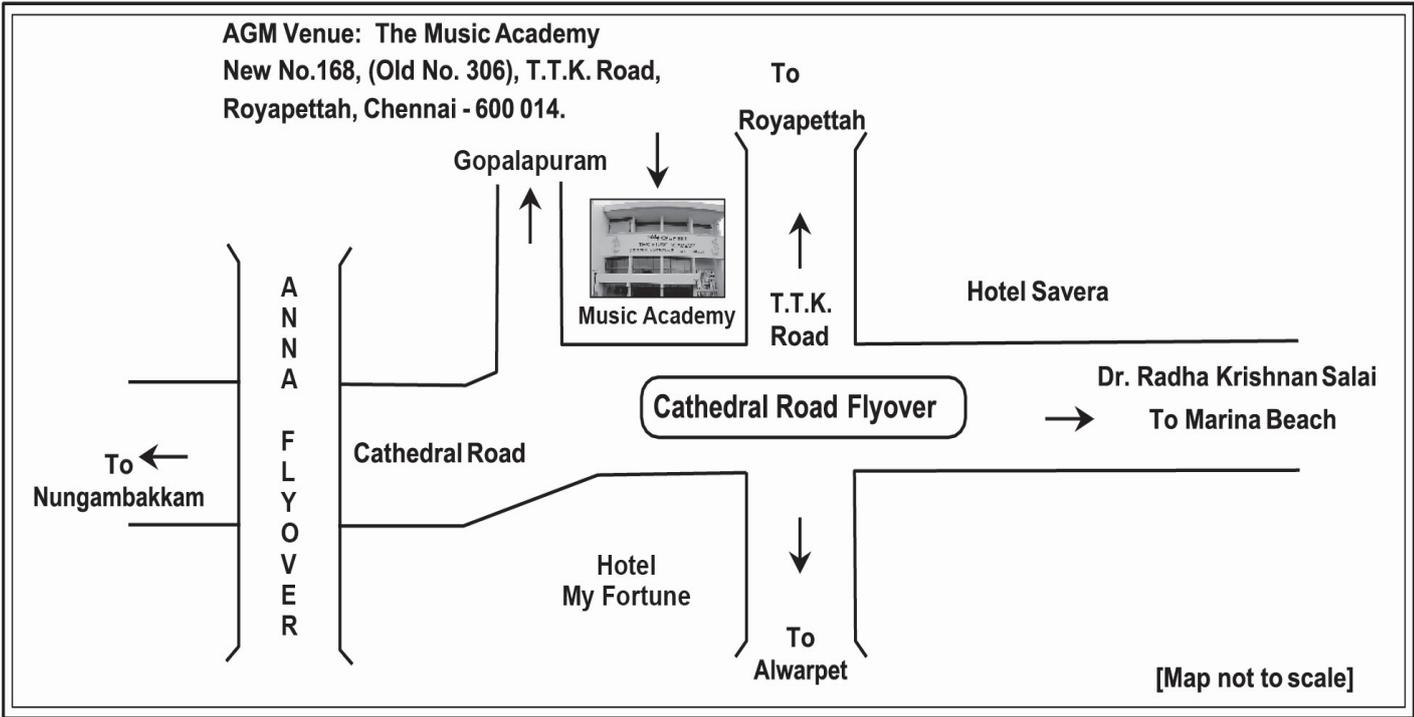
### E-VOTING

Users who wish to opt for e-voting may use the following login credentials.

EVEN ( E-Voting Event Number)	USER ID	PASSWORD

Please follow the steps for e-voting procedure as given in the Notice of AGM or by logging on to [www.evoting.nsdl.com](http://www.evoting.nsdl.com)

Route map for the venue of AGM of TVS Motor Company Limited to be held on Monday, 22<sup>nd</sup> July 2019 at 10.00 A.M.



# 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: 044-28272233, Fax : 044-28257121

## PROXY FORM FORM No. : MGT 11

[Pursuant to Section 105(6) of the Companies Act, 2013 and  
Rule 19(3) of the Companies (Management and Administration) Rules, 2014]

CIN	: <b>L35921TN1992PLC022845</b>	E-Mail ID	:
Name of the Company	: <b>TVS Motor Company Limited</b>	Folio No.	:
Registered Office	: Jayalakshmi Estates, No.29 Haddows Road, Chennai – 600 006	DP ID / Client ID	:
Name of the Member(s)	:	No. of Shares	:
Registered Address	:		

I/We being the Member(s) of TVS Motor Company Limited holding \_\_\_\_\_ Equity Shares, hereby appoint:

S.No.	Name	Address	Email id	Signature	
1					Or failing him
2					Or failing him
3					

as my/our Proxy to attend and vote (on a poll) on my/our behalf at the 27<sup>th</sup> ANNUAL GENERAL MEETING of the Company to be held at The Music Academy, New No.168 (Old No.306), TTK Road, Royapettah, Chennai - 600 014 on Monday, 22<sup>nd</sup> July 2019 at 10.00 A.M. and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	Resolution	Vote	
		For	Against
<b>Ordinary Business</b>			
1.	Adoption of both standalone and consolidated audited financial statements of the Company for the financial year ended 31 <sup>st</sup> March 2019 together with the reports of the Board of Directors' and Auditors' thereon.		
2.	Re-appointment of Mr Sudarshan Venu as director, who retires by rotation.		
3.	Re-appointment of Mr Rajesh Narasimhan as director, who retires by rotation.		
<b>Special Business</b>			
4.	Approving the appointment of Mrs Lalita D Gupte as an independent director of the Company for the first term of 5 consecutive years with effect from 23 <sup>rd</sup> October 2018.		
5.	Approving the appointment of Mr K N Radhakrishnan as a Director of the Company, liable to retire by rotation.		
6.	Approving the appointment of Mr R Gopalan as an independent director of the Company for the first term of 5 consecutive years with effect from 30 <sup>th</sup> April 2019.		
7.	Ratification of remuneration payable to Mr A N Raman, Practising Cost Accountant as Cost Auditor for the financial year 2019-20.		

Signed this.....dayof.....2019

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Signature of Member

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Signature of Proxy holder

Affix Revenue Stamp of Re.1
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**Notes:**

- This form of Proxy in order to be effective should be duly completed and deposited at the Registered office of the Company at "Jayalakshmi Estates", No.29, Haddows Road, Chennai 600 006, not less than 48 hours before the commencement of the meeting.
- It is optional to put a ✓ in the appropriate column against the resolutions indicated in the box. If you leave the 'For' or 'Against' column blank against any or all the resolutions, your Proxy will be entitled to vote in the manner as he/she thinks appropriate.