

27<sup>th</sup> June 2022

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

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

Dear Sir,

**Sub : Intimation on the Outcome of the Proceedings of Annual General Meeting (AGM), Disclosure of Voting Results**

We wish to inform you that the 30<sup>th</sup> Annual General Meeting of the Company (AGM) was held on 27<sup>th</sup> June 2022 through Video Conferencing and the businesses mentioned in the Notice dated 5<sup>th</sup> May 2022 convening the AGM were transacted.

In this connection, we enclose the following:

Proceedings of AGM in compliance with Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.	Annexure – I
Voting Results of AGM in compliance with Regulation 44 (3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.	Annexure – II
Scrutinizer's Report in compliance with Rule 20 of the Companies (Management and Administration) Rules, 2014.	Annexure – III

The said results declared by the Chairman of the meeting and the report submitted by the scrutinizer are also placed on the Company's Website and Notice board.

This is for your information and record.

Thanking You,

Yours faithfully

For TVS MOTOR COMPANY LIMITED



K S Srinivasan  
Company Secretary  
Encl: a/a

## **Annexure -I**

### **Summary of Proceedings of the 30<sup>th</sup> Annual General Meeting**

The 30<sup>th</sup> Annual General Meeting (AGM) of the members of TVS Motor Company Limited ("the Company") was held on Monday, June 27, 2022 at 02.00 P.M. (IST) through Video Conferencing. Prof. Sir Ralf Dieter Speth, Chairman occupied the chair. The requisite quorum being present, the Chairman called the meeting to order with a prayer. Chairman noted that all directors were present except Mr Venu Srinivasan and Mr Kuok Meng Xiong who had expressed their inability to attend the meeting due to personal reasons. Other directors present at the meeting identified themselves to the shareholders. Mr C R Dua, Mr R Gopalan, Mr T Kannan and Mr H K Singh confirmed their designations besides as chairman of the Nomination and Remuneration Committee, Audit Committee, Risk Management Committee and Stakeholders Relationship Committee respectively.

Notice, Auditors Report and Secretarial Auditors Report were taken as read as all the above were available with the shareholders. The Chairman informed that both the Statutory Auditors Report and Secretarial Auditors Report were free from any qualifications / observations or other remarks. Chairman then delivered his speech.

After completion of Chairman's speech,

The following items of business, as per the Notice of 30<sup>th</sup> AGM were transacted:

1. Adoption of the Audited Financial Statements (standalone & consolidated) of the Company for the year ended 31<sup>st</sup> March 2022 and the reports of the Board of Directors and the Auditors;
2. Re-appointment of Dr. Lakshmi Venu as a director, liable to retire by rotation;
3. Not filling up the vacancy caused by the retirement of Mr H Lakshmanan, as a Director, who does not offer himself for re-appointment;
4. Re-appointment of Mr Venu Srinivasan as a director, liable to retire by rotation;  
and
5. Ratifying the remuneration payable to cost auditor for the financial year 2022-23.



Subsequently, Chairman requested those shareholders who were registered to speak at the meeting to raise their queries. Five members requested clarifications on certain operational/ strategic areas of the Company. Clarifications were provided to the queries raised by the members by Mr Sudarshan Venu, Managing Director of the Company.

Chairman then thanked the shareholders for participating through e-voting and informed that the facility to vote on the resolutions contained in the Notice of the meeting shall remain open upto 15 minutes from the conclusion of the meeting.

Chairman informed the members that the results of e-voting would be announced on or before 29<sup>th</sup> June 2022 and he further informed that the same would be intimated to the stock exchanges and posted on the website of the Company and NSDL.

Chairman then thanked the members who participated in the meeting and declared the meeting as closed.

The meeting concluded at 03.10 P.M (IST).

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38



## Results of voting through electronic means

<b>Date of the AGM</b>	27th June 2022
<b>Total number of shareholders on record date (20.06.2022)</b>	1,88,977
<b>No. of shareholders present in the meeting either in person or through proxy:</b>	
Promoters and Promoter Group:	Nil
Public:	Nil
<b>No. of shareholders present in the meeting through Video conferencing:</b>	
Promoters and Promoter Group:	3
Public:	99

<b>Resolution 1</b>	Adoption of audited financial statements including the consolidated financial statements of the Company for the financial year ended 31st March 2022 together with the reports of the Board of Directors' and Auditors' thereon.
<b>Resolution required: (Ordinary/ Special)</b>	Ordinary
<b>Whether promoter / promoter group are interested in the agenda / resolution?</b>	No

Category	Mode of Voting	No. of shares held (1)	No. of votes cast (2)	% of Votes cast on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes in favour (4)	No. of Votes against (5)	% of Votes in favour on votes cast (6)=[(4)/(2)]* 100	% of Votes against on votes cast (7)=[(5)/(2)]* 100
<b>Promoter and Promoter Group</b>	E-Voting	24,13,82,512	24,13,82,512	100.0000	24,13,82,512	-	100.0000	-
	Poll		-	-	-	-	-	
	Postal Ballot		-	-	-	-	-	
	Total		24,13,82,512	24,13,82,512	100.0000	24,13,82,512	-	100.0000
<b>Public- Institutions</b>	E-Voting	18,59,99,490	16,53,24,844	88.8846	16,53,24,844	-	100.0000	-
	Poll		-	-	-	-	-	
	Postal Ballot		-	-	-	-	-	
	Total		18,59,99,490	16,53,24,844	88.8846	16,53,24,844	-	100.0000
<b>Public- Non Institutions</b>	E-Voting	4,77,05,112	13,98,062	2.9306	13,97,528	534	99.9618	0.0382
	Poll		-	-	-	-	-	
	Postal Ballot		-	-	-	-	-	
	Total		4,77,05,112	13,98,062	2.9306	13,97,528	534	99.9618
<b>Total</b>		<b>47,50,87,114</b>	<b>40,81,05,418</b>	<b>85.9012</b>	<b>40,81,04,884</b>	<b>534</b>	<b>99.9999</b>	<b>0.0001</b>



<b>Resolution 2</b>	Re-appointment of Dr. Lakshmi Venu as a director, who retires by rotation.
<b>Resolution required: (Ordinary/ Special)</b>	Ordinary
<b>Whether promoter / promoter group are interested in the agenda / resolution?</b>	No

Category	Mode of Voting	No. of shares held (1)	No. of votes cast (2)	% of Votes cast on outstanding shares (3)=[(2)/(1)]*100	No. of Votes in favour (4)	No. of Votes against (5)	% of Votes in favour on votes cast (6)=[(4)/(2)]*100	% of Votes against on votes cast (7)=[(5)/(2)]*100
<b>Promoter and Promoter Group</b>	E-Voting	24,13,82,512	24,13,82,512	100.0000	24,13,82,512	-	100.0000	-
	Poll		-	-	-	-	-	-
	Postal Ballot		-	-	-	-	-	-
	Total		24,13,82,512	24,13,82,512	100.0000	24,13,82,512	-	100.0000
<b>Public-Institutions</b>	E-Voting	18,59,99,490	16,53,24,844	88.8846	16,26,05,279	27,19,565	98.3550	1.6450
	Poll		-	-	-	-	-	-
	Postal Ballot		-	-	-	-	-	-
	Total		18,59,99,490	16,53,24,844	88.8846	16,26,05,279	27,19,565	98.3550
<b>Public- Non Institutions</b>	E-Voting	4,77,05,112	13,97,602	2.9297	13,85,756	11,846	99.1524	0.8476
	Poll		-	-	-	-	-	-
	Postal Ballot		-	-	-	-	-	-
	Total		4,77,05,112	13,97,602	2.9297	13,85,756	11,846	99.1524
<b>Total</b>		<b>47,50,87,114</b>	<b>40,81,04,958</b>	<b>85.9011</b>	<b>40,53,73,547</b>	<b>27,31,411</b>	<b>99.3307</b>	<b>0.6693</b>



**Resolution 3** | Not filling up the vacancy caused by the retirement of Mr H Lakshmanan, as a Director, who does not offer himself for re-appointment

**Resolution required: (Ordinary/ Special)** | Ordinary

**Whether promoter / promoter group are interested in the agenda /** | No

Category	Mode of Voting	No. of shares held (1)	No. of votes cast (2)	% of Votes cast on outstanding shares (3)=[(2)/(1)]*100	No. of Votes in favour (4)	No. of Votes against (5)	% of Votes in favour on votes cast (6)=[(4)/(2)]*100	% of Votes against on votes cast (7)=[(5)/(2)]*100
<b>Promoter and Promoter Group</b>	E-Voting	24,13,82,512	24,13,82,512	100.0000	24,13,82,512	-	100.0000	-
	Poll		-	-	-	-	-	
	Postal Ballot		-	-	-	-	-	
	Total		24,13,82,512	24,13,82,512	100.0000	24,13,82,512	-	100.0000
<b>Public-Institutions</b>	E-Voting	18,59,99,490	16,53,24,844	88.8846	16,53,24,844	-	100.0000	-
	Poll		-	-	-	-	-	
	Postal Ballot		-	-	-	-	-	
	Total		18,59,99,490	16,53,24,844	88.8846	16,53,24,844	-	100.0000
<b>Public- Non Institutions</b>	E-Voting	4,77,05,112	13,97,589	2.9296	13,93,899	3,690	99.7360	0.2640
	Poll		-	-	-	-	-	
	Postal Ballot		-	-	-	-	-	
	Total		4,77,05,112	13,97,589	2.9296	13,93,899	3,690	99.7360
<b>Total</b>		<b>47,50,87,114</b>	<b>40,81,04,945</b>	<b>85.9011</b>	<b>40,81,01,255</b>	<b>3,690</b>	<b>99.9991</b>	<b>0.0009</b>



**Resolution 4** | Re-appointment of Mr Venu Srinivasan as a director, who retires by rotation.

**Resolution required: (Ordinary/ Special)**

Ordinary

**Whether promoter / promoter group are interested in the agenda / resolution?**

No

Category	Mode of Voting	No. of shares held (1)	No. of votes cast (2)	% of Votes cast on outstanding shares (3)=[(2)/(1)]*100	No. of Votes in favour (4)	No. of Votes against (5)	% of Votes in favour on votes cast (6)=[(4)/(2)]*100	% of Votes against on votes cast (7)=[(5)/(2)]*100
<b>Promoter and Promoter Group</b>	E-Voting	24,13,82,512	24,13,82,512	100.0000	24,13,82,512	-	100.0000	-
	Poll		-	-	-	-	-	
	Postal Ballot		-	-	-	-	-	
	Total	24,13,82,512	24,13,82,512	100.0000	24,13,82,512	-	100.0000	-
<b>Public-Institutions</b>	E-Voting	18,59,99,490	16,53,24,844	88.8846	12,36,27,818	4,16,97,026	74.7787	25.2213
	Poll		-	-	-	-	-	
	Postal Ballot		-	-	-	-	-	
	Total	18,59,99,490	16,53,24,844	88.8846	12,36,27,818	4,16,97,026	74.7787	25.2213
<b>Public- Non Institutions</b>	E-Voting	4,77,05,112	13,97,597	2.9297	13,93,658	3,939	99.7182	0.2818
	Poll		-	-	-	-	-	
	Postal Ballot		-	-	-	-	-	
	Total	4,77,05,112	13,97,597	2.9297	13,93,658	3,939	99.7182	0.2818
<b>Total</b>		<b>47,50,87,114</b>	<b>40,81,04,953</b>	<b>85.9011</b>	<b>36,64,03,988</b>	<b>4,17,00,965</b>	<b>89.7818</b>	<b>10.2182</b>



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<b>Resolution 5</b>	Ratification of remuneration payable to Mr A N Raman, Practising Cost Accountant as Cost Auditor for the financial year 2022-23.	
<b>Resolution required: (Ordinary/ Special)</b>	Ordinary	
<b>Whether promoter / promoter group are interested in the agenda /</b>	No	

Category	Mode of Voting	No. of shares held (1)	No. of votes cast (2)	% of Votes cast on outstanding shares (3)=[(2)/(1)]*100	No. of Votes in favour (4)	No. of Votes against (5)	% of Votes in favour on votes cast (6)=[(4)/(2)]*100	% of Votes against on votes cast (7)=[(5)/(2)]*100
<b>Promoter and Promoter Group</b>	E-Voting	24,13,82,512	24,13,82,512	100.0000	24,13,82,512	-	100.0000	-
	Poll		-	-	-	-	-	-
	Postal Ballot		-	-	-	-	-	-
	<b>Total</b>	24,13,82,512	24,13,82,512	100.0000	24,13,82,512	-	100.0000	-
<b>Public-Institutions</b>	E-Voting	18,59,99,490	16,53,24,844	88.8846	16,45,98,868	7,25,976	99.5609	0.4391
	Poll		-	-	-	-	-	-
	Postal Ballot		-	-	-	-	-	-
	<b>Total</b>	18,59,99,490	16,53,24,844	88.8846	16,45,98,868	7,25,976	99.5609	0.4391
<b>Public- Non Institutions</b>	E-Voting	4,77,05,112	13,97,991	2.9305	13,96,559	1,432	99.8976	0.1024
	Poll		-	-	-	-	-	-
	Postal Ballot		-	-	-	-	-	-
	<b>Total</b>	4,77,05,112	13,97,991	2.9305	13,96,559	1,432	99.8976	0.1024
<b>Total</b>		<b>47,50,87,114</b>	<b>40,81,05,347</b>	<b>85.9012</b>	<b>40,73,77,939</b>	<b>7,27,408</b>	<b>99.8218</b>	<b>0.1782</b>



38



**Consolidated Scrutiniser's Report**

*[Pursuant to Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014]*

27<sup>th</sup> June 2022

To,

The Chairman,

**TVS Motor Company Limited**

[CIN: L35921TN1992PLC022845]

"Chaitanya", No.12, Khader Nawaz Khan Road,

Nungambakkam, Chennai – 600 006.

Dear Sir,

**Sub: Scrutinizer's Report on Remote e-voting (prior to and at the AGM) in respect of the 30<sup>th</sup> Annual General Meeting of the Company held on 27<sup>th</sup> June 2022 through VC/OAVM**

The Board of directors of the Company, pursuant to resolution passed at their meeting held on 5<sup>th</sup> May 2022 appointed me as the Scrutiniser for the remote e-voting process to be conducted in relation to the 30<sup>th</sup> Annual General Meeting (AGM) of the Company to be held on 27<sup>th</sup> June 2022 ('the 30<sup>th</sup> AGM') through Video-conferencing/ Other audio-visual means (VC / OAVM).

I submit my consolidated report as under:

1. Since the Equity shares of the Company are listed on the National Stock Exchange of India Limited (NSE) and BSE Limited (BSE), the Company has provided **e-voting facility**, in terms of Section 108 of the Companies Act, 2013, read with Rule 20 of the Companies (Management and Administration Rules), 2014, Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, General Circular No.2/2022 dated 5<sup>th</sup> May 2022 issued by the Ministry of Corporate Affairs (MCA), and Circular No. SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated 13<sup>th</sup> May 2022 issued by the Securities and Exchange Board of India (SEBI).
2. The items of business as set out in the notice convening the 30<sup>th</sup> AGM and covered by the remote e-voting (prior to and at the AGM) are as follows:



**TVS MOTOR COMPANY LIMITED**

**Consolidated Scrutiniser's report on remote e-voting prior to and at the 30<sup>th</sup> AGM held on 27<sup>th</sup> June 2022**

Item No.	Nature of business	Type of Resolution	Subject-matter
1	Ordinary	Ordinary	Adoption of standalone and consolidated audited financial statements for the year ended 31 <sup>st</sup> March 2022, together with the Directors' report and the Auditors' Report thereon.
2	Ordinary	Ordinary	Re-appointment of Dr. Lakshmi Venu (DIN: 02702020) who retires by rotation, as a Director.
3	Special	Ordinary	Not filling up the vacancy arising in the Board of Directors, due to retirement of Mr. H Lakshmanan, Director (DIN: 00057973) by rotation.
4	Special	Ordinary	Re-appointment of Mr. Venu Srinivasan (DIN: 00051523) as a Director liable to retire by rotation.
5	Special	Ordinary	Ratification of the remuneration of Rs. 8 lakhs payable to Mr. A N Raman, Practising Cost Accountant (Membership No.5359), Cost Auditor, for the year 2022-23.

3. The remote e-voting facility (prior to and at the AGM) was provided by National Securities Depository Limited (NSDL). NSDL allotted E-Voting Event Number (**EVEN**) **120007** for the remote e-voting process in relation to the 30<sup>th</sup> AGM.
4. Notice convening the 30<sup>th</sup> AGM (along with the Annual Report for the financial year ended 31<sup>st</sup> March 2022) was sent by NSDL on 3<sup>rd</sup> June 2022 to 1,76,474 shareholders out of the 1,87,558 shareholders as on 27<sup>th</sup> May 2022 (being the cut-off date for dispatch of the AGM Notice to the shareholders), through e-mail to their e-mail address registered with the RTA / the Depositories. Physical copies of the AGM Notice and Annual Report were not sent to the shareholders in view of the exemption provided by MCA and SEBI vide their Circulars referred to above. However, physical copies of the AGM Notice and Annual Report were sent to some of the shareholders who had requested for the same.
5. Notice convening the 30<sup>th</sup> AGM was also sent to the Directors, Auditors and Debenture trustees on 3<sup>rd</sup> June 2022, and submitted to NSE and BSE on 3<sup>rd</sup> June 2022.
6. The prescribed particulars relating to the e-voting process for the 30<sup>th</sup> AGM were advertised in "Business Standard" (all India edition) in English, and "Hindu Tamil" in Tamil, on 4<sup>th</sup> June 2022.



## TVS MOTOR COMPANY LIMITED

### *Consolidated Scrutiniser's report on remote e-voting prior to and at the 30<sup>th</sup> AGM held on 27<sup>th</sup> June 2022*

The advertisement also stated the manner in which shareholders whose e-mail address was not registered could register the same with the Company.

7. Integrated Registry Management Services Private Limited, the Registrar and Share transfer agents of the Company ('the RTA') provided the list of shareholders as on 20<sup>th</sup> June 2022, being the cut-off date fixed for determining eligibility to vote in respect of the items of business to be transacted at the 30<sup>th</sup> AGM ('the cut-off date').
8. As on the cut-off date, the paid-up Equity share capital of the Company comprised of 47,50,87,114 Equity shares of Re.1/- each. This included:
  - (a) 75,855 shares lying in the TVS Motor Company Limited – Unclaimed Suspense Account ('Unclaimed Suspense Account'), on which voting rights were frozen in terms of Schedule VI of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015; and
  - (b) 15,37,032 shares transferred to and lying in the demat account of the Investor Education and Protection Fund Authority, Ministry of Corporate Affairs ('IEPF Authority'), in terms of Section 124(6) of the Companies Act, 2013.
9. The remote e-voting facility prior to the 30<sup>th</sup> AGM commenced on Friday, 24<sup>th</sup> June 2022, at 9:00 A.M. (IST) and ended on Sunday, 26<sup>th</sup> June 2022, at 5:00 P.M. (IST).
10. The 30<sup>th</sup> AGM was held on Monday, 27<sup>th</sup> June 2022, at 2:00 P.M. (IST), through Video conferencing / other audio-visual means (VC / OAVM).
11. Remote e-voting facility provided by NSDL was available at the AGM, from the time of commencement upto 15 (fifteen) minutes after conclusion of the proceedings, to enable the members attending the AGM who had not cast their vote through remote e-voting prior to the AGM to exercise their voting rights.
12. On completion of the remote e-voting at the AGM, I unblocked the votes cast through remote e-voting (prior to and at the AGM) on the e-voting in the presence of two witnesses not in the employment of the Company and obtained the e-voting report from the remote e-voting website of NSDL.
13. I have scrutinised the votes cast through remote e-voting (prior to and at the AGM) on the e-voting platform provided by NSDL and validated the same with the list of shareholders and their shareholding as on the cut-off date.
14. I have also verified and confirmed that no voting rights were exercised in respect of the shares lying in the Unclaimed Suspense Account or with the IEPF Authority.
15. I have recorded the particulars relating to the votes cast through remote e-voting (prior to and at the AGM) in a separate register maintained in electronic form.



**TVS MOTOR COMPANY LIMITED**

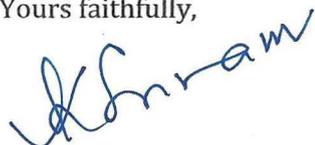
**Consolidated Scrutiniser's report on remote e-voting prior to and at the 30<sup>th</sup> AGM held on 27<sup>th</sup> June 2022**

16. The consolidated results of remote e-voting (prior to and at the AGM) are as under:

Item No.	Total valid ballots/votes		Valid ballots/ votes in favour of the resolution			Valid ballots/votes against the resolution		
	No. of Ballots	No. of Votes cast	No. of Ballots	No. of Votes cast	% of valid votes	No. of Ballots	No. of Votes cast	% of valid votes
1	736	40,81,05,418	728	40,81,04,884	99.9999%	8	534	0.0001%
2	735	40,81,04,958	684	40,53,73,547	99.3307%	51	27,31,411	0.6693%
3	731	40,81,04,945	709	40,81,01,255	99.9991%	22	3,690	0.0009%
4	734	40,81,04,953	634	36,64,03,988	89.7818%	100	4,17,00,965	10.2182%
5	733	40,81,05,347	712	40,73,77,939	99.8218%	21	7,27,408	0.1782%

10. All the 5 (five) ordinary resolutions set-out in the Notice convening the 30<sup>th</sup> AGM have been passed with the requisite majority on the date of the AGM namely, 27<sup>th</sup> June 2022. You may declare the results accordingly.

Thanking you,  
Yours faithfully,



**K SRIRAM**

Practising Company Secretary (CP No. 2215)

Scrutiniser

UDIN: F006312D000535918