22nd September 2026

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

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

Dear Sir(s)/Madam,

Reg. : Regulation 30 - Disclosure of events or information under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 - Notice of Postal Ballot seeking the consent of the shareholders of the Company

Ref : Our letter dated 28th August 2026

***

In terms of Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we enclose the Postal Ballot Notice sent to the shareholders of the Company today, seeking their approval by way of ordinary resolutions for:

- Appointment of Mr Peyman Kargar (holding DIN: 07906077) as Director of the Company; and

- Appointment of Mr Peyman Kargar (DIN: 07906077) as a Director & Chief Executive Officer in the rank of whole-time Director of the Company for a period of five years effective 27th January 2027.

Date and time of occurrence of event: September 22, 2026 at 06:17 P.M.

This is for your kind information.

Thanking You,

Yours faithfully,

For TVS MOTOR COMPANY LIMITED

KELLIYA SUBRAMANIAN SRINIVASAN
Digitally signed by KELLIYA SUBRAMANIAN SRINIVASAN
Date: 2026.09.22 18:35:04 +05'30'

K S Srinivasan
Company Secretary
Encl.: a/a

TVS MOTOR COMPANY LIMITED

Regd. Office: "Chaitanya", No. 12, Khader Nawaz Khan Road, Nungambakkam, Chennai – 600 006
Website: www.tvsmotor.com; e-mail: corpsec@tvsmotor.com
Tel: 044-2833 2115 CIN: L35921TN1992PLC022845

POSTAL BALLOT NOTICE

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

Dear Member(s)

NOTICE is hereby given pursuant to Sections 108, 110, read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 **("the Rules")** under the Companies Act, 2013 **("the Act 2013")**, the General Circular Nos. 14/2020 dated 8th April 2020 and 17/2020 dated 13th April 2020 read with other relevant circulars, including General Circular No. 3/2022 dated 5th May 2022, 11/2022 dated 28th December 2022, 09/2023 dated 25th September 2023, 09/2024 dated 19th September 2024 and 03/2025 dated 22nd September 2025 issued by the Ministry of Corporate Affairs **("MCA Circulars")** and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 **("the Listing Regulations, 2015")** and other applicable provisions, if any, for the time being in force and as amended from time to time and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India ("**SS-2**"), for obtaining approval of the members, by way of Ordinary Resolutions, through Postal Ballot, **only through electronic voting ("e-Voting") process** for the businesses as set out in this Postal Ballot Notice ("**Notice**").

The draft of the resolutions to be passed together with the Statement of material facts explaining the reasons thereof pursuant to Section 102(1) of the Act 2013, is being sent to the members in electronic form to their registered e-mail IDs and annexed to the Notice for your consideration.

The Company is pleased to provide the facility for voting through 'electronic means' to enable members to cast their votes through e-Voting by selecting appropriate options (instead of submitting the Postal Ballot form physically), in accordance with the provisions of the Act 2013 and Regulation 44 of the Listing Regulations, 2015.

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 in the Notes 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, **Friday, the 18th September 2026**. A person who is not a member on the cut-off date should treat this notice for information purposes only. The voting rights in respect of unclaimed shares held in TVS Motor Company Limited Unclaimed Suspense Account and Investors Education Protection Fund stand frozen in terms of Regulation 39 read with Schedule VI of the Listing Regulations, 2015 and Section 124 of the Act, 2013, respectively.

Pursuant to Rule 22(5) of the Rules, the Board of Directors of the Company ("**the Board**") has appointed M/s B Chandra and Associates, Practicing Company Secretaries, Chennai, (Registration No. P2017TN065700) as the Scrutinizer, at its meeting held on Friday, the 28th August 2026, for conducting the postal ballot process through "electronic means" in a fair and transparent manner and they have communicated their willingness to be appointed and will be available for the said purpose.

Members are, therefore, requested to carefully read and follow the instructions for voting through "electronic means", viz., by casting their votes electronically from **Wednesday, the 23rd September 2026, 9.00 A.M (IST) to Thursday, the 22nd October 2026, 5.00 P.M (IST)** by following the procedures as explained in the Notes hereinbelow.

The Scrutinizer will submit their report on the results of voting through "electronic means" to the Chairman or any one of the directors of the Company as authorised, after completion of the scrutiny of voting by electronic means.

The results will be announced by the Chairman or any one of the directors of the Company, as authorized, at its registered office on or before Saturday, 24th October 2026. The results will also be intimated to the Stock Exchanges i.e. www.nseindia.com and www.bseindia.com, where the shares of the Company are listed and also uploaded on the website of the Company i.e. www.tvsmotor.com and on the website of NSDL at www.evoting.nsdl.com .

The last date of voting, i.e., **Thursday, the 22nd October 2026**, will be taken as the date of passing of the said resolutions by the members of the Company, subject to the votes cast in favour of these resolutions with requisite majority.

Members requiring any clarification may contact Mr K S Srinivasan, Company Secretary at the registered office of the Company or through e-mail *viz.,* srinivasan.ks@tvsmotor.com or corpsec@tvsmotor.com.

All documents, referred to in this Notice and in the Statement of material facts referred to under Section 102(1) of the Act, 2013, are open for inspection at the Registered Office of the Company during office hours on all working days between 10.00 A.M. and 12.00 Noon upto, Thursday, the 22nd October 2026 and shall also be available on the website of the Company viz., www.tvsmotor.com

This Postal Ballot Notice has also been placed on the Company's website *viz,* www.tvsmotor.com for use by the Members and the said Notice can also be accessed from website of the Stock Exchanges i.e. www.nseindia.com and www.bseindia.com and the website of NSDL at www.evoting.nsdl.com.

SPECIAL BUSINESSES

Item No. 1

Appointment of Mr Peyman Kargar (holding DIN: 07906077) as Director of the Company

To consider, and if thought fit, to pass, the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 152, 160, 161 and other applicable provisions of the Companies Act, 2013 ("the Act") read with the Companies (Appointment and Qualification of Directors) Rules, 2014, appointment of Mr Peyman Kargar (DIN: 07906077), as an Additional Director by the Board of Directors effective 27th January 2027, in respect of whom the Company has received a notice in writing from a Member under Section 160 of the Act proposing his candidature for the office of Director of the Company, be and is hereby approved as a Director of the Company and liable to retire by rotation.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all such acts, deeds and things as may be required and take all such steps as may be necessary, proper and expedient to give effect to this Resolution."

Item No. 2

Appointment of Mr Peyman Kargar, (DIN: 07906077) as a Director & Chief Executive Officer in the rank of whole-time director of the Company for a period of 5 (five) years

To consider, and if thought fit, to pass, the following resolution as an Ordinary Resolution :

"RESOLVED THAT subject to the approval of the Central Government and pursuant to the provisions of Sections 196, 197, 198 and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (the Act, 2013), the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and Regulation 17 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, based on the recommendations of the Nomination and Remuneration Committee and the Board of Directors of the Company, approval of the members be and is hereby accorded for the appointment of Mr Peyman Kargar (DIN 07906077), as Director & Chief Executive Officer (Director & CEO) in the rank of Whole-Time Director of the Company for a period of 5 (five) years effective 27th January 2027, on such terms and conditions including those relating to remuneration as set out in the statement of material facts, with authority to the Board (which term shall be deemed to include any duly authorized committee thereof) to alter and vary the terms and conditions of the said appointment and remuneration in such manner, including increase in his remuneration as may be permissible within the overall remuneration limits as mentioned and / or agreement in such manner as it may deem fit and as may be agreed to between the Board and Mr Peyman Kargar and for this purpose the board be and is hereby authorized to do all such acts, deeds, matters and things as may be considered necessary.

RESOLVED FURTHER THAT the scope and quantum of remuneration as specified in the statement of material facts, may be enhanced, enlarged, widened, altered or varied by the board, not limited to in light of and /or in conformity with any amendment to the relevant provisions of the Companies Act 2013 / Listing Regulations / Income Tax Act 2025 and/or the rules and regulations made thereunder and/or such guidelines, as may be prescribed by the Central Government, from time to time.

RESOLVED FURTHER THAT the total remuneration payable to Mr Peyman Kargar (holding DIN: 07906077) shall be as detailed in the statement of material facts annexed to the notice, computed in accordance with the provisions of Section 198 read with Schedule V to the Act, 2013 and as recommended by the Nomination and Remuneration Committee, individually and/or in aggregate along with the other executive directors during his tenure of office as Director & CEO and the total remuneration drawn by him from the Company does not exceed the maximum limit admissible, in terms of Section 197 read with Schedule V to the Act, 2013, be and is hereby approved.

RESOLVED FURTHER THAT the Board of the Company be and is hereby further authorised to do all such act(s), deed(s), matter(s) and thing(s) and to execute any agreement(s), document(s), instrument(s) and writing(s) as may be required, with power to settle all questions, difficulties or doubts that may arise in regard to the said appointment as it may in its sole discretion deem fit and to delegate all or any of its powers conferred herein to any Director(s) and/ or officer(s) of the Company to give effect to this resolution."

By order of the Board
For **TVS MOTOR COMPANY LIMITED**

K S Srinivasan
Company Secretary

Date: 28th August 2026
Place: Bengaluru

Registered Office :

"Chaitanya",
No. 12, Khader Nawaz Khan Road,
Nungambakkam,
Chennai - 600006

NOTES:

(1) A Statement pursuant to the provisions of Section 102 (1) of the Act, 2013 setting out the material facts relating to the businesses to be transacted is annexed hereto. The relevant details, pursuant to Regulation 36(3) of the Listing Regulations, 2015 and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, in respect of the Director seeking appointment is annexed.

(2) Notice is being sent to the members whose names appear in the register of members / list of beneficial owners on National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) as on **Friday, 18th September 2026** ('cut-off date').

(3) The Notice 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 Registrar and Share Transfer Agent (in case of physical shareholding). Members who have not registered their e-mail addresses are requested to register the same with the Company's Registrar and Share Transfer Agent/Depository Participant(s) for sending future communication(s) in electronic form. Members who have registered their e-mail addresses are requested to ensure that the same is operational and if not, the correct and updated e-mail address maybe furnished.

(4) Member(s) whose names appear in the Register of Members/List of Beneficial Owners as on the cut-off date will be considered for e-Voting. A person who is not a member as on the cut-off date should treat this Notice for information purpose only.

(5) Resolutions passed by the members through 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.

(6) 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, 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.

(7) The resolutions, if approved by the requisite majority shall be deemed to have been passed on the last date of voting, i.e., Thursday, the 22nd October 2026.

(8) 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

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and

Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	1. For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID,8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or **e-Voting service provider i.e. NSDL** and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period. 2. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com/ either on a Personal Computer or on a mobile. On the e-Services home page click on the "Beneficial Owner" icon under "Login" which is available under **'IDeAS'** section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on **"Access to e-Voting**" under e-Voting services and you will be able to see e-Voting page. Click on company name or **e-Voting service provider i.e. NSDL** and you will be re-directed to e-website of NSDL for casting your vote during the remote e-Voting period. 3. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS Portal" or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 4. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service

Type of shareholders	Login Method
	provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period. 5. Shareholders/Members can also download NSDL Mobile App "**NSDL Speede**" facility by scanning the QR code mentioned below for seamless voting experience. NSDL Mobile App is available on App Store Google Play
Individual Shareholders holding securities in demat mode with CDSL	1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing User ID and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then use your existing my easi username & password. 2. After successful login, the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. 3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders (holding securities in demat mode) login through their	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting

Type of shareholders	Login Method
depository Participants	feature. Click on company name or **e-Voting service provider i.e. NSDL** and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at above mentioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at 022 - 4886 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800-21-09911

B) Login Method for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile.

2. Once the home page of e-Voting system is launched, click on the icon **"Login"** which is available under **'Shareholder/Member'** section.

3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

   Alternatively, if you are registered for NSDL e-Services i.e. IDEAS, you can log-in at https://eservices.nsdl.com/ with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below:

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	**Your User ID is :**
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12****** then your user ID is IN300***12******.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example, if your Beneficiary ID is 12************** then your user ID is 12**************
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example, if folio number is 001*** and EVEN is 143159 then user ID is 143159001***

5. Password details for shareholders other than Individual shareholders are given below:

a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.

b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.

c) How to retrieve your 'initial password'?

(i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8-digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.

(ii) If your email ID is not registered, please follow steps mentioned below **in process for those shareholders whose email IDs are not registered**

6. If you are unable to retrieve or have not received the " Initial password" or have forgotten your password:

a) Click on **"Forgot User Details/Password?"** (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.

b) Physical User Reset Password?" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.

c) If you are still unable to get the password by previously mentioned two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name, and your registered address etc.

d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.

8. Now, you will have to click on "Login" button.

9. After you click on the "Login" button, Home page of e-Voting will open.

Step 2: Cast your vote electronically on NSDL e-Voting system.

How to cast your vote electronically on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.

2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period.

3. Now you are ready for e-Voting as the Voting page opens.

4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify / modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.

5. Upon confirmation, the message "Vote cast successfully" will be displayed.

6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.

7. Once you confirm your vote on the resolutions, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolutions/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to bchandraandassociates@gmail.com with a copy marked to evoting@nsdl.com

2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-Voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details / Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.

3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-Voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on 022 - 4886 7000 or send a request to Ms. Pallavi Mhatre, Senior Manager at evoting@nsdl.com

Process for those shareholders whose email IDs are not registered with the depositories for procuring user ID and password and registration of the mail ids for e-Voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAAR (self-attested scanned copy of Aadhaar Card) by email to einward@integratedindia.in
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAAR (self-attested scanned copy of Aadhaar Card) to einward@integratedindia.in. If you are an Individual shareholder holding securities in demat mode, you are requested to refer to the login method explained at step **1 (A) i.e. Login method for e-Voting for Individual shareholders holding securities in demat mode.**
3. Alternatively, shareholder / members may send a request to evoting@nsdl.com for procuring user ID and password for e-Voting by providing above mentioned documents.

By order of the Board
For **TVS MOTOR COMPANY LIMITED**

K S Srinivasan
Company Secretary

Date: 28th August 2026
Place: Bengaluru

Registered Office :
"Chaitanya"
No. 12, Khader Nawaz Khan Road,
Nungambakkam,
Chennai - 600006

Annexure to the notice of Postal Ballot dated 28th August 2026

STATEMENT OF MATERIAL FACTS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Pursuant to Section 102 of the Companies Act, 2013 (the "Act") the following Statement sets out all the material facts relating to the businesses mentioned under Resolutions No.1 and 2 of the accompanying Notice dated 28th August 2026 along with the disclosures as required under Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**SEBI Listing Regulations**"), the Secretarial Standards on General Meetings.

Item Nos. 1 & 2

The Board at its meeting held on 28th August 2026, based on the recommendation of the Nomination and Remuneration Committee of Directors (NRC), appointed Mr Peyman Kargar, (DIN 07906077) as an Additional Director and Director & Chief Executive Officer of the Company (Director & CEO) in the rank of Whole Time Director for a term of 5 (Five) years, effective 27th January 2027, and fixed the terms of appointment and remuneration in accordance with the provisions of Sections 196, 197 and 198 read with Schedule V to the Act 2013 and as recommended by the Nomination and Remuneration Committee of Directors, subject to the approval of the shareholders in the general meeting of the Company and the Central Government.

Profile of Director

Mr Peyman Kargar, aged 59 years, is currently the President – International Business of the Company.

Mr Peyman is an accomplished global automotive leader with over three decades of experience across Europe, Asia, and the Middle East. He has worked in various functions, including Engineering, Manufacturing, Project Management, Quality, Sales and Marketing, and Business Development. Peyman has held notable global leadership positions with Nissan, managing large-scale P&L responsibilities and successfully leading business turnarounds and strategic transformations across geographies.

Under his leadership, International Business has become an increasingly important contributor to TVS Motor Company's global expansion. Today, the International business contributes 29% of the company sales volume and is growing at 33%.

Prior to joining TVS Motor, Mr Peyman was the Global Chairman & President of INFINITI, Luxury brand of Nissan Company. He led the full value chain of the INFINITI brand globally, including Product Planning, R&D, Manufacturing, Quality, Sales & Marketing, and Finance. Over three years until March 2023, he transformed the brand, resulting in a 20% increase in volume and setting the business on a trajectory toward USD 1 billion in annual profit.

He also served as Chairman and Senior Vice President for Nissan's Africa, Middle East, and India region, as well as CEO of the Datsun brand, overseeing operations across more than 80 countries. From 2014 to 2017, he was Vice President of Sales & Marketing at Renault Group, managing 50 countries across Africa, the Middle East, Iran, and India, with responsibility for a €4 billion turnover and annual sales of 400,000 vehicles.

His previous roles included being the Managing Director of Renault Middle East and the Country Manager Director in Iran.

Mr Peyman is a Mechanical Engineer and an MBA with a focus on Finance, Strategy, and Leadership and also holds a Degree in Mathematics.

The Company has received a notice in writing under the provisions of Section 160 of the Act from a Member proposing the candidature of Mr Peyman Kargar for the office of Director of the Company.

Accordingly, it is proposed to appoint Mr Peyman Kargar as a Director of the Company liable to retire by rotation. In his new role, he will lead the company as it focuses on further growing its business in India and globally through product innovation, premiumisation and expansion into developed markets.

NRC at its meeting held on 28th August 2026, considered his qualification, skills, experience, integrity and knowledge and felt that it would be sufficient / satisfactory to recommend his appointment as a Director & CEO on the Board, as per the Nomination and Remuneration (NR) Policy of the Company.

The Company has received Mr Peyman's consent to act as Director & CEO, along with a declaration that he is not disqualified from being appointed as a Director under Section 164(2) of the Companies Act, 2013. Additionally, he has not been debarred or disqualified from being appointed as a Director by the Securities and Exchange Board of India (SEBI), Ministry of Corporate Affairs (MCA), or any other Statutory Authority.

Mr Peyman Kargar satisfies all the conditions specified in Part-I of Schedule V of the Act, as well as the conditions under Section 196(3) of the Act. Mr Peyman is a Non-Resident (NR), and hence, the appointment as Director & CEO of the Company requires approval of the Central Government.

Although Mr Peyman is presently a Non – Resident (NR), he has confirmed that, upon assuming office as Director effective 27th January 2027, he will be stationed in India for carrying out his duties and responsibilities.

Given the scale of operations, strategic priorities, and the leadership requirements of the organisation, Mr Peyman will discharge the responsibilities of Director & CEO from India, thereby meeting the functional expectations of the role and ensuring seamless execution of the Company's strategic and operational plans.

Accordingly, the Company will be making the necessary application to the Central Government seeking approval for his appointment, as mandated for non-resident appointees under the Companies Act, 2013.

The Company has entered into the necessary agreement with Mr Peyman Kargar, giving effect to the above proposal, subject to the approval of the shareholders. Details of the remuneration payable in terms of the Agreement dated 28th August 2026, entered into between the Company and Mr Peyman Kargar are as follows

Components	Terms of Appointment / Remuneration
Tenure	Five (5) years from 27th January 2027 to 26th January 2032
Basic Salary	Rs. 83 Lakhs per month and such increments as may be decided by the Nomination and Remuneration Committee & the Board, from time to time.
House Rent Allowance / Accommodation	Furnished accommodation provided by the Company bearing the cost of repairs, maintenance, society charges and utilities (e.g. gas, electricity and water charges) for the said accommodation including all communication facilities and housekeepers / security arrangements.

Components	Terms of Appointment / Remuneration
	In case no accommodation is provided by the Company he is entitled to receive an allowance as per rules of the Company.
Other Allowances	Rs. 117 Lakhs per month and such increments as may be decided by the Nomination and Remuneration Committee & Board, from time to time.
Employee Stock Options	The perquisite value of Employees Stock Options that may be granted in addition to the salary, perquisites and other allowances.
Commission	Such percentage of net profits of the Company as may be determined by the Board annually, from time to time, within the overall limit i.e., 5% of Net profits of the Company as stipulated under the Companies Act, 2013.
Leave Travel Concession (LTC)	For four weeks in a year including two trips anywhere in the world 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 anywhere in the world including surgical expenses, travel, boarding and lodging expenses for patient and attendant(s).
Club Fees	Payment of fees for two clubs in India including any admission / membership fees.
Telecommunication facilities	Provision of telephone / mobile phone and other suitable communication facilities to him.
Provident Fund / Statutory Contribution	In addition to salary, statutory employer's contribution in accordance with Laws as per the relevant Scheme.
Gratuity	
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 encashable at the end of the tenure, as per Company's policy.
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	Such other allowances, benefits, amenities and facilities including those under the Special Post Retirement Benefits Scheme as per the rules of the Company.

Components	Terms of Appointment / Remuneration
Total Remuneration	The total remuneration payable to Director & CEO shall not exceed 5% of net profits of the Company prescribed under the Act 2013 and the total remuneration payable to the executive directors, in aggregate, should not exceed the maximum permissible limit specified under the Act.
Other Clauses	During currency of his tenure of office, the Board may revise the remuneration payable to Director & CEO, during any financial year in such manner as may be agreed to between the Board of Directors and Director & CEO 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 Nomination and Remuneration Committee / Board of Directors shall approve the remuneration payable to the Director & CEO, 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 the Director & CEO, however not exceeding the maximum limits specified in this behalf under Section 197 read with Schedule V to the Companies Act, 2013, subject to the disclosures made separately in such event.

The aggregate remuneration payable to Executive Directors shall be within the permissible limits as prescribed under the Companies Act, 2013 and SEBI Listing Regulations, 2015.

In compliance with the provisions of Sections 196, 197 and 203 read with Schedule V to the Act 2013, the terms of appointment and the remuneration specified above are now being placed before the members for their approval, as set out above.

Further, there is no remuneration paid / payable to Mr Peyman as remuneration from the group Companies and he has not received remuneration in any other capacity other than what is stated in this notice.

A copy of the Agreement between the Company and Mr Peyman Kargar setting out the terms and conditions and other documents relating to the item of businesses shall be available for inspection. The Members who wish to inspect the same can send the request by writing to the Company at corpsec@tvsmotor.com, mentioning their name, Folio no. / Client ID and DP ID during the business hours and during the voting period.

Mr Peyman does not serve on any Board of the subsidiary / associate of the Company.

As required under Regulation 36 of the Listing Regulations and Secretarial Standards-2, other requisite information is annexed hereto.

None of the Directors or Key Managerial Personnel of the Company or their relatives is concerned or interested, financially or otherwise, in the resolutions set out in Item No.1 & 2 of this Notice.

Accordingly, the Board recommends the resolutions, as set out in Item No.1 & 2 of this Notice to be approved by the shareholders, by way of ordinary resolutions.

By order of the Board
For **TVS MOTOR COMPANY LIMITED**

K S Srinivasan
Company Secretary

Date: 28th August 2026
Place: Bengaluru

Registered Office :
"Chaitanya"
No. 12, Khader Nawaz Khan Road,
Nungambakkam, Chennai - 600006

DETAILS OF DIRECTOR SEEKING APPOINTMENT

[Pursuant to Regulation 36(3) of the SEBI Listing Regulations and Secretarial Standard – 2 on General Meetings]

Name of the Director	Mr Peyman Kargar
Director Identification Number	07906077
Age & DOB	59 years, 15th June 1967
Date of first appointment on the Board	The Board of Directors, at their meeting held on 28th August 2026, approved the appointment effective 27th January 2027.
Qualifications	Mechanical Engineer and an MBA with a focus on Finance, Strategy, and Leadership and also holds a Degree in Mathematics.
Experience	More than 3 decades in Automotive sector
Expertise in specific functional areas	Product Planning, R&D, Manufacturing, Quality, Sales & Marketing, and Finance.
Terms and conditions of appointment / re-appointment	Appointment as a Director & Chief Executive Officer for a period of five years effective 27th January 2027. *(Refer Item No. 1&2 of the Statement of material facts)*
Details of remuneration last drawn (FY 2025-26)	It is proposed to appoint Mr Peyman Kargar as Director on the Board for the first time, and hence these details are not applicable.
Details of remuneration sought to be paid	The total remuneration payable to the Director and Chief Executive Officer shall not exceed the maximum permissible limits prescribed under the Act 2013 including the remuneration payable to other Executive Directors, in aggregate, notwithstanding the individual limit of 5% of net profits per Executive Director. Further, Mr Peyman has not received remuneration in any form from any of the Subsidiary / Associate of the Company.
Inter – se relationship with other Directors / Key Managerial Personnel	Not Applicable
Total Association (Including Group)	Since April 2025.
Directorships in other Companies or group Companies	Nil
Membership/ Chairpersonship of Committees in other companies	Nil

Name of the Director	Mr Peyman Kargar
Listed entities from which the Director has resigned from Directorship in last 3 (three) years	Nil
No. of Board Meetings attended during FY 2026-27 (upto the date of this Notice)	Nil
Inter-se relationship with other Directors and Key Managerial Personnel of the Company	Nil
No. of shares held:	
(a) Own	Nil
(b) For other persons on a beneficial basis	Nil

By order of the Board
For **TVS MOTOR COMPANY LIMITED**

K S Srinivasan
Company Secretary

Date: 28th August 2026
Place: Bengaluru

Registered Office:
"Chaitanya",
No. 12, Khader Nawaz Khan Road,
Nungambakkam,
Chennai - 600006