

**01/02/C/01/**

**3<sup>rd</sup> August 2016**

National Stock Exchange of India Ltd  
Exchange Plaza  
Plot No. C/1, "G" Block  
Bandra-Kurla Complex  
Bandra (E), Mumbai 400 051

**Scrip code: TVSMOTOR**

Dear Sir,

**Sub : Summary of proceedings of Annual General Meeting (AGM) and Intimation of voting results at the 24<sup>th</sup> AGM of the Company held on 2<sup>nd</sup> August 2016 in terms of Regulation 30 and 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015**

**Ref : Our letter dated 2<sup>nd</sup> August 2016**

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In continuation to our letter dated 2<sup>nd</sup> August 2016, we wish to inform you that the shareholders at the AGM held on 2<sup>nd</sup> August 2016 have approved all the items of business as contained in the notice convening 24<sup>th</sup> AGM of the Company.

All the resolutions were passed by the shareholders, with requisite majority.

In this connection, we enclose the following:

- Summary of proceedings of AGM as Annexure - 1;
- Results of voting through electronic means and physical ballot as Annexure - 2; and
- Scrutinizer's Report on remote e-voting and poll process as Annexure - 3.

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.

Thanking you,

Yours faithfully,  
For TVS MOTOR COMPANY LIMITED



K S Srinivasan  
Company Secretary

Encl: a/a

## **Annexure -1**

### **Summary of Proceedings of the 24<sup>th</sup> Annual General Meeting**

The 24<sup>th</sup> Annual General Meeting (AGM) of the members of TVS Motor Company Limited ("the Company") was held on Tuesday, August 2, 2016 at 10.35 A.M. at 'The Music Academy' New No.168 (Old No.306), T.T.K. Road, Royapettah Chennai 600 014. Proposed by Mr H Lakshmanan, director and seconded by Mr Sudarshan Venu, Joint Managing Director, Mr T Kannan, director chaired the meeting. The Chairman introduced the directors on the dais. The requisite quorum being present, the Chairman called the meeting to order. The Chairman informed that Mr Venu Srinivasan, Chairman & Managing Director and Mr C R Dua, director, of the Company were not attending the meeting due to personal reasons. 3,331 members and 15 proxies were present at the meeting.

Notice, Auditors Report and Secretarial Auditors Report were taken as read as all the above had been available with the shareholders. The Chairman informed that both the Statutory Auditors Report and Secretarial Auditors Report were free from any qualification / observation or other remarks.

The following items of business, as per the Notice of 24<sup>th</sup> AGM were transacted:

1. Adoption of the Audited Financial Statements (standalone & consolidated) of the Company for the financial year ended 31<sup>st</sup> March 2016 and the reports of the Board of Directors and the Auditors;
2. Re-appointment of Mr H Lakshmanan as director, liable to retire by rotation;
3. Ratification of appointment of M/s V Sankar Aiyar & Co., Chartered Accountants, Mumbai, as statutory auditors for the fourth year in the first term of five years;
4. Variation in terms of remuneration payable to Mr Venu Srinivasan, Chairman and Managing Director, with effect from 1<sup>st</sup> April, 2016;
5. Revision in terms of remuneration payable to Mr Sudarshan Venu, Joint Managing Director, with effect from 1<sup>st</sup> April, 2015; and
6. Ratification of remuneration payable to Mr A N Raman, Practising Cost Accountant to conduct the cost audit for 2016-17.

Clarifications were provided to the queries raised by the members.



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The Chairman informed that the Company in terms of Section 108 of the Act 2013 read with Rule 20 of the Companies (Management and Administration) Rules 2014, as amended, had provided the members the facility to cast their vote electronically from 30<sup>th</sup> July 2016 at 9.00 A.M. to 1<sup>st</sup> August 2016 at 5.00 P.M. and that there will be no voting by show of hands at the meeting. Members who were present at the AGM and had not cast their votes electronically were provided an opportunity to cast their votes at the meeting through ballot papers.

The Board of Directors had appointed Mr K Sriram, practicing company secretary, as the scrutinizer to supervise the e-voting and ballot voting process. The Chairman informed the members that the consolidated results of e-voting and ballot voting would be announced within 48 hours and also intimated to the stock exchanges and posted on the website and notice board of the Company.

The Chairman then thanked the members present and declared the meeting as closed. The meeting concluded at 11.30 A.M.



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**Results of voting through electronic means and physical ballot**

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|----------------------------------------------------------------------------------------------------------------------------------|-----------------------------|
| <b>Date of the AGM</b>                                                                                                           | 2 <sup>nd</sup> August 2016 |
| <b>Total number of shareholders on record date</b>                                                                               | 1,11,511                    |
| <b>No. of shareholders present in the meeting either in person or through proxy:</b><br>Promoters and Promoter Group:<br>Public: | 1<br>3,345                  |
| <b>No. of Shareholders attended the meeting through Video Conferencing</b><br>Promoters and Promoter Group:<br>Public            | Nil                         |

|                                                                                     |                                                                                                                                                                               |
|-------------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| <b>Resolution 1</b>                                                                 | Adoption of audited financial statements (standalone and consolidated) and reports of the Board of Directors and the Auditors for the year ended 31 <sup>st</sup> March 2016. |
| <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<br>(1) | No. of votes casted<br>(2) | % of Votes casted on outstanding shares<br>(3)=[(2)/(1)]*100 | No. of Votes in favour<br>(4) | No. of Votes against<br>(5) | % of Votes in favour on votes casted<br>(6)=[(4)/(2)]*100 | % of Votes against on votes casted<br>(7)=[(5)/(2)]*100 |
|------------------------------------|----------------|---------------------------|----------------------------|--------------------------------------------------------------|-------------------------------|-----------------------------|-----------------------------------------------------------|---------------------------------------------------------|
| <b>Promoter and Promoter Group</b> | E-Voting       | 272,682,786               | 272,682,786                | 100.00                                                       | 272,682,786                   | -                           | 100.00                                                    | -                                                       |
|                                    | Poll           |                           | -                          | -                                                            | -                             | -                           | -                                                         | -                                                       |
|                                    | Total          |                           | 272,682,786                | 100.00                                                       | 272,682,786                   | -                           | 100.00                                                    | -                                                       |
| <b>Public- Institutions</b>        | E-Voting       | 141,820,969               | 115,926,688                | 81.74                                                        | 115,926,688                   | -                           | 100.00                                                    | -                                                       |
|                                    | Poll           |                           | -                          | -                                                            | -                             | -                           | -                                                         | -                                                       |
|                                    | Total          |                           | 115,926,688                | 81.74                                                        | 115,926,688                   | -                           | 100.00                                                    | -                                                       |
| <b>Public- Non Institutions</b>    | E-Voting       | 60,583,359                | 5,989,273                  | 9.89                                                         | 5,989,273                     | -                           | 100.00                                                    | -                                                       |
|                                    | Poll           |                           | 49,235                     | 0.08                                                         | 49,235                        | -                           | 100.00                                                    | -                                                       |
|                                    | Total          |                           | 6,038,508                  | 9.97                                                         | 6,038,508                     | -                           | 100.00                                                    | -                                                       |
| <b>Total</b>                       |                | <b>475,087,114</b>        | <b>394,647,982</b>         | <b>83.07</b>                                                 | <b>394,647,982</b>            | <b>-</b>                    | <b>100.00</b>                                             | <b>-</b>                                                |



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| <b>Resolution 2</b>                                                                 | Re-appointment of Mr H Lakshmanan (DIN: 00057973), as a director liable to retire 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<br>(1) | No. of votes casted<br>(2) | % of Votes casted on outstanding shares<br>(3)=[(2)/(1)]*100 | No. of Votes in favour<br>(4) | No. of Votes against<br>(5) | % of Votes in favour on votes casted<br>(6)=[(4)/(2)]*100 | % of Votes against on votes casted<br>(7)=[(5)/(2)]*100 |
|------------------------------------|----------------|---------------------------|----------------------------|--------------------------------------------------------------|-------------------------------|-----------------------------|-----------------------------------------------------------|---------------------------------------------------------|
| <b>Promoter and Promoter Group</b> | E-Voting       |                           | 272,682,786                | 100.00                                                       | 272,682,786                   | -                           | 100.00                                                    | -                                                       |
|                                    | Poll           |                           | -                          | -                                                            | -                             | -                           | -                                                         | -                                                       |
|                                    | Total          | 272,682,786               | 272,682,786                | 100.00                                                       | 272,682,786                   | -                           | 100.00                                                    | -                                                       |
| <b>Public-Institutions</b>         | E-Voting       |                           | 115,926,688                | 81.74                                                        | 113,549,406                   | 2,377,282                   | 97.95                                                     | 2.05                                                    |
|                                    | Poll           |                           | -                          | -                                                            | -                             | -                           | -                                                         | -                                                       |
|                                    | Total          | 141,820,969               | 115,926,688                | 81.74                                                        | 113,549,406                   | 2,377,282                   | 97.95                                                     | 2.05                                                    |
| <b>Public- Non Institutions</b>    | E-Voting       |                           | 5,987,443                  | 9.88                                                         | 5,986,172                     | 1,271                       | 99.98                                                     | 0.02                                                    |
|                                    | Poll           |                           | 49,235                     | 0.08                                                         | 47,691                        | 1,544                       | 96.86                                                     | 3.14                                                    |
|                                    | Total          | 60,583,359                | 6,036,678                  | 9.96                                                         | 6,033,863                     | 2,815                       | 99.95                                                     | 0.05                                                    |
| <b>Total</b>                       |                | <b>475,087,114</b>        | <b>394,646,152</b>         | <b>83.07</b>                                                 | <b>392,266,055</b>            | <b>2,380,097</b>            | <b>99.40</b>                                              | <b>0.60</b>                                             |

|                                                                                     |                                                                                                                                                                                                                                                                           |
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| <b>Resolution 3</b>                                                                 | Ratification of re-appointment of M/s. V Sankar Aiyar & Co., Chartered Accountants, Mumbai (Firm Registration No. No.109208W), as Statutory Auditors for the fourth year in their first term of five consecutive years on such remuneration as may be mutually agreed to. |
| <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<br>(1) | No. of votes casted<br>(2) | % of Votes casted on outstanding shares<br>(3)=[(2)/(1)]*100 | No. of Votes in favour<br>(4) | No. of Votes against<br>(5) | % of Votes in favour on votes casted<br>(6)=[(4)/(2)]*100 | % of Votes against on votes casted<br>(7)=[(5)/(2)]*100 |
|------------------------------------|----------------|---------------------------|----------------------------|--------------------------------------------------------------|-------------------------------|-----------------------------|-----------------------------------------------------------|---------------------------------------------------------|
| <b>Promoter and Promoter Group</b> | E-Voting       |                           | 272,682,786                | 100.00                                                       | 272,682,786                   | -                           | 100.00                                                    | -                                                       |
|                                    | Poll           |                           | -                          | -                                                            | -                             | -                           | -                                                         | -                                                       |
|                                    | Total          | 272,682,786               | 272,682,786                | 100.00                                                       | 272,682,786                   | -                           | 100.00                                                    | -                                                       |
| <b>Public-Institutions</b>         | E-Voting       |                           | 115,926,688                | 81.74                                                        | 113,810,795                   | 2,115,893                   | 98.17                                                     | 1.83                                                    |
|                                    | Poll           |                           | -                          | -                                                            | -                             | -                           | -                                                         | -                                                       |
|                                    | Total          | 141,820,969               | 115,926,688                | 81.74                                                        | 113,810,795                   | 2,115,893                   | 98.17                                                     | 1.83                                                    |
| <b>Public- Non Institutions</b>    | E-Voting       |                           | 5,988,480                  | 9.88                                                         | 5,985,086                     | 3,394                       | 99.94                                                     | 0.06                                                    |
|                                    | Poll           |                           | 48,885                     | 0.08                                                         | 48,835                        | 50                          | 99.90                                                     | 0.10                                                    |
|                                    | Total          | 60,583,359                | 6,037,365                  | 9.97                                                         | 6,033,921                     | 3,444                       | 99.94                                                     | 0.06                                                    |
| <b>Total</b>                       |                | <b>475,087,114</b>        | <b>394,646,839</b>         | <b>83.07</b>                                                 | <b>392,527,502</b>            | <b>2,119,337</b>            | <b>99.46</b>                                              | <b>0.54</b>                                             |

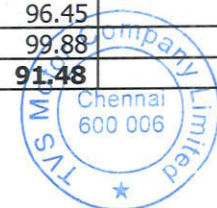


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| <b>Resolution 4</b>                                                                 | Variation in the terms of remuneration to Mr Venu Srinivasan, Chairman and Managing Director (DIN 00051523), with effect from 1 <sup>st</sup> April 2016. |
| <b>Resolution 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<br>(1) | No. of votes casted<br>(2) | % of Votes casted on outstanding shares<br>(3)=[(2)/(1)]*100 | No. of Votes in favour<br>(4) | No. of Votes against<br>(5) | % of Votes in favour on votes casted<br>(6)=[(4)/(2)]*100 | % of Votes against on votes casted<br>(7)=[(5)/(2)]*100 |
|------------------------------------|----------------|---------------------------|----------------------------|--------------------------------------------------------------|-------------------------------|-----------------------------|-----------------------------------------------------------|---------------------------------------------------------|
| <b>Promoter and Promoter Group</b> | E-Voting       |                           | 272,682,786                | 100.00                                                       | 272,682,786                   | -                           | 100.00                                                    | -                                                       |
|                                    | Poll           |                           | -                          | -                                                            | -                             | -                           | -                                                         | -                                                       |
|                                    | Total          | 272,682,786               | 272,682,786                | 100.00                                                       | 272,682,786                   | -                           | 100.00                                                    | -                                                       |
| <b>Public-Institutions</b>         | E-Voting       |                           | 115,926,688                | 81.74                                                        | 84,158,494                    | 31,768,194                  | 72.60                                                     | 27.40                                                   |
|                                    | Poll           |                           | -                          | -                                                            | -                             | -                           | -                                                         | -                                                       |
|                                    | Total          | 141,820,969               | 115,926,688                | 81.74                                                        | 84,158,494                    | 31,768,194                  | 72.60                                                     | 27.40                                                   |
| <b>Public- Non Institutions</b>    | E-Voting       |                           | 5,987,118                  | 9.88                                                         | 5,981,987                     | 5,131                       | 99.91                                                     | 0.09                                                    |
|                                    | Poll           |                           | 49,235                     | 0.08                                                         | 47,591                        | 1,644                       | 96.66                                                     | 3.34                                                    |
|                                    | Total          | 60,583,359                | 6,036,353                  | 9.96                                                         | 6,029,578                     | 6,775                       | 99.89                                                     | 0.11                                                    |
| <b>Total</b>                       |                | <b>475,087,114</b>        | <b>394,645,827</b>         | <b>83.07</b>                                                 | <b>362,870,858</b>            | <b>31,774,969</b>           | <b>91.95</b>                                              | <b>8.05</b>                                             |

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| <b>Resolution 5</b>                                                                 | Revision in the terms of remuneration to Mr Sudarshan Venu, Joint Managing Director (DIN 03601690), with effect from 1 <sup>st</sup> April 2015. |
| <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<br>(1) | No. of votes casted<br>(2) | % of Votes casted on outstanding shares<br>(3)=[(2)/(1)]*100 | No. of Votes in favour<br>(4) | No. of Votes against<br>(5) | % of Votes in favour on votes casted<br>(6)=[(4)/(2)]*100 | % of Votes against on votes casted<br>(7)=[(5)/(2)]*100 |
|------------------------------------|----------------|---------------------------|----------------------------|--------------------------------------------------------------|-------------------------------|-----------------------------|-----------------------------------------------------------|---------------------------------------------------------|
| <b>Promoter and Promoter Group</b> | E-Voting       |                           | 272,682,786                | 100.00                                                       | 272,682,786                   | -                           | 100.00                                                    | -                                                       |
|                                    | Poll           |                           | -                          | -                                                            | -                             | -                           | -                                                         | -                                                       |
|                                    | Total          | 272,682,786               | 272,682,786                | 100.00                                                       | 272,682,786                   | -                           | 100.00                                                    | -                                                       |
| <b>Public-Institutions</b>         | E-Voting       |                           | 115,669,526                | 81.56                                                        | 82,069,939                    | 33,599,587                  | 70.95                                                     | 29.05                                                   |
|                                    | Poll           |                           | -                          | -                                                            | -                             | -                           | -                                                         | -                                                       |
|                                    | Total          | 141,820,969               | 115,669,526                | 81.56                                                        | 82,069,939                    | 33,599,587                  | 70.95                                                     | 29.05                                                   |
| <b>Public- Non Institutions</b>    | E-Voting       |                           | 5,987,808                  | 9.88                                                         | 5,982,434                     | 5,374                       | 99.91                                                     | 0.09                                                    |
|                                    | Poll           |                           | 49,135                     | 0.08                                                         | 47,389                        | 1,746                       | 96.45                                                     | 3.55                                                    |
|                                    | Total          | 60,583,359                | 6,036,943                  | 9.96                                                         | 6,029,823                     | 7,120                       | 99.88                                                     | 0.12                                                    |
| <b>Total</b>                       |                | <b>475,087,114</b>        | <b>394,389,255</b>         | <b>83.01</b>                                                 | <b>360,782,548</b>            | <b>33,606,707</b>           | <b>91.48</b>                                              | <b>8.52</b>                                             |



|                     |                                                                                                                                                                                                                                                                                         |
|---------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| <b>Resolution 6</b> | Ratification of remuneration payable to Mr. A N Raman, Practising Cost Accountant (Membership No.5359) to conduct the cost audit for 2016-17.<br><b>Resolution required: (Ordinary/ Special)</b><br><b>Whether promoter / promoter group are interested in the agenda / resolution?</b> |
|                     | Ordinary                                                                                                                                                                                                                                                                                |
|                     | No                                                                                                                                                                                                                                                                                      |

| Category                           | Mode of Voting | No. of shares held<br>(1) | No. of votes casted<br>(2) | % of Votes casted on outstanding shares<br>(3)=[(2)/(1)]*100 | No. of Votes in favour<br>(4) | No. of Votes against<br>(5) | % of Votes in favour on votes casted<br>(6)=[(4)/(2)]*100 | % of Votes against on votes casted<br>(7)=[(5)/(2)]*100 |
|------------------------------------|----------------|---------------------------|----------------------------|--------------------------------------------------------------|-------------------------------|-----------------------------|-----------------------------------------------------------|---------------------------------------------------------|
| <b>Promoter and Promoter Group</b> | E-Voting       |                           | 272,682,786                | 100.00                                                       | 272,682,786                   | -                           | 100.00                                                    | -                                                       |
|                                    | Poll           |                           | -                          | -                                                            | -                             | -                           | -                                                         | -                                                       |
|                                    | Total          | 272,682,786               | 272,682,786                | 100.00                                                       | 272,682,786                   | -                           | 100.00                                                    | -                                                       |
| <b>Public-Institutions</b>         | E-Voting       |                           | 115,926,688                | 81.74                                                        | 115,926,688                   | -                           | 100.00                                                    | -                                                       |
|                                    | Poll           |                           | -                          | -                                                            | -                             | -                           | -                                                         | -                                                       |
|                                    | Total          | 141,820,969               | 115,926,688                | 81.74                                                        | 115,926,688                   | -                           | 100.00                                                    | -                                                       |
| <b>Public- Non Institutions</b>    | E-Voting       |                           | 5,989,223                  | 9.89                                                         | 5,983,312                     | 5,911                       | 99.90                                                     | 0.10                                                    |
|                                    | Poll           |                           | 49,235                     | 0.08                                                         | 49,235                        | -                           | 100.00                                                    | -                                                       |
|                                    | Total          | 60,583,359                | 6,038,458                  | 9.97                                                         | 6,032,547                     | 5,911                       | 99.90                                                     | 0.10                                                    |
| <b>Total</b>                       |                | <b>475,087,114</b>        | <b>394,647,932</b>         | <b>83.07</b>                                                 | <b>394,642,021</b>            | <b>5,911</b>                | <b>100.00</b>                                             | <b>0.00</b>                                             |



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**K SRIRAM, B.Com, ACA, FCS**  
**Practising Company Secretary**

**Scrutiniser's Report**

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

2<sup>nd</sup> August 2016

To,  
The Chairman of the 24<sup>th</sup> Annual General meeting,  
**TVS Motor Company Limited**  
"Jayalakshmi Estates", 29, Haddows Road,  
Chennai-600 006.

Dear Sir,

**Sub: E-voting and ballot process in respect of your Company's 24<sup>th</sup> Annual General meeting (AGM) on 2<sup>nd</sup> August 2016 - submission of Scrutiniser's report**

Your Board of Directors have, vide resolution passed on 3<sup>rd</sup> May 2016, appointed me to act as the Scrutiniser for the remote e-voting and the ballot processes, in connection with the said AGM. I am submitting my consolidated report as under:

1. National Securities Depository Limited (NSDL), the agency selected by your Company to provide the e-voting platform for the remote e-voting process, allotted E-voting Event Number (EVEN) 104099 for the same.
2. Notice convening the AGM (along with the Annual report for the year ended 31<sup>st</sup> March 2016) was sent to 1,10,933 members (including shareholders whose shares were lying in TVS Motor Company Limited Unclaimed Shares Suspense Account) of the Company as on 28<sup>th</sup> June 2016, as set out below:
  - (a) Through e-mail (sent by NSDL) to 74,929 members on 6<sup>th</sup> July 2016.
  - (b) Through registered parcel/ speed post (sent by Sundaram-Clayton Limited, the share transfer agent) to 36,004 members, from 3<sup>rd</sup> to 6<sup>th</sup> July 2016.
  - (c) Through e-mail (wherever available) as well as through registered parcel / speed post, in the case of 8,610 members residing in Chennai [included in both (a) and (b) above].
  - (d) Through registered parcel to 219 members, in respect of whom the e-mails sent by NSDL were returned undelivered, on 13<sup>th</sup> July 2016.
3. Notice convening the 24<sup>th</sup> AGM (along with the Annual report for the year ended 31<sup>st</sup> March 2016) was sent to the Directors, Auditors, Secretarial Auditors and Cost Auditor on 13<sup>th</sup> July 2016. The notice was also submitted to the stock exchanges in which the Company's shares are listed on 8<sup>th</sup> July 2016.
4. The prescribed particulars with regard to the remote e-voting process were duly advertised on 7<sup>th</sup> July 2016 in Business Standard (in English) and Dinamani (in Tamil).
5. **26<sup>th</sup> July 2016** was fixed as the **cut-off date** for the purpose of determining the eligibility to participate in the said e-voting and ballot processes.



**TVS Motor Company Limited-24<sup>th</sup> AGM on 2<sup>nd</sup> August 2016**  
**Scrutiniser's report on remote e-voting and ballot process at the AGM**

6. As on the cut-off date, the Company's paid-up equity share capital consisted of 47,50,87,114 equity shares of ₹1/- each. This included 9,78,800 equity shares (of 1,003 equity shareholders) lying in TVS Motor Company Limited Unclaimed Shares Suspense Account on which voting rights were frozen in terms of Schedule VI of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('LODR'). Accordingly, **1,10,508 members were eligible to vote on an aggregate of 47,41,08,314 equity shares.**
7. The Chairman for the AGM announced that a ballot process would be carried out at the AGM venue, to enable those members who were present in person or through proxy but had not voted through remote e-voting to exercise their voting rights. I displayed to the members present the two empty ballot boxes meant to be used for the ballot process and locked them. I also authenticated ballot papers in Form No. MGT-12 for use in the ballot process and had them distributed to the members at the AGM hall who wanted to vote.
8. On the completion of the voting through ballot process:
  - (a) I opened both the ballot boxes in the presence of two witnesses not in the employment of the Company.
  - (b) I also unblocked the votes cast through remote e-voting in the presence of two witnesses not in the employment of the Company.
9. I scrutinized the votes cast through remote e-voting and in the ballot process, and validated the same with the list of eligible members and their holding as on the cut-off date.
10. I have also verified and confirmed that:
  - (a) No voting rights were exercised in respect of the 9,78,800 equity shares lying in TVS Motor Company India Limited Unclaimed Shares Suspense Account in terms of LODR.
  - (b) No member who had exercised their vote through remote e-voting facility participated in the ballot process at the AGM.
11. I have recorded particulars of the votes cast through remote e-voting and ballot process in a separate register maintained in electronic form.
12. The items of business set out in the notice convening the AGM and covered by the e-voting/ ballot process were:

| Item No. | Type of resolution | Subject matter                                                                                                                                                                                                                                                            |
|----------|--------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| 1.       | Ordinary           | Adoption of audited financial statements (standalone and consolidated) and reports of the Board of Directors and the Auditors for the year ended 31 <sup>st</sup> March 2016                                                                                              |
| 2.       | Ordinary           | Re-appointment of Mr. H Lakshmanan (DIN: 00057973), as a director liable to retire by rotation.                                                                                                                                                                           |
| 3.       | Ordinary           | Ratification of re-appointment of M/s. V Sankar Aiyar & Co., Chartered Accountants, Mumbai (Firm Registration No. No.109208W), as Statutory Auditors for the fourth year in their first term of five consecutive years on such remuneration as may be mutually agreed to. |
| 4.       | Ordinary           | Variation in the terms of remuneration to Mr. Venu Srinivasan, Chairman and Managing Director (DIN 00051523), with effect from 1 <sup>st</sup> April 2016.                                                                                                                |
| 5.       | Ordinary           | Revision in the terms of remuneration to Mr. Sudarshan Venu, Joint Managing Director (DIN 03601690), with effect from 1 <sup>st</sup> April 2015.                                                                                                                         |
| 6.       | Ordinary           | Ratification of remuneration payable to Mr. A N Raman, Practising Cost Accountant (Membership No.5359) to conduct the cost audit for 2016-17.                                                                                                                             |



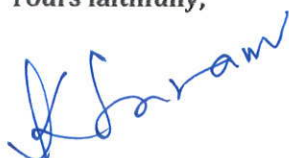
**TVS Motor Company Limited-24<sup>th</sup> AGM on 2<sup>nd</sup> August 2016**  
**Scrutiniser's report on remote e-voting and ballot process at the AGM**

13. The consolidated results of the voting through remote e-voting and the ballot process at the AGM venue are as under:

| Item No. | Total valid ballots/votes cast |            | Valid ballots/ votes cast in favour of the resolution |            |            | Valid ballots/ votes cast against the resolution |            |            |
|----------|--------------------------------|------------|-------------------------------------------------------|------------|------------|--------------------------------------------------|------------|------------|
|          | Ballots                        | Votes cast | Ballots                                               | Votes cast | % of votes | Ballots                                          | Votes cast | % of votes |
| 1.       | 399                            | 394647982  | 399                                                   | 394647982  | 100.00%    | 0                                                | 0          | 0.00%      |
| 2.       | 397                            | 394646152  | 379                                                   | 392266055  | 99.40%     | 18                                               | 2380097    | 0.60%      |
| 3.       | 393                            | 394646839  | 376                                                   | 392527502  | 99.46%     | 17                                               | 2119337    | 0.54%      |
| 4.       | 394                            | 394645827  | 317                                                   | 362870858  | 91.95%     | 77                                               | 31774969   | 8.05%      |
| 5.       | 394                            | 394389255  | 310                                                   | 360782548  | 91.48%     | 84                                               | 33606707   | 8.52%      |
| 6.       | 401                            | 394647932  | 389                                                   | 394642021  | 100.00%    | 12                                               | 5911       | 0.00%      |

14. All the six (6) ordinary resolutions have been passed with the requisite majority on the date of the AGM, namely 2<sup>nd</sup> August 2016. You may declare the results accordingly.

Thanking you,  
Yours faithfully,



**K. Sriram,**  
Practising Company Secretary (CP No: 2215),  
Scrutiniser.

