

FORM NO. MGT-7

[Pursuant to sub-Section(1) of section 92 of the Companies Act, 2013 and sub-rule (1) of rule 11of the Companies (Management and Administration) Rules, 2014]



Annual Return (other than OPCs and Small Companies)

Form language English Hindi

Refer the instruction kit for filing the form.

I. REGISTRATION AND OTHER DETAILS

(i) * Corporate Identification Number (CIN) of the company

L35921TN1992PLC022845

Pre-fill

Global Location Number (GLN) of the company

* Permanent Account Number (PAN) of the company

AAACS7032B

(ii) (a) Name of the company

TVS MOTOR COMPANY LIMITED

(b) Registered office address

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

(c) *e-mail ID of the company

srinivasan.ks@tvs motor.com

(d) *Telephone number with STD code

04428332115

(e) Website

www.tvs motor.com

(iii) Date of Incorporation

10/06/1992

(iv)	Type of the Company	Category of the Company	Sub-category of the Company
	Public Company	Company limited by shares	Indian Non-Government company

(v) Whether company is having share capital

Yes No

(vi) *Whether shares listed on recognized Stock Exchange(s)

Yes No

(a) Details of stock exchanges where shares are listed

S. No.	Stock Exchange Name	Code
1	National Stock Exchange of India Limited	1,024
2	BSE Limited	1

(b) CIN of the Registrar and Transfer Agent

U74900TN2015PTC101466

Pre-fill

Name of the Registrar and Transfer Agent

INTEGRATED REGISTRY MANAGEMENT SERVICES PRIVATE LIMITED

Registered office address of the Registrar and Transfer Agents

2nd Floor Kences Towers ,1 Ramakrishna Street
North Usman Road T Nagar

(vii) *Financial year From date 01/04/2022 (DD/MM/YYYY) To date 31/03/2023 (DD/MM/YYYY)

(viii) *Whether Annual general meeting (AGM) held Yes No

(a) If yes, date of AGM

(b) Due date of AGM

30/09/2023

(c) Whether any extension for AGM granted

Yes No

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

*Number of business activities

1

S.No	Main Activity group code	Description of Main Activity group	Business Activity Code	Description of Business Activity	% of turnover of the company
1	C	Manufacturing	C11	Motor vehicles, trailers, semi trailers and other Transport Vehicles	99

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES (INCLUDING JOINT VENTURES)

*No. of Companies for which information is to be given

30

Pre-fill All

S.No	Name of the company	CIN / FCRN	Holding/ Subsidiary/Associate/ Joint Venture	% of shares held
1	SUNDARAM -CLAYTON LIMITE +	L35999TN1962PLC004792	Holding	50.26
2	Sundaram Auto Components L +	U29249TN1992PLC051417	Subsidiary	100

3	TVS Housing Limited	U70101TN2010PLC075027	Subsidiary	100
4	TVS Motor Services Limited	U50404TN2009PLC071075	Subsidiary	100
5	TVS Credit Services Limited	U65920TN2008PLC069758	Subsidiary	85.63
6	TVS Electric Mobility Limited	U34100TN2021PLC148526	Subsidiary	100
7	TVS Motor (Singapore) Pte. Ltd +		Subsidiary	100
8	TVS Motor Company (Europe) +		Subsidiary	100
9	PT TVS Motor Company Indone +		Subsidiary	51.2
10	Harita Two Wheeler Mall Privat +	U65923TN2017PTC118211	Subsidiary	0
11	Harita ARC Private Limited	U65999TN2017PTC118296	Subsidiary	0
12	TVS Housing Finance Private Li +	U65999TN2017PTC118512	Subsidiary	0
13	The Norton Motorcycle Co Lim +		Subsidiary	0
14	TVS Digital Pte Ltd, Singapore +		Subsidiary	0
15	The Go Corporation, Switzerlan +		Subsidiary	0
16	Swiss E-Mobility Group (Holdin +		Subsidiary	0
17	EBCO Limited, UK		Subsidiary	0
18	Celerity Motor GmbH, German +		Subsidiary	0
19	EGO Movement		Subsidiary	0
20	Swiss E-Mobility Group (Schwe +		Subsidiary	0
21	Colag E-Mobility GMBH		Subsidiary	0
22	Alexand'Ro Edouard'O Passion +		Subsidiary	0
23	Ultraviolette Automotive Priv +	U34102KA2015PTC084804	Associate	
24	Emerald Haven Realty Limited	U45200TN2010PLC075953	Associate	43.54
25	Tagbox Solutions Private Limit +	U72900KA2016PTC097344	Associate	23.5
26	DriveX Mobility Private Limited +	U63040TZ2020PTC033680	Associate	48.27
27	Tagbox Pte Ltd, Singapore		Associate	0

28	Predictronics Corp, USA		Associate	0
29	Altizon Inc, USA		Associate	0
30	Scienaptic Systems Inc, USA		Associate	0

IV. SHARE CAPITAL, DEBENTURES AND OTHER SECURITIES OF THE COMPANY

(i) *SHARE CAPITAL

(a) Equity share capital

Particulars	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Total number of equity shares	500,000,000	475,087,114	475,087,114	475,087,114
Total amount of equity shares (in Rupees)	500,000,000	475,087,114	475,087,114	475,087,114

Number of classes

1

Class of Shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Number of equity shares	500,000,000	475,087,114	475,087,114	475,087,114
Nominal value per share (in rupees)	1	1	1	1
Total amount of equity shares (in rupees)	500,000,000	475,087,114	475,087,114	475,087,114

(b) Preference share capital

Particulars	Authorised capital	Issued capital	Subscribed capital	Paid-up capital
Total number of preference shares	0	0	0	0
Total amount of preference shares (in rupees)	0	0	0	0

Number of classes

0

Class of shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Number of preference shares				
Nominal value per share (in rupees)				
Total amount of preference shares (in rupees)				

(c) Unclassified share capital

Particulars	Authorised Capital
Total amount of unclassified shares	0

(d) Break-up of paid-up share capital

Class of shares	Number of shares			Total nominal amount	Total Paid-up amount	Total premium
	Physical	DEMAT	Total			
Equity shares						
At the beginning of the year	2,597,614	472,489,500	475,087,114	475,087,114	475,087,114	
Increase during the year	0	471,130	471,130	471,130	471,130	0
i. Public Issues	0	0	0	0	0	0
ii. Rights issue	0	0	0	0	0	0
iii. Bonus issue	0	0	0	0	0	0
iv. Private Placement/ Preferential allotment	0	0	0	0	0	0
v. ESOPs	0	0	0	0	0	0
vi. Sweat equity shares allotted	0	0	0	0	0	0
vii. Conversion of Preference share	0	0	0	0	0	0
viii. Conversion of Debentures	0	0	0	0	0	0
ix. GDRs/ADRs	0	0	0	0	0	0
x. Others, specify	0	471,130	471,130	471,130	471,130	0
Due to demat of shares						
Decrease during the year	471,130	0	471,130	471,130	471,130	0
i. Buy-back of shares	0	0	0	0	0	0
ii. Shares forfeited	0	0	0	0	0	0
iii. Reduction of share capital	0	0	0	0	0	0
iv. Others, specify	471,130	0	471,130	471,130	471,130	
Due to demat of shares						
At the end of the year	2,126,484	472,960,630	475,087,114	475,087,114	475,087,114	
Preference shares						

At the beginning of the year	0	0	0	0	0	
Increase during the year	0	0	0	0	0	0
i. Issues of shares	0	0	0	0	0	0
ii. Re-issue of forfeited shares	0	0	0	0	0	0
iii. Others, specify						
Decrease during the year	0	0	0	0	0	0
i. Redemption of shares	0	0	0	0	0	0
ii. Shares forfeited	0	0	0	0	0	0
iii. Reduction of share capital	0	0	0	0	0	0
iv. Others, specify						
At the end of the year	0	0	0	0	0	

ISIN of the equity shares of the company

(ii) Details of stock split/consolidation during the year (for each class of shares)

Class of shares		(i)	(ii)	(iii)
Before split / Consolidation	Number of shares			
	Face value per share			
After split / Consolidation	Number of shares			
	Face value per share			

(iii) Details of shares/Debentures Transfers since closure date of last financial year (or in the case of the first return at any time since the incorporation of the company) *

Nil

[Details being provided in a CD/Digital Media]

Yes No Not Applicable

Separate sheet attached for details of transfers

Yes No

Note: In case list of transfer exceeds 10, option for submission as a separate sheet attachment or submission in a CD/Digital Media may be shown.

Date of the previous annual general meeting	<input type="text"/>
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Date of registration of transfer (Date Month Year)	<input type="text"/>
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Type of transfer	<input type="text"/>	1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock
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Number of Shares/ Debentures/ Units Transferred	<input type="text"/>	Amount per Share/ Debenture/Unit (in Rs.)	<input type="text"/>
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Ledger Folio of Transferor	<input type="text"/>
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Transferor's Name	<input type="text"/>	<input type="text"/>	<input type="text"/>
	Surname	middle name	first name

Ledger Folio of Transferee	<input type="text"/>
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Transferee's Name	<input type="text"/>	<input type="text"/>	<input type="text"/>
	Surname	middle name	first name

Date of registration of transfer (Date Month Year)	<input type="text"/>
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Type of transfer	<input type="text"/>	1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock
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Number of Shares/ Debentures/ Units Transferred	<input type="text"/>	Amount per Share/ Debenture/Unit (in Rs.)	<input type="text"/>
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Ledger Folio of Transferor		<input type="text"/>		
Transferor's Name	<input type="text"/>	<input type="text"/>	<input type="text"/>	
	Surname	middle name	first name	
Ledger Folio of Transferee		<input type="text"/>		
Transferee's Name	<input type="text"/>	<input type="text"/>	<input type="text"/>	
	Surname	middle name	first name	

(iv) *Debentures (Outstanding as at the end of financial year)

Particulars	Number of units	Nominal value per unit	Total value
Non-convertible debentures	9,350	1000000	9,350,000,000
Partly convertible debentures	0	0	0
Fully convertible debentures	0	0	0
Total			9,350,000,000

Details of debentures

Class of debentures	Outstanding as at the beginning of the year	Increase during the year	Decrease during the year	Outstanding as at the end of the year
Non-convertible debentures	5,000,000,000	4,350,000,000	0	9,350,000,000
Partly convertible debentures	0	0	0	0
Fully convertible debentures	0	0	0	0

(v) Securities (other than shares and debentures)

0

Type of Securities	Number of Securities	Nominal Value of each Unit	Total Nominal Value	Paid up Value of each Unit	Total Paid up Value
Total	<input type="text"/>		<input type="text"/>		<input type="text"/>

V. *Turnover and net worth of the company (as defined in the Companies Act, 2013)

(i) Turnover

263,780,858,135

(ii) Net worth of the Company

60,383,452,199

VI. (a) *SHARE HOLDING PATTERN - Promoters

S. No.	Category	Equity		Preference	
		Number of shares	Percentage	Number of shares	Percentage
1.	Individual/Hindu Undivided Family				
	(i) Indian	30,000	0.01	0	
	(ii) Non-resident Indian (NRI)	0	0	0	
	(iii) Foreign national (other than NRI)	0	0	0	
2.	Government				
	(i) Central Government	0	0	0	
	(ii) State Government	0	0	0	
	(iii) Government companies	0	0	0	
3.	Insurance companies	0	0	0	
4.	Banks	0	0	0	
5.	Financial institutions	0	0	0	
6.	Foreign institutional investors	0	0	0	
7.	Mutual funds	0	0	0	
8.	Venture capital	0	0	0	
9.	Body corporate (not mentioned above)	238,782,786	50.26	0	
10.	Others	0	0	0	
	Total	238,812,786	50.27	0	0

Total number of shareholders (promoters)

2

(b) *SHARE HOLDING PATTERN - Public/Other than promoters

S. No.	Category	Equity		Preference	
		Number of shares	Percentage	Number of shares	Percentage

1.	Individual/Hindu Undivided Family				
	(i) Indian	33,296,430	7.01	0	
	(ii) Non-resident Indian (NRI)	1,511,392	0.32	0	
	(iii) Foreign national (other than NRI)	1,400	0	0	
2.	Government				
	(i) Central Government	0	0	0	
	(ii) State Government	0	0	0	
	(iii) Government companies	0	0	0	
3.	Insurance companies	24,693,543	5.2	0	
4.	Banks	65,978	0.01	0	
5.	Financial institutions	0	0	0	
6.	Foreign institutional investors	0	0	0	
7.	Mutual funds	88,835,670	18.7	0	
8.	Venture capital	0	0	0	
9.	Body corporate (not mentioned above)	2,597,900	0.55	0	
10.	Others FPIs, AIF,IEPF,LLP, Trusts,Cle +	85,272,015	17.95	0	
	Total	236,274,328	49.74	0	0

Total number of shareholders (other than promoters)

194,345

**Total number of shareholders (Promoters+Public/
Other than promoters)**

194,347

**VII. *NUMBER OF PROMOTERS, MEMBERS, DEBENTURE HOLDERS
(Details, Promoters, Members (other than promoters), Debenture holders)**

Details	At the beginning of the year	At the end of the year
Promoters	3	2
Members (other than promoters)	201,412	194,345
Debenture holders	4	6

VIII. DETAILS OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

(A) *Composition of Board of Directors

Category	Number of directors at the beginning of the year		Number of directors at the end of the year		Percentage of shares held by directors as at the end of year	
	Executive	Non-executive	Executive	Non-executive	Executive	Non-executive
A. Promoter	2	1	2	1	0	0
B. Non-Promoter	1	8	1	8	0	0
(i) Non-Independent	1	2	1	1	0	0
(ii) Independent	0	6	0	7	0	0
C. Nominee Directors representing	0	0	0	0	0	0
(i) Banks & FIs	0	0	0	0	0	0
(ii) Investing institutions	0	0	0	0	0	0
(iii) Government	0	0	0	0	0	0
(iv) Small share holders	0	0	0	0	0	0
(v) Others	0	0	0	0	0	0
Total	3	9	3	9	0	0

Number of Directors and Key managerial personnel (who is not director) as on the financial year end date 15

(B) (i) *Details of directors and Key managerial personnel as on the closure of financial year

Name	DIN/PAN	Designation	Number of equity share(s) held	Date of cessation (after closure of financial year : If any)
venu srinivasan	00051523	Managing Director		
Ralf Dieter Speth	03318908	Director		
Sudarshan Venu	03601690	Managing Director		
Kunnath Narayana	02599393	Whole-time director	3,151	
Chittranjan Dua	00036080	Director		
Lalita Dileep Gupte	00043559	Director		
Rajarangamani Go	01624555	Director		

Name	DIN/PAN	Designation	Number of equity share(s) held	Date of cessation (after closure of financial year : If any)
THIAGARAJAN KANNA	00040674	Director	5,000	23/05/2023
KUOK MENG XIONG	09117910	Director		
HEMANT KRISHAN SIN	06467315	Director		
B SRIRAM	02993708	Director		
LAKSHMI VENU	02702020	Director		
KUNNATH NARAYANA	AABPR5474L	CEO	3,151	
KUPPUSAMY GOPALA	AAJPG2566J	CFO	220	
K S SRINIVASAN	ASDPS0641N	Company Secretar	0	

(ii) Particulars of change in director(s) and Key managerial personnel during the year

3

Name	DIN/PAN	Designation at the beginning / during the financial year	Date of appointment/ change in designation/ cessation	Nature of change (Appointment/ Change in designation/ Cessation)
HARIHARA IYER LAKS	00057973	Director	27/06/2022	Cessation
B SRIRAM	02993708	Additional director	24/01/2023	Appointment
B SRIRAM	02993708	Director	09/03/2023	Change in designation

IX. MEETINGS OF MEMBERS/CLASS OF MEMBERS/BOARD/COMMITTEES OF THE BOARD OF DIRECTORS

A. MEMBERS/CLASS /REQUISITIONED/NCLT/COURT CONVENED MEETINGS

Number of meetings held

1

Type of meeting	Date of meeting	Total Number of Members entitled to attend meeting	Attendance	
			Number of members attended	% of total shareholding
Annual General Meeting	27/06/2022	188,977	102	

B. BOARD MEETINGS

*Number of meetings held

6

S. No.	Date of meeting	Total Number of directors associated as on the date of meeting	Attendance	
			Number of directors attended	% of attendance

S. No.	Date of meeting	Total Number of directors associated as on the date of meeting	Attendance	
			Number of directors attended	% of attendance
1	12/04/2022	12	11	91.67
2	05/05/2022	12	12	100
3	28/07/2022	11	10	90.91
4	04/11/2022	11	10	90.91
5	24/01/2023	12	11	91.67
6	23/03/2023	12	11	91.67

C. COMMITTEE MEETINGS

Number of meetings held 19

S. No.	Type of meeting	Date of meeting	Total Number of Members as on the date of the meeting	Attendance	
				Number of members attended	% of attendance
1	AUDIT COMM	12/04/2022	3	3	100
2	AUDIT COMM	05/05/2022	3	3	100
3	AUDIT COMM	28/07/2022	3	3	100
4	AUDIT COMM	04/11/2022	3	2	66.67
5	AUDIT COMM	24/01/2023	3	3	100
6	AUDIT COMM	23/03/2023	3	2	66.67
7	Stakeholders F	05/05/2022	5	5	100
8	Stakeholders F	28/07/2022	5	4	80
9	Stakeholders F	04/11/2022	5	4	80
10	Nomination an	29/04/2022	3	3	100

D. *ATTENDANCE OF DIRECTORS

S. No.	Name of the director	Board Meetings			Committee Meetings			Whether attended AGM held on
		Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	

1	VENU SRINIV	6	6	100	7	6	85.71	
2	RALF DIETER	6	6	100	0	0	0	
3	SUDARSHAN	6	6	100	5	0	0	
4	KUNNATH NA	6	6	100	4	4	100	
5	CHITTRANJA	6	5	83.33	13	10	76.92	
6	LALITA DILEE	6	6	100	6	6	100	
7	RAJARANGAI	6	6	100	7	6	85.71	
8	THIAGARAJA	6	5	83.33	13	9	69.23	
9	KUOK MENG	6	3	50	2	2	100	
10	HEMANT KRIS	6	6	100	6	6	100	
11	B SRIRAM	2	2	100	0	0	0	
12	LAKSHMI VEN	6	6	100	0	0	0	

X. *REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

Nil

Number of Managing Director, Whole-time Directors and/or Manager whose remuneration details to be entered

3

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	VENU SRINIVASAN	Managing Director	10,000,198	280,000,000	0	0	290,000,198
2	SUDARSHAN VENI	Managing Director	54,044,909	285,000,000	0	0	339,044,909
3	KUNNATH NARAY	Whole-time director	43,568,608	105,000,000	0	0	148,568,608
	Total		107,613,715	670,000,000	0	0	777,613,715

Number of CEO, CFO and Company secretary whose remuneration details to be entered

2

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	K GOPALA DESIKA	CFO	40,976,835	0	0	0	40,976,835
2	K S SRINIVASAN	CS	5,895,412	0	0	0	5,895,412
	Total		46,872,247	0	0	0	46,872,247

Number of other directors whose remuneration details to be entered

9

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	RALF DIETER SPE +	Director	0	0	0	220,000	220,000
2	CHITTRANJAN DU +	Director	0	3,900,000	0	580,000	4,480,000
3	RAJARANGAMANI +	Director	0	3,700,000	0	480,000	4,180,000
4	LALITA DILEEP GU +	Director	0	3,500,000	0	460,000	3,960,000
5	THIAGARAJAN KAI +	Director	0	4,200,000	0	620,000	4,820,000
6	KUOK MENG XION +	Director	0	3,200,000	0	200,000	3,400,000
7	HEMANT KRISHAN +	Director	0	3,500,000	0	460,000	3,960,000
8	LAKSHMI VENU	Director	0	0	0	220,000	220,000
9	B SRIRAM	Director	0	551,000	0	120,000	671,000
	Total		0	22,551,000	0	3,360,000	25,911,000

XI. MATTERS RELATED TO CERTIFICATION OF COMPLIANCES AND DISCLOSURES

* A. Whether the company has made compliances and disclosures in respect of applicable provisions of the Companies Act, 2013 during the year Yes No

B. If No, give reasons/observations

XII. PENALTY AND PUNISHMENT - DETAILS THEREOF

(A) DETAILS OF PENALTIES / PUNISHMENT IMPOSED ON COMPANY/DIRECTORS /OFFICERS Nil

Name of the company/ directors/ officers	Name of the court/ concerned Authority	Date of Order	Name of the Act and section under which penalised / punished	Details of penalty/ punishment	Details of appeal (if any) including present status

(B) DETAILS OF COMPOUNDING OF OFFENCES Nil

Name of the company/ directors/ officers	Name of the court/ concerned Authority	Date of Order	Name of the Act and section under which offence committed	Particulars of offence	Amount of compounding (in Rupees)

XIII. Whether complete list of shareholders, debenture holders has been enclosed as an attachment

Yes No

XIV. COMPLIANCE OF SUB-SECTION (2) OF SECTION 92, IN CASE OF LISTED COMPANIES

In case of a listed company or a company having paid up share capital of Ten Crore rupees or more or turnover of Fifty Crore rupees or more, details of company secretary in whole time practice certifying the annual return in Form MGT-8.

Name

K Sriram

Whether associate or fellow

Associate Fellow

Certificate of practice number

2215

I/We certify that:

(a) The return states the facts, as they stood on the date of the closure of the financial year aforesaid correctly and adequately.

(b) Unless otherwise expressly stated to the contrary elsewhere in this Return, the Company has complied with all the provisions of the Act during the financial year.

Declaration

I am Authorised by the Board of Directors of the company vide resolution no. ... 1090 dated 21/03/2009

(DD/MM/YYYY) to sign this form and declare that all the requirements of the Companies Act, 2013 and the rules made thereunder in respect of the subject matter of this form and matters incidental thereto have been complied with. I further declare that:

1. Whatever is stated in this form and in the attachments thereto is true, correct and complete and no information material to the subject matter of this form has been suppressed or concealed and is as per the original records maintained by the company.
2. All the required attachments have been completely and legibly attached to this form.

Note: Attention is also drawn to the provisions of Section 447, section 448 and 449 of the Companies Act, 2013 which provide for punishment for fraud, punishment for false statement and punishment for false evidence respectively.

To be digitally signed by

Director

DIN of the director

00051523

To be digitally signed by

Company Secretary

Company secretary in practice

Membership number

14831

Certificate of practice number

Attachments

- 1. List of share holders, debenture holders
- 2. Approval letter for extension of AGM;
- 3. Copy of MGT-8;
- 4. Optional Attachment(s), if any

Attach
Attach
Attach
Attach

List of attachments

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Remove attachment

Modify

Check Form

Prescrutiny

Submit

This eForm has been taken on file maintained by the Registrar of Companies through electronic mode and on the basis of statement of correctness given by the company