

Annexure -I

Summary of Proceedings of the 28th Annual General Meeting

The 28th Annual General Meeting (AGM) of the members of TVS Motor Company Limited ("the Company") was held on Wednesday, July 29, 2020 at 10.00 A.M. through Video Conferencing. Mr Venu Srinivasan, Chairman and Managing director occupied the chair. The requisite quorum being present, the Chairman called the meeting to order with a prayer. Chairman noted that all directors were present and the directors identified themselves to the shareholders. Mr T Kannan, Mr C R Dua, Mr H K Singh and Mr R Gopalan confirmed their designations as chairmen of the Risk Management Committee, Nomination and Remuneration Committee, Stakeholders Relationship Committee and Audit Committee respectively. Chairman then delivered his speech.

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 qualifications / observations or other remarks.

The following items of business, as per the Notice of 28th AGM were transacted:

1. Adoption of the Audited Financial Statements (standalone & consolidated) of the Company for the year ended 31st March 2020 and the reports of the Board of Directors and the Auditors;
2. Re-appointment of Dr. Lakshmi Venu as director, who retires by rotation;
3. Re-appointment of Mr H Lakshmanan as director, who retires by rotation; and
4. Ratification of remuneration payable to Mr A N Raman, Practising Cost Accountant as Cost Auditor for the financial year 2020-21.

Subsequently, Chairman requested those shareholders who were registered to speak at the meeting to post their queries and 3 members requested clarifications on certain operational/ strategic areas of the Company. Clarifications were provided to the



queries raised by the members by Chairman, Mr Sudarshan Venu, Joint Managing Director and Mr K N Radhakrishnan, Director & CEO of the Company.

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

Chairman informed the members that the results of e-voting would be announced on or before 31st July 2020 and also intimated to the stock exchanges and posted on the website of the Company and NSDL.

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

The meeting concluded at 10.47 A.M.

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Date of Annual General Meeting : 29th July 2020

Voting results	
Record date	22-07-2020
Total number of shareholders on record date	147572
No. of shareholders present in the meeting either in person or through proxy	
a) Promoters and Promoter group	0
b) Public	0
No. of shareholders attended the meeting through video conferencing	
a) Promoters and Promoter group	1
b) Public	90
No. of resolution passed in the meeting	4
Disclosure of notes on voting results	



Resolution(1)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Adoption of audited financial statements including the consolidated financial statements of the Company for the financial year ended 31st March 2020 together with the reports of the Board of Directors and Auditors thereon.				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes in favour	No. of votes against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	272682786	272682786	100	272682786	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		272682786	272682786	100	272682786	0	100
Public-Institutions	E-Voting	154259074	137708715	89.2711	137708715	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		154259074	137708715	89.2711	137708715	0	100
Public-Non Institutions	E-Voting	48145254	4953981	10.2897	4953013	968	99.9805	0.0195
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		48145254	4953981	10.2897	4953013	968	99.9805
Total		475087114	415345482	87.4251	415344514	968	99.9998	0.0002
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								



Resolution(2)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Re-appointment of Dr. Lakshmi Venu as director, who retires by rotation.				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes in favour	No. of votes against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	272682786	272682786	100	272682786	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		272682786	272682786	100	272682786	0	100
Public- Institutions	E-Voting	154259074	121525527	78.7801	114374657	7150870	94.1157	5.8843
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		154259074	121525527	78.7801	114374657	7150870	94.1157
Public- Non Institutions	E-Voting	48145254	4953803	10.2893	4947611	6192	99.875	0.125
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		48145254	4953803	10.2893	4947611	6192	99.875
Total		475087114	399162116	84.0187	392005054	7157062	98.207	1.793
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								



Resolution(3)								
Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Re-appointment of Mr H Lakshmanan as director, who retires by rotation.				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes in favour	No. of votes against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	272682786	272682786	100	272682786	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		272682786	272682786	100	272682786	0	100
Public- Institutions	E-Voting	154259074	137719715	89.2782	136112398	1607317	98.8329	1.1671
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		154259074	137719715	89.2782	136112398	1607317	98.8329
Public- Non Institutions	E-Voting	48145254	4953668	10.289	4944466	9202	99.8142	0.1858
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		48145254	4953668	10.289	4944466	9202	99.8142
Total		475087114	415356169	87.4274	413739650	1616519	99.6108	0.3892
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								



Resolution(4)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Ratification of remuneration payable to Mr A N Raman, Practising Cost Accountant as Cost Auditor for the financial year 2020-21				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes in favour	No. of votes against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	272682786	272682786	100	272682786	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		272682786	272682786	100	272682786	0	100
Public-Institutions	E-Voting	154259074	137719715	89.2782	137719715	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		154259074	137719715	89.2782	137719715	0	100
Public- Non Institutions	E-Voting	48145254	4954575	10.2909	4948592	5983	99.8792	0.1208
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		48145254	4954575	10.2909	4948592	5983	99.8792
Total		475087114	415357076	87.4276	415351093	5983	99.9986	0.0014
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								





Consolidated Scrutiniser's Report

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

29th July 2020

To,
The Chairman,
TVS Motor Company Limited
"Chaitanya", No.12, Khader Nawaz Khan Road,
Nungambakkam, Chennai – 600 006.

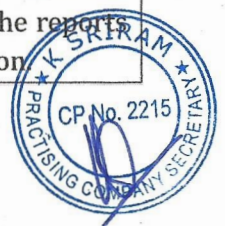
Dear Sir,

Sub: Remote E-voting (Prior to and at the Annual General Meeting (AGM)), in respect of your Company's 28th Annual General Meeting (AGM) on 29th July 2020 through Video Conferencing (VC) / Other Audio Visual Means (OAVM) – submission of Consolidated Scrutiniser's report

I have, vide resolution passed by your Board of Directors on 28th May 2020, been **appointed to act as the Scrutiniser** for the above remote e-voting processes, in connection with the said AGM. I submit my report as under:

1. Since the Company's equity shares are listed on the National Stock Exchange of India Limited (**NSE**) and the BSE Limited (**BSE**), the Company has provided remote e-voting facility, prior to and at the AGM, in terms of Section 108 of the Companies Act, 2013 (**the Act**), Rule 20 of the Companies (Management and Administration) Rules, 2014 (**the Rules**), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**LODR**), Ministry of Corporate Affairs (MCA) circulars dated 5th May 2020, 8th April 2020 and 13th April, 2020 and SEBI circular dated 12th May 2020 in respect of **all the Four (4) resolutions to be passed at the 28th AGM.**
2. The items of business set out in the notice convening the AGM and covered by the remote e-voting (Prior to and at the AGM) were as follows:

Item No.	Nature of business	Type of resolution	Subject matter
1	Ordinary	Ordinary	Adoption of both standalone and consolidated audited financial statements of the Company for the financial year ended 31 st March 2020 together with the reports of the Board of Directors and Auditors thereon



TVS Motor Company Limited - 28th AGM on 29th July 2020
Consolidated Scrutiniser's report on remote e-voting process prior to and at the AGM

Item No.	Nature of business	Type of resolution	Subject matter
2	Ordinary	Ordinary	Re-appointment of Dr. Lakshmi Venu (DIN: 02702020) as director, who retires by rotation.
3	Special	Special	Re-appointment of Mr. H Lakshmanan (DIN: 00057973) as director, who retires by rotation.
4	Special	Ordinary	Ratification of the remuneration of Rs.6 lakhs payable to Mr. A N Raman (Membership No. 5359), Practising Cost Accountant, as Cost Auditor for the financial year 2020-21.

3. National Securities Depository Limited (NSDL), the recognized agency selected by your Company to provide the e-voting platform for the remote e-voting process, allotted E-voting Event Number (EVEN) **113066** for the same. NSDL also provided the web-based platform for the conduct of the AGM through VC/ OAVM.
4. Sundaram-Clayton Limited, being your Company's Share Transfer Agent (**RTA**), maintains and provides the records relating to the members of the Company.
5. Notice convening the 28th AGM (along with the Annual report for the financial year ended 31st March 2020) was sent:
 - (a) To 1,27,300 members through e-mail (by NSDL) on 6th July, 2020, whose e-mail addresses were registered with the Company/Depositories, out of 1,48,011 members (including members whose shares were lying in the TVS Motor Company Limited Unclaimed Suspense Account) as on 30th June 2020. Physical copies of the Notice and Annual report were not sent to the members, as provided in the above-referred MCA circulars and SEBI circular. The Company had also subsequently sent soft copy of the Notice and Annual Report to 2 members upon registering their e-mail address.
 - (b) To the Directors, Auditors and Secretarial Auditors on 6th July 2020.
 - (c) To NSE and BSE on 6th July 2020.
6. The prescribed particulars with regard to the remote e-voting process were duly **advertised on 7th July 2020 in** Business Standard and Business Line (in English) and Dinamani (in Tamil). The advertisement also stated the manner in which the members who had not registered their e-mail address could register the same with the Company.
7. **22nd July 2020** was fixed as the **cut-off date** for determining the eligibility to vote through remote e-voting prior to and at the AGM.
8. As on the cut-off date, the Company's paid-up equity share capital consisted of 47,50,87,114 equity shares of Re.1/- each. This included:



TVS Motor Company Limited - 28th AGM on 29th July 2020
Consolidated Scrutiniser's report on remote e-voting process prior to and at the AGM

- (a) 1,12,072 equity in TVS Motor Company Limited Unclaimed Suspense Account (*Unclaimed suspense*) on which voting rights were frozen in terms of Schedule VI of LODR.
- (b) 13,63,920 equity shares transferred under Section 124(6) of the Act and lying in the demat account of Investor Education and Protection Fund Authority, Ministry Of Corporate Affairs (IEPF).
9. The remote e-voting facility prior to the AGM was available from **9.00 A.M. on 26th July 2020 to 5.00 P.M. on 28th July 2020.**
10. The AGM of the Company was convened through VC/OAVM on Wednesday, the **29th July 2020 at 10.00 A.M.**, pursuant to above-referred MCA circulars and SEBI circular.
11. The remote e-voting facility at the AGM was made available by NSDL during the AGM and until 15 minutes after conclusion of the AGM proceedings, to enable the members present at the AGM through VC/OAVM and who did not cast their vote through remote e-voting prior to the AGM, to exercise their voting rights.
12. On completion of the remote e-voting at the AGM, I unblocked the vote cast through remote e-voting, both prior to and at the AGM, in the presence of two witnesses not in the employment of the Company.
13. I have **scrutinised all the votes cast** electronically through remote e-voting prior to and at the AGM and validated the same with the list of members and their shareholding as on the cut-off date.
14. I have also verified and confirmed that no voting rights had been exercised in respect of the equity shares in Unclaimed Suspense and IEPF.
15. I have recorded particulars of the votes cast through remote e-voting in a separate register maintained by me in electronic form.
16. The combined results of voting through remote e-voting prior to and at the AGM are as under:

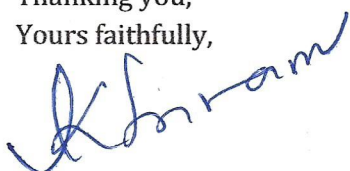
Item No.	Total valid ballots/votes		Valid ballots/ votes in favour of the resolution			Valid ballots/ votes against the resolution		
	Ballots	Votes cast	Ballots	Votes cast	% of votes	Ballots	Votes cast	% of votes
1	523	415345482	511	415344514	99.9998%	12	968	0.0002%
2	520	399162116	448	392005054	98.2070%	72	7157062	1.7930%
3	519	415356169	455	413739650	99.6108%	64	1616519	0.3892%
4	520	415357076	487	415351093	99.9986%	33	5983	0.0014%



TVS Motor Company Limited - 28th AGM on 29th July 2020
Consolidated Scrutiniser's report on remote e-voting process prior to and at the AGM

17. All the Four (4) resolutions, three (3) ordinary resolutions and one (1) special resolution have been passed with the requisite majority on the date of the AGM, namely 29th July 2020. You may declare the results accordingly.

Thanking you,
Yours faithfully,



K SRIRAM
Practising Company Secretary (C.P. No. 2215)
Scrutiniser

UDIN: F006312B000524753