

TVS Motor Company Limited

Results of voting through electronic means and physical ballot

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

Resolution 1	Adoption of audited financial statements (standalone and consolidated) and reports of the Board of Directors and the Auditors for the year ended 31 st March 2016.
Resolution required: (Ordinary/ Special)	Ordinary
Whether promoter / promoter group are interested in the agenda / resolution?	No

Category	Mode of Voting	No. of shares held (1)	No. of votes casted (2)	% of Votes casted on outstanding shares (3)=[(2)/(1)]*100	No. of Votes in favour (4)	No. of Votes against (5)	% of Votes in favour on votes casted (6)=[(4)/(2)]*100	% of Votes against on votes casted (7)=[(5)/(2)]*100
Promoter and Promoter Group	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	-
Public- Institutions	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	-
Public- Non Institutions	E-Voting		5,989,273	9.89	5,989,273	-	100.00	-
	Poll		49,235	0.08	49,235	-	100.00	-
	Total	60,583,359	6,038,508	9.97	6,038,508	-	100.00	-
Total		475,087,114	394,647,982	83.07	394,647,982	-	100.00	-



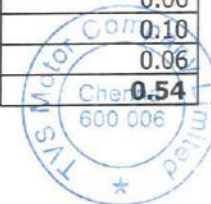
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Resolution 2	Re-appointment of Mr H Lakshmanan (DIN: 00057973), as a director liable to retire by rotation.
Resolution required: (Ordinary/ Special)	Ordinary
Whether promoter / promoter group are interested in the agenda / resolution?	No

Category	Mode of Voting	No. of shares held (1)	No. of votes casted (2)	% of Votes casted on outstanding shares (3)=[(2)/(1)]*100	No. of Votes in favour (4)	No. of Votes against (5)	% of Votes in favour on votes casted (6)=[(4)/(2)]*100	% of Votes against on votes casted (7)=[(5)/(2)]*100
Promoter and Promoter Group	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	-
Public-Institutions	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
Public- Non Institutions	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
Total		475,087,114	394,646,152	83.07	392,266,055	2,380,097	99.40	0.60

Resolution 3	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.
Resolution required: (Ordinary/ Special)	Ordinary
Whether promoter / promoter group are interested in the agenda / resolution?	No

Category	Mode of Voting	No. of shares held (1)	No. of votes casted (2)	% of Votes casted on outstanding shares (3)=[(2)/(1)]*100	No. of Votes in favour (4)	No. of Votes against (5)	% of Votes in favour on votes casted (6)=[(4)/(2)]*100	% of Votes against on votes casted (7)=[(5)/(2)]*100
Promoter and Promoter Group	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	-
Public-Institutions	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
Public- Non Institutions	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
Total		475,087,114	394,646,839	83.07	392,527,502	2,119,337	99.46	0.54



Resolution 4	Variation in the terms of remuneration to Mr Venu Srinivasan, Chairman and Managing Director (DIN 00051523), with effect from 1 st April 2016.
Resolution required: (Ordinary/ Special)	Ordinary
Whether promoter / promoter group are interested in the agenda / resolution?	No

Category	Mode of Voting	No. of shares held (1)	No. of votes casted (2)	% of Votes casted on outstanding shares (3)=[(2)/(1)]*100	No. of Votes in favour (4)	No. of Votes against (5)	% of Votes in favour on votes casted (6)=[(4)/(2)]*100	% of Votes against on votes casted (7)=[(5)/(2)]*100
Promoter and Promoter Group	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	-
Public-Institutions	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
Public- Non Institutions	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
Total		475,087,114	394,645,827	83.07	362,870,858	31,774,969	91.95	8.05

Resolution 5	Revision in the terms of remuneration to Mr Sudarshan Venu, Joint Managing Director (DIN 03601690), with effect from 1 st April 2015.
Resolution required: (Ordinary/ Special)	Ordinary
Whether promoter / promoter group are interested in the agenda / resolution?	No

Category	Mode of Voting	No. of shares held (1)	No. of votes casted (2)	% of Votes casted on outstanding shares (3)=[(2)/(1)]*100	No. of Votes in favour (4)	No. of Votes against (5)	% of Votes in favour on votes casted (6)=[(4)/(2)]*100	% of Votes against on votes casted (7)=[(5)/(2)]*100
Promoter and Promoter Group	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	-
Public-Institutions	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
Public- Non Institutions	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
Total		475,087,114	394,389,255	83.01	360,782,548	33,606,707	91.48	8.52



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

Category	Mode of Voting	No. of shares held (1)	No. of votes casted (2)	% of Votes casted on outstanding shares (3)=[(2)/(1)]*100	No. of Votes in favour (4)	No. of Votes against (5)	% of Votes in favour on votes casted (6)=[(4)/(2)]*100	% of Votes against on votes casted (7)=[(5)/(2)]*100
Promoter and Promoter Group	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	-
Public-Institutions	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	-
Public- Non Institutions	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
Total		475,087,114	394,647,932	83.07	394,642,021	5,911	100.00	0.00



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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]

2nd August 2016

To,
The Chairman of the 24th 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 24th Annual General meeting (AGM) on 2nd August 2016 - submission of Scrutiniser's report

Your Board of Directors have, vide resolution passed on 3rd 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 31st 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 28th June 2016, as set out below:
 - (a) Through e-mail (sent by NSDL) to 74,929 members on 6th July 2016.
 - (b) Through registered parcel/ speed post (sent by Sundaram-Clayton Limited, the share transfer agent) to 36,004 members, from 3rd to 6th 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 13th July 2016.
3. Notice convening the 24th AGM (along with the Annual report for the year ended 31st March 2016) was sent to the Directors, Auditors, Secretarial Auditors and Cost Auditor on 13th July 2016. The notice was also submitted to the stock exchanges in which the Company's shares are listed on 8th July 2016.
4. The prescribed particulars with regard to the remote e-voting process were duly advertised on 7th July 2016 in Business Standard (in English) and Dinamani (in Tamil).
5. **26th 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.

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TVS Motor Company Limited-24th AGM on 2nd 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 st 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 (<i>Firm Registration No. No.109208W</i>), 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 (<i>DIN 00051523</i>), with effect from 1 st April 2016.
5.	Ordinary	Revision in the terms of remuneration to Mr. Sudarshan Venu, Joint Managing Director (<i>DIN 03601690</i>), with effect from 1 st 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.



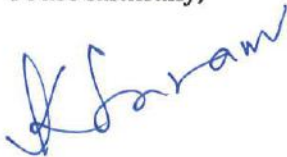
TVS Motor Company Limited-24th AGM on 2nd August 2016
Scrutiniser's report on remote e-voting and ballot process at the AGM

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 2nd August 2016. You may declare the results accordingly.

Thanking you,
Yours faithfully,



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

