

Annexure -I

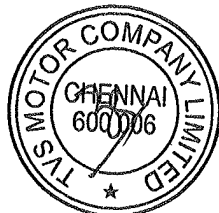
Summary of Proceedings of the 27th Annual General Meeting

The 27th Annual General Meeting (AGM) of the members of TVS Motor Company Limited ("the Company") was held on Monday, July 22, 2019 at 10.00 A.M. at 'The Music Academy' New No.168 (Old No.306), T.T.K. Road, Royapettah Chennai 600 014. Mr Venu Srinivasan, Chairman and Managing director occupied the chair. The requisite quorum being present, the Chairman called the meeting to order. Chairman informed that Mr C R Dua and Dr. Lakshmi Venu, directors of the Company did not attend the meeting due to personal reasons. He also informed the members that Mr T Kannan, Chairman of Audit Committee and Nomination and Remuneration Committee was present at the meeting. Due to demise of Mr R Ramakrishnan, Chairman of Stakeholders Relationship Committee (SRC), Mr Venu Srinivasan, member of SRC represented the said Committee. The 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 27th AGM were transacted:

1. Adoption of the Audited Financial Statements (standalone & consolidated) of the Company for the year ended 31st March 2019 and the reports of the Board of Directors and the Auditors;
2. Re-appointment of Mr Sudarshan Venu as director, who retires by rotation;
3. Re-appointment of Mr Rajesh Narasimhan as director, who retires by rotation;
4. Approving the appointment of Mrs Lalita D Gupte as an independent director of the Company for the first term of 5 consecutive years with effect from 23rd October 2018;



5. Approving the appointment of Mr K N Radhakrishnan as a Director of the Company, liable to retire by rotation;
6. Approving the appointment of Mr R Gopalan as an independent director of the Company for the first term of 5 consecutive years with effect from 30th April 2019; and
7. Ratification of remuneration payable to Mr A N Raman, Practising Cost Accountant as Cost Auditor for the financial year 2019-20.

Clarifications were provided to the queries raised by the members.

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 19th July 2019 (9.00 A.M.) to 21st July 2019 (5.00 P.M.) and that there will be no voting by show of hands at the meeting. Chairman also informed the members that the ballot papers were distributed to the members present at the AGM hall. Members who have not cast their votes electronically were advised to avail 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 11.20 A.M.

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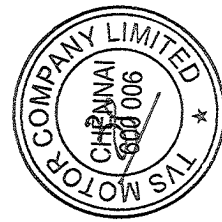


Results of voting through electronic means and physical ballot

Date of the AGM	22nd July 2019
Total number of shareholders on record date	1,37,692
No. of shareholders present in the meeting either in person or through proxy:	
Promoters and Promoter Group:	1
Public:	3565
No. of Shareholders attended the meeting through Video Conferencing	
Promoters and Promoter Group:	Nil
Public	

Resolution 1	Adoption of audited financial statements including the consolidated financial statements of the Company for the financial year ended 31 st March 2019 together with the reports of the Board of Directors' and Auditors' thereon.
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 cast (2)	% of Votes cast on outstanding shares (3)=[(2)/(1)]*100	No. of Votes in favour (4)	No. of Votes against (5)	% of Votes in favour on votes cast (6)=[(4)/(2)]*100	% of Votes against on votes cast (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting		27,26,82,786	100.00	27,26,82,786	-	100.00	-
	Poll		-	-	-	-	-	-
	Total	27,26,82,786	27,26,82,786	100.00	27,26,82,786	-	100.00	-
Public- Institutions	E-Voting		10,92,82,099	71.47	10,92,82,099	-	100.00	-
	Poll		-	-	-	-	-	-
	Total	15,29,06,060	10,92,82,099	71.47	10,92,82,099	-	100.00	-
Public- Non Institutions	E-Voting		48,43,824	9.79	48,43,824	-	100.00	-
	Poll		51,529	0.10	51,527	2	100.00	0.00
	Total	4,94,98,268	48,95,353	9.89	48,95,351	2	100.00	0.00
Total		47,50,87,114	38,68,60,238	81.43	38,68,60,236	2	100.00	0.00

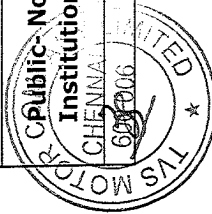


Resolution 2	Re-appointment of Mr.Sudarshan Venu as director, who retires by rotation.
Resolution required: (Ordinary/ Special)	Ordinary
Whether promoter / promoter group are interested in the agenda / resolution?	No

Category	Mode of Voting	No. of shares held (1)	No. of votes cast (2)	% of Votes cast on outstanding shares (3)=[(2)/(1)]*100	No. of Votes in favour (4)	No. of Votes against (5)	% of Votes in favour on votes cast (6)=[(4)/(2)]*100	% of Votes against on votes cast (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting		27,26,82,786	100.00	27,26,82,786	-	100.00	-
	Poll		-	-	-	-	-	-
	Total	27,26,82,786	27,26,82,786	100.00	27,26,82,786	-	100.00	-
Public-Institutions	E-Voting		10,93,07,099	71.49	10,89,14,698	3,92,401	99.64	0.36
	Poll		-	-	-	-	-	-
	Total	15,29,06,060	10,93,07,099	71.49	10,89,14,698	3,92,401	99.64	0.36
Public- Non Institutions	E-Voting		48,43,824	9.79	48,43,590	234	100.00	0.00
	Poll		51,529	0.10	50,687	842	98.37	1.63
	Total	4,94,98,268	48,95,353	9.89	48,94,277	1,076	99.98	0.02
Total		47,50,87,114	38,68,85,238	81.43	38,64,91,761	3,93,477	99.90	0.10

Resolution 3	Re-appointment of Mr Rajesh Narasimhan as director, who retires 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 cast (2)	% of Votes cast on outstanding shares (3)=[(2)/(1)]*100	No. of Votes in favour (4)	No. of Votes against (5)	% of Votes in favour on votes cast (6)=[(4)/(2)]*100	% of Votes against on votes cast (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting		27,26,82,786	100.00	27,26,82,786	-	100.00	-
	Poll		-	-	-	-	-	-
	Total	27,26,82,786	27,26,82,786	100.00	27,26,82,786	-	100.00	-
Public-Institutions	E-Voting		10,93,07,099	71.49	10,89,14,698	3,92,401	99.64	0.36
	Poll		-	-	-	-	-	-
	Total	15,29,06,060	10,93,07,099	71.49	10,89,14,698	3,92,401	99.64	0.36
Public- Non Institutions	E-Voting		48,43,801	9.79	48,43,540	261	99.99	0.01
	Poll		51,531	0.10	51,479	52	99.90	0.10
	Total	4,94,98,268	48,95,332	9.89	48,95,019	313	99.99	0.01
Total		47,50,87,114	38,68,85,217	81.43	38,64,92,503	3,92,714	99.90	0.10

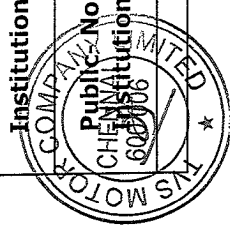


Resolution 4	Approving the appointment of Mrs Lalita D Gupte as an independent director of the Company for the first term of 5 consecutive years with effect from 23rd October 2018.
Resolution required: (Ordinary/ Special)	Ordinary
Whether promoter / promoter group are interested in the agenda / resolution?	No

Category	Mode of Voting	No. of shares held (1)	No. of votes cast (2)	% of Votes cast on outstanding shares (3)=[(2)/(1)]*100	No. of Votes in favour (4)	No. of Votes against (5)	% of Votes in favour on votes cast (6)=[(4)/(2)]*100	% of Votes against on votes cast (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting		27,26,82,786	100.00	27,26,82,786	-	100.00	-
	Poll		-	-	-	-	-	-
	Total	27,26,82,786	27,26,82,786	100.00	27,26,82,786	-	100.00	-
Public- Institutions	E-Voting		10,93,07,099	71.49	10,88,78,718	4,28,381	99.61	0.39
	Poll		-	-	-	-	-	-
	Total	15,29,06,060	10,93,07,099	71.49	10,88,78,718	4,28,381	99.61	0.39
Public- Non Institutions	E-Voting		48,43,804	9.79	48,43,592	212	100.00	0.00
	Poll		44,531	0.09	44,479	52	99.88	0.12
	Total	4,94,98,268	48,88,335	9.88	48,88,071	264	99.99	0.01
Total		47,50,87,114	38,68,78,220	81.43	38,64,49,575	4,28,645	99.89	0.11

Resolution 5	Approving the appointment of Mr K N Radhakrishnan as a Director of the Company, liable to retire by rotation.
Resolution required: (Ordinary/ Special)	Ordinary
Whether promoter / promoter group are interested in the agenda /	No

Category	Mode of Voting	No. of shares held (1)	No. of votes cast (2)	% of Votes cast on outstanding shares (3)=[(2)/(1)]*100	No. of Votes in favour (4)	No. of Votes against (5)	% of Votes in favour on votes cast (6)=[(4)/(2)]*100	% of Votes against on votes cast (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting		27,26,82,786	100.00	27,26,82,786	-	100.00	-
	Poll		-	-	-	-	-	-
	Total	27,26,82,786	27,26,82,786	100.00	27,26,82,786	-	100.00	-
Public- Institutions	E-Voting		10,93,07,099	71.49	10,91,22,537	1,84,562	99.83	0.17
	Poll		-	-	-	-	-	-
	Total	15,29,06,060	10,93,07,099	71.49	10,91,22,537	1,84,562	99.83	0.17
Public- Non Institutions	E-Voting		48,43,814	9.79	48,43,736	78	100.00	0.00
	Poll		44,531	0.09	44,509	22	99.95	0.05
	Total	4,94,98,268	48,88,345	9.88	48,88,245	100	100.00	0.00
Total		47,50,87,114	38,68,78,230	81.43	38,66,93,568	1,84,662	99.95	0.05



Resolution 6 Approving the appointment of Mr R Gopalan as an independent director of the Company for the first term of 5 consecutive years with effect from 30th April 2019.

Resolution required: (Ordinary/ Special)

Ordinary

Whether promoter / promoter group are interested in the agenda /

No

Category	Mode of Voting	No. of shares held (1)	No. of votes cast (2)	% of Votes cast on outstanding shares (3)=[(2)/(1)]*100	No. of Votes in favour (4)	No. of Votes against (5)	% of Votes in favour on votes cast (6)=[(4)/(2)]*100	% of Votes against on votes cast (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting		27,26,82,786	100.00	27,26,82,786	-	100.00	-
	Poll		-	-	-	-	-	-
	Total	27,26,82,786	27,26,82,786	100.00	27,26,82,786	-	100.00	-
Public- Institutions	E-Voting		10,93,07,099	71.49	10,93,07,099	-	100.00	-
	Poll		-	-	-	-	-	-
	Total	15,29,06,060	10,93,07,099	71.49	10,93,07,099	-	100.00	-
Public- Non Institutions	E-Voting		48,43,823	9.79	48,43,587	236	100.00	0.00
	Poll		44,531	0.09	44,529	2	100.00	0.00
	Total	4,94,98,268	48,88,354	9.88	48,88,116	238	100.00	0.00
Total		47,50,87,114	38,68,78,239	81.43	38,68,78,001	238	100.00	0.00

Resolution 7

Ratification of remuneration payable to Mr A N Raman, Practising Cost Accountant as Cost Auditor for the financial year 2019-20.

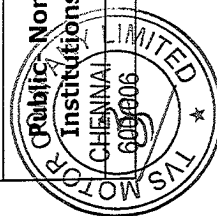
Resolution required: (Ordinary/ Special)

Ordinary

Whether promoter / promoter group are interested in the agenda /

No

Category	Mode of Voting	No. of shares held (1)	No. of votes cast (2)	% of Votes cast on outstanding shares (3)=[(2)/(1)]*100	No. of Votes in favour (4)	No. of Votes against (5)	% of Votes in favour on votes cast (6)=[(4)/(2)]*100	% of Votes against on votes cast (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting		27,26,82,786	100.00	27,26,82,786	-	100.00	-
	Poll		-	-	-	-	-	-
	Total	27,26,82,786	27,26,82,786	100.00	27,26,82,786	-	100.00	-
Public- Institutions	E-Voting		10,93,07,099	71.49	10,93,07,099	-	100.00	-
	Poll		-	-	-	-	-	-
	Total	15,29,06,060	10,93,07,099	71.49	10,93,07,099	-	100.00	-
Public- Non Institutions	E-Voting		48,43,824	9.79	48,42,939	885	99.98	0.02
	Poll		44,504	0.09	44,502	2	100.00	0.00
	Total	4,94,98,268	48,88,328	9.88	48,87,441	887	99.98	0.02
Total		47,50,87,114	38,68,78,213	81.43	38,68,77,326	887	100.00	0.00





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

Consolidated Scrutiniser's Report

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

22nd July 2019

To,
The Chairman,
TVS Motor Company Limited
"Jayalakshmi Estates", 29, Haddows Road,
Chennai - 600 006

Dear Sir,

Sub: Remote E-voting and ballot process in respect of your Company's 27th Annual General Meeting (AGM) on 22nd July 2019 - submission of Consolidated Scrutiniser's report

I have, vide resolution passed by your Board of Directors on 30th April 2019, been **appointed to act as the Scrutiniser** for the above remote e-voting and ballot process, 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 in terms of Section 108 of the Companies Act, 2013 (**the Act**), Rule 20 of the Companies (Management and Administration) Rules, 2014 (**the Rules**) and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**LODR**), in respect of **all the seven (7) ordinary resolutions to be passed at the 27th AGM.**
2. The items of business set out in the notice convening the AGM and covered by the remote e-voting/ ballot process were:

Item No.	Nature of business	Type of resolution	Subject matter
1	Ordinary	Ordinary	Adoption of standalone and consolidated audited financial statements for the financial year ended 31 st March 2019 together with the reports of the Board of Directors and Auditors thereon.
2	Ordinary	Ordinary	Re-appointment of Mr. Sudarshan Venu (DIN: 03601690), who retires by rotation, as a director.
3	Ordinary	Ordinary	Re-appointment of Mr. Rajesh Narasimhan (DIN: 07824276), who retires by rotation, as a director.
4	Special	Ordinary	Approving the appointment of Mrs. Lalita D Gupte (DIN: 00043559) as an Independent Director for her first term of five (5) consecutive years from 23 rd October 2018.

TVS Motor Company Limited- 27th AGM on 22nd July 2019
Consolidated Scrutiniser's report on remote e-voting and ballot process at the AGM

Item No.	Nature of business	Type of resolution	Subject matter
5	Special	Ordinary	Appointment of Mr. K N Radhakrishnan (DIN: 02599393) as a director, subject to retirement by rotation.
6	Special	Ordinary	Approving the appointment of Mr. R Gopalan (DIN: 01624555) as an Independent Director for his first term of five (5) consecutive years from 30 th April 2019.
7	Special	Ordinary	Ratification of the remuneration of Rs.6 lakhs payable to Mr. A N Raman, Practising Cost Accountant as Cost Auditor for the financial year 2019-20.

3. National Securities Depository Limited (NSDL), the recognized agency selected by your Company to provide a secure e-voting platform for the remote e-voting process, allotted E-voting Event Number (EVEN) **110824** for the same.
4. Sundaram-Clayton Limited, being your Company's Share Transfer Agent (**RTA**), maintains and provided the records relating to the members of the Company.
5. Notice convening the 27th AGM (along with the Annual report for the financial year ended 31st March 2019) was sent:
 - (a) To all the members (as on 18th June 2019) and shareholders whose shares were lying in the TVS Motor Company Limited Unclaimed Suspense Account:
 - (i) Through e-mail (sent by NSDL) to 1,16,452 members on **25th June, 2019**.
 - (ii) Through registered parcel/ speed post/ airmail (by RTA) to 35,791 members, **between 21st June 2019 and 27th June 2019**.
 - (b) To the Directors, Auditors and Secretarial Auditors by courier on **21st June 2019**; and
 - (c) To NSE and BSE on **21st June 2019**.
6. The prescribed particulars with regard to the remote e-voting process were duly **advertised on 26th June 2019** in Business Standard (in English) and Dinamani (in Tamil).
7. Notice of the AGM, the Annual Report and financial statements of all the subsidiaries for the financial year ended 31st March 2019 were also disseminated in the Company's website.
8. **15th July 2019** was fixed as the **cut-off date** for determining the eligibility to vote either through remote e-voting or through ballot process at the AGM venue.
9. 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
 - (a) 1,40,108 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) 12,96,332 equity shares transferred under section 124(6) of the Act and lying in the folio of Investor Education and Protection Fund Authority Ministry of Corporate Affairs (IEPF) in demat form; and



TVS Motor Company Limited- 27th AGM on 22nd July 2019
Consolidated Scrutiniser's report on remote e-voting and ballot process at the AGM

- (c) 12,922 equity shares transferred under section 124(6) of the Act and lying in the folio of IEPF Authority Ministry of Corporate Affairs in physical form.
10. The remote e-voting facility was available from **9.00 am on 19th July 2019 to 5.00 pm on 21st July 2019.**
 11. The **AGM was held** on Monday, the **22nd July 2019** at **10.00 am** at the Music Academy, New No. 168 (Old No. 306), T.T.K Road, Royapettah, Chennai- 600 014.
 12. Two empty ballot boxes used for the ballot process at the AGM venue were displayed and locked in my presence.
 13. Ballot process was carried out at the AGM venue by distributing ballot papers to enable those members attending the 27th AGM in person or through proxy, who had not voted through remote e-voting to exercise their voting rights.
 14. On completion of the voting at 11.20 am, I opened both the ballot boxes and took possession of the ballots for verification. Subsequently, I also unblocked the votes cast through remote e-voting in the presence of two witnesses not in the employment of the Company.
 15. I have **scrutinized all the votes cast** through remote e-voting (in the NSDL platform) and in the ballot process (at the AGM venue) and validated the same with the list of members and their holding as on the cut-off date.
 16. I have also verified and confirmed that no voting rights had been exercised in respect of the equity shares in Unclaimed Suspense and IEPF.
 17. I have recorded particulars of the votes cast through remote e-voting and in the ballot process in a separate register maintained by me in electronic form.
 18. The participation of members in the voting was as follows:
 - (a) 256 members participated in the remote e-voting process; and
 - (b) 112 ballots were cast in the ballot process at the AGM venue.
 19. While all the electronic ballots cast through the secure platform provided by NSDL were considered as valid. Twenty-eight (28) **ballot papers cast at the AGM venue** were treated as **invalid** for various reasons indicated below:
 - (a) Voted through remote e-voting as well as through ballot process
 - (b) Number of shares for which voting rights exercised were not mentioned
 - (c) Assent/ dissent was not indicated
 - (d) Signature did not match with specimen on record
 - (e) Folio number was wrongly mentioned or not mentioned
 - (f) Incomplete details filled up
 - (g) Attendance at AGM venue not recorded by the shareholder exercising the ballot

