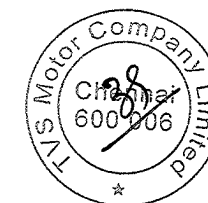


Results of voting through electronic means and physical ballot

Date of the AGM	7 th August 2018
Total number of shareholders on record date	133,488
No. of shareholders present in the meeting either in person or through proxy: Promoters and Promoter Group: Public:	1 3559
No. of Shareholders attended the meeting through Video Conferencing Promoters and Promoter Group: Public	Nil

Resolution 1	Adoption of audited financial statements including the consolidated financial statements of the Company for the financial year ended 31 st March 2018 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		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		133,136,099	89.75	133,136,099	-	100.00	-
	Poll		-	-	-	-	-	-
	Total	148,343,586	133,136,099	89.75	133,136,099	-	100.00	-
Public- Non Institutions	E-Voting		5,253,608	9.72	5,253,429	179	100.00	0.00
	Poll		35,217	0.07	35,217	-	100.00	-
	Total	54,060,742	5,288,825	9.78	5,288,646	179	100.00	0.00
Total		475,087,114	411,107,710	86.53	411,107,531	179	100.00	0.00

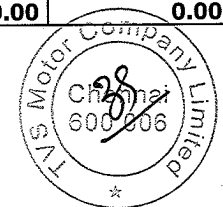


Resolution 2	Re-appointment of Dr.Lakshmi Venu as director, who retires by rotation.
Resolution required: (Ordinary/ Special)	Ordinary
Whether promoter / promoter group are interested in the agenda / resolution?	No

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		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		133,136,099	89.75	133,136,099	-	100.00	-
	Poll		-	-	-	-	-	-
	Total	148,343,586	133,136,099	89.75	133,136,099	-	100.00	0.00
Public- Non Institutions	E-Voting		5,253,513	9.72	5,242,276	11,237	99.79	0.21
	Poll		35,317	0.07	35,317	-	100.00	-
	Total	54,060,742	5,288,830	9.78	5,277,593	11,237	99.79	0.21
Total		475,087,114	411,107,715	86.53	411,096,478	11,237	100.00	0.00

Resolution 3	Approving the re-appointment of M/s. V Sankar Aiyar & Co. Chartered Accountants, Mumbai as Statutory Auditors for the second term of five consecutive years from the conclusion of this Annual General Meeting (AGM) till the conclusion of the 31 st AGM and fixing their remuneration.
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		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		133,136,099	89.75	133,136,099	-	100.00	-
	Poll		-	-	-	-	-	-
	Total	148,343,586	133,136,099	89.75	133,136,099	-	100.00	-
Public- Non Institutions	E-Voting		5,253,608	9.72	5,242,399	11,209	99.79	0.21
	Poll		35,317	0.07	33,867	1,450	95.89	4.11
	Total	54,060,742	5,288,925	9.78	5,276,266	12,659	99.76	0.24
Total		475,087,114	411,107,810	86.53	411,095,151	12,659	100.00	0.00



Resolution 4	Approving the re-appointment of Mr H Lakshmanan as director, who retires by rotation.
Resolution required: (Ordinary/ Special)	Special
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		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		133,136,099	89.75	131,849,040	1,287,059	99.03	0.97
	Poll		-	-	-	-	-	-
	Total	148,343,586	133,136,099	89.75	131,849,040	1,287,059	99.03	0.97
Public- Non Institutions	E-Voting		5,253,348	9.72	5,236,015	17,333	99.67	0.33
	Poll		35,317	0.07	35,207	110	99.69	0.31
	Total	54,060,742	5,288,665	9.78	5,271,222	17,443	99.67	0.33
Total		475,087,114	411,107,550	86.53	409,803,048	1,304,502	99.68	0.32

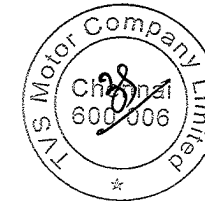
Resolution 5	Approving the appointment of Mr. Rajesh Narasimhan as a Director of the Company, liable to retire by rotation.
Resolution required: (Ordinary/ Special)	Ordinary
Whether promoter / promoter group are interested in the agenda /	No

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		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		133,136,099	89.75	133,136,099	-	100.00	-
	Poll		-	-	-	-	-	-
	Total	148,343,586	133,136,099	89.75	133,136,099	-	100.00	-
Public- Non Institutions	E-Voting		5,253,588	9.72	5,243,469	10,119	99.81	0.19
	Poll		35,217	0.07	35,207	10	99.97	0.03
	Total	54,060,742	5,288,805	9.78	5,278,676	10,129	99.81	0.19
Total		475,087,114	411,107,690	86.53	411,097,561	10,129	100.00	0.00



Resolution 6	Ratification of remuneration payable to Mr A N Raman, Practising Cost Accountant as Cost Auditor for the financial year 2018-19.	
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		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		133,136,099	89.75	133,136,099	-	100.00	-
	Poll		-	-	-	-	-	-
	Total	148,343,586	133,136,099	89.75	133,136,099	-	100.00	-
Public- Non Institutions	E-Voting		5,253,603	9.72	5,245,087	8,516	99.84	0.16
	Poll		35,317	0.07	35,297	20	99.94	0.06
	Total	54,060,742	5,288,920	9.78	5,280,384	8,536	99.84	0.16
Total		475,087,114	411,107,805	86.53	411,099,269	8,536	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]

7th August 2018

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

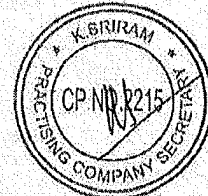
Dear Sir,

Sub: E-voting and ballot process in respect of your Company's 26th Annual General meeting (AGM) on 7th August 2018 - submission of Consolidated Scrutiniser's report

I have, vide resolution passed by your Board of Directors on 16th May 2018, been appointed to act as the Scrutiniser for the remote e-voting and ballot 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 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 six (6) resolutions proposed to be passed at the 26th 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 audited financial statements including the consolidated financial statements of the Company for the financial year ended 31 st March 2018 together with the reports of the Board of Directors and the Auditors thereon.
2.	Ordinary	Ordinary	Re-appointment of Dr. Lakshmi Venu (DIN: 02702020) as director, who retires by rotation.

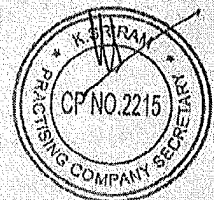


"SHRESHTAM", Old No.17, New No.16, Pattammal Street, Mandaveli, Chennai - 600 028.
(044) 42074012/ 24611440 sriram.krishnamurthy@rediffmail.com

TVS Motor Company Limited - 26th AGM on 7th August 2018
Consolidated Scrutiniser's report on remote e-voting and ballot process at the AGM

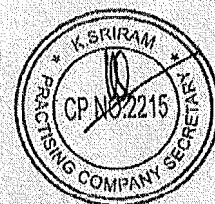
Item No.	Nature of business	Type of resolution	Subject matter
3.	Ordinary	Ordinary	Re-appointment of M/s. V Sankar Aiyar & Co., Chartered Accountants, Mumbai, having firm registration No. 109208W, as Statutory Auditors of the Company for the second term of five consecutive years from the conclusion of the 26 th AGM upto the conclusion of the 31 st AGM and authorising the Board to fix their remuneration.
4.	Special	Special	Re-appointment of Mr. H Lakshmanan (DIN: 00057973) as director, who retires by rotation.
5.	Special	Ordinary	Appointment of Mr. Rajesh Narasimhan (DIN: 07824276) as director, who retires by rotation.
6.	Special	Ordinary	Ratification of remuneration of Rs.5 lakhs payable to Mr. A N Raman, Practising Cost Accountant (Membership No.5359), as Cost Auditor for the financial year 2018-19.

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) **108659** for the same.
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 AGM (along with the Annual report for the financial year ended 31st March 2018) was sent to the members, directors and auditors in terms of Section 101 of the Act in the manner indicated below:
 - (a) To members (including shareholders whose shares were lying in TVS Motor Company Limited Unclaimed Suspense Account) of the Company as on 3rd July 2018:
 - (i) Through e-mail (sent by NSDL) to 1,06,079 members on **13th July 2018**.
 - (ii) Through registered parcel/ speed post/ airmail (by RTA) to 26,021 members, between 11th July 2018 and **13th July 2018**.
 - (iii) Through e-mail (wherever available) as well as through registered parcel / speed post, to 11,141 members residing in Chennai [included in both (i) and (ii) above] between 11th July 2018 and **13th July 2018**.
 - (iv) Through registered parcel/ airmail to 8,673 members, in respect of whom the e-mails sent by NSDL were returned undelivered, on 27th July 2018.
 - (b) To Directors, Auditors and Secretarial Auditors by hand-delivery/ courier on 17th July 2018.
6. The prescribed particulars with regard to the remote e-voting process were duly **advertised on 14th July 2018** in Business Standard (in English) and Dinamani (in Tamil).
7. Notice of the AGM was also sent to NSE and BSE on **16th July 2018** as required under Regulation 30 of LODR.



TVS Motor Company Limited - 26th AGM on 7th August 2018
Consolidated Scrutiniser's report on remote e-voting and ballot process at the AGM

8. **31st July 2018** 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 ₹1/- each. This included:
 - (a) 1,66,780 equity shares in TVS Motor Company Limited Unclaimed Suspense Account (*Unclaimed suspense*) on which voting rights were frozen in terms of Schedule VI of LODR.
 - (b) 11,77,983 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).
10. The remote e-voting facility was available **from 9.00 A.M. on 4th August 2018 to 5.00 P.M. on 6th August 2018.**
11. The **AGM was held** on Tuesday, the **7th August 2018, at 10.35 A.M.** 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 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 AGM in person or through proxy, who had not voted through remote e-voting, to exercise their voting rights.
14. On the completion of the voting, 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 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) 373 members participated in the remote e-voting process; and
 - (b) 71 ballots were received in the ballot process at the AGM.
19. **1 (one) electronic ballot and 34 (thirty four) ballot papers** were treated as **invalid** for various reasons indicated below:
 - (a) Number of shares for which voting rights exercised not mentioned in the ballot paper
 - (b) Assent/ dissent not indicated in the ballot paper
 - (c) Signature on the ballot paper not matching with specimen on record
 - (d) Folio number wrongly mentioned
 - (e) Incomplete shareholder details on the ballot paper
 - (f) Attendance at AGM venue not recorded by the shareholder exercising the ballot
 - (g) Votes cast through remote e-voting after 5 P.M. on 6th August 2018



TVS Motor Company Limited - 26th AGM on 7th August 2018
Consolidated Scrutiniser's report on remote e-voting and ballot process at the AGM

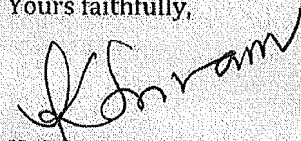
20. The combined results of voting through remote e-voting and ballot process at the AGM venue are as under:

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.	408	411107710	404	411107531	100.00%	4	179	0.00%
2.	409	411107715	389	411096478	100.00%	20	11237	0.00%
3.	409	411107810	385	411095151	100.00%	24	12659	0.00%
4.	407	411107550	365	409803048	99.68%	42	1304502	0.32%
5.	408	411107690	388	411097561	100.00%	20	10129	0.00%
6.	409	411107805	385	411099269	100.00%	24	8536	0.00%

21. All the six (6) resolutions [five (5) ordinary and one (1) special] have been passed with the requisite majority on the date of the AGM, namely 7th August 2018. You may declare the results accordingly.

Thanking you,

Yours faithfully,



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

