



S. Krishnamurthy & Co.,
Company Secretaries

Secretarial Compliance Report of

TVS MOTOR COMPANY LIMITED for the year ended 31st March 2020

[Pursuant to Regulation 24A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with SEBI Circular No. CIR/CFD/CMD1/27/2019 dated February 08, 2019]

To,

TVS MOTOR COMPANY LIMITED [CIN: L35921TN1992PLC022845]

"Chaitanya", No.12, Khader Nawaz Khan Road,
Nungambakkam, Chennai – 600 006.

A. We, **S. KRISHNAMURTHY & CO.**, Company Secretaries, have **examined**:

- (a) all the documents and records made available to us and explanations/ representations provided by **TVS MOTOR COMPANY LIMITED** ('the listed entity');
- (b) the filings/ submissions made by the listed entity to the National Stock Exchange of India Limited (*NSE*) and BSE Limited (*BSE*), where its equity shares are listed ('the stock exchanges');
- (c) website of the listed entity; and
- (d) other relevant documents/filings which have been relied upon to make this certification,

for the year ended 31st March 2020 ('review period') in respect of compliance with the provisions of:

- (a) the Securities and Exchange Board of India Act, 1992 (*'SEBI Act'*) and the Regulations, circulars and guidelines issued thereunder; and
- (b) the Securities Contracts (Regulation) Act, 1956 (*'SCRA'*), rules made thereunder and the Regulations, circulars and guidelines issued thereunder by the Securities and Exchange Board of India (*'SEBI'*).

B. The **Specific Regulations**, whose provisions and the circulars/ guidelines issued thereunder, have been examined, are:

- (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (*'LODR'*);
- (b) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 (*'SAST'*);
- (c) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 (*'PIT'*); and



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- (d) Other regulations applicable:
- (i) The Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018 ('DP').

C. Based on the above examination and the information, explanations and representations provided to us by the listed entity, its officers, agents and authorised representatives during such examination, **we hereby report that**, during the review period:

- (a) The listed entity has generally complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder.
- (b) The listed entity has maintained records under the provisions of the above Regulations and circulars/ guidelines issued thereunder insofar as it appears from our examination of those records.
- (c) No action has been taken against the listed entity/its promoters/directors/material subsidiaries either by SEBI or by the Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under the aforesaid Acts/ Regulations and circulars/ guidelines issued thereunder.
- (d) As there were no observations in the previous report for the year ended 31st March 2019, the requirement to report on the actions taken by the listed entity to comply with the observations made therein does not arise.
- (e) The following SEBI Regulations were not applicable to the listed entity during the review period:
 - (i) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
 - (ii) Securities and Exchange Board of India (Issue and Listing of Non-Convertible Redeemable Preference Shares) Regulations, 2013;
 - (iii) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014;
 - (iv) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018; and
 - (v) Securities and Exchange Board of India (Buy-back of Securities) Regulations, 2018.
- (f) The listed entity and its material subsidiaries have suitably modified the terms of appointment of their respective statutory auditors, in compliance with the provisions of Para 6(A) and Para 6(B) of SEBI Circular CIR/CFD/CMD1/114/2019 dated October 18, 2019.



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This report has to be read along with our submissions in Annexure 'A' hereto.

For **S. KRISHNAMURTHY & CO.,**
Company Secretaries



K SRIRAM

Partner

Membership No.: **F6312**

Certificate of Practice No.: **2215**

UDIN: **F006312B000375175**



Place: Chennai

Date: **24th June 2020**

**Secretarial Compliance Report of
TVS MOTOR COMPANY LIMITED for the year ended 31st March 2020**

Annexure – A to Secretarial Compliance Report of even date

To,

TVS MOTOR COMPANY LIMITED [CIN: L35921TN1992PLC022845]

"Chaitanya", No.12, Khader Nawaz Khan Road,

Nungambakkam, Chennai – 600 006.

Our Secretarial Compliance Report of even date for the financial year ended 31st March 2020 is to be read along with this letter.

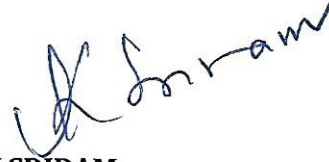
1. The management of the listed entity is responsible for maintenance of records and compliance with the provisions of the Securities and Exchange Board of India Act, 1992 (*'SEBI Act'*), the Securities Contracts (Regulation) Act, 1956 (*'SCRA'*), the Rules made thereunder and the Regulations, circulars and guidelines issued thereunder by the Securities and Exchange Board of India (*'SEBI'*).
2. We have followed such audit practices and processes as we considered appropriate to obtain reasonable assurance about the correctness of the contents of the said records.
3. While forming an opinion on compliance and issuing this report, we have taken an overall view based on the compliance process and procedures followed by the listed entity. We have also considered compliance related actions taken after 31st March 2020, but before the issue of this report.
4. We have considered compliance related actions taken by the listed entity based on independent legal/ professional opinion obtained as being in compliance with law, wherever there was scope for multiple interpretations.
5. We have verified the records furnished to us on a test basis to see whether the correct facts are reflected therein. We also examined the compliance procedures followed by the listed entity on a test basis. We believe that the processes and practices we followed provide a reasonable basis for our opinion.
6. We have not verified the correctness and appropriateness of financial records and books of accounts of the listed entity.
7. We have obtained the Management's representation about compliance of rules, regulations, circulars and guidelines issued by SEBI under SEBI Act and SCRA and the happening of events, wherever required.



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TVS MOTOR COMPANY LIMITED for the year ended 31st March 2020**

8. Our Secretarial Compliance Report is neither an assurance as to the future viability of the listed entity nor of the efficacy or effectiveness with which the management has conducted the affairs of the listed entity.

For **S. KRISHNAMURTHY & CO.,**
Company Secretaries



K SRIRAM

Partner

Membership No.: **F6312**

Certificate of Practice No.: **2215**

UDIN: **F006312B000375175**



Place: Chennai

Date: **24th June 2020**