

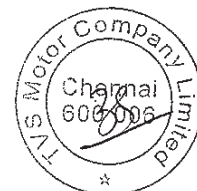
**Details of voting results**

**(i) Attendance of members:**

Date of the Annual General Meeting	<b>29<sup>th</sup> July 2015</b>	
Total number of shareholders as on Cut-off Date (22 <sup>nd</sup> July 2015)	<b>1,16,078</b>	
No. of shareholders present in the meeting either in person or through proxy:	<b>Total : 3,222</b>	
	<b>Members Present in person</b>	<b>Through Proxy</b>
Promoters and promoter group	<b>1</b>	<b>-</b>
Public	<b>3201</b>	<b>20</b>
No. of shareholders attended the meeting through video conferencing	<b>-----</b>	

**(ii) Voting by members:**

Item No. in the notice	Subject	Resolution (ordinary / special)	Mode of voting	Remarks
1	Adoption of Accounts for the year ended 31 <sup>st</sup> March 2015	Ordinary	E-Voting & Physical Ballot	All these resolutions were passed with requisite majority
2	Re-appointment of Mr Sudarshan Venu as director	Ordinary	E-Voting & Physical Ballot	
3	Ratification of re-Appointment of M/s V Sankar Aiyar & Co, Auditors	Ordinary	E-Voting & Physical Ballot	
4	Ratification of remuneration payable to Cost Auditor	Ordinary	E-Voting & Physical Ballot	
5	Re-appointment of Mr Venu Srinivasan as chairman and managing director	Ordinary	E-Voting & Physical Ballot	
6	Appointment of Mr Sudarshan Venu as joint managing director	Ordinary	E-Voting & Physical Ballot	
7	Appointment of Dr Lakshmi Venu, as Director	Ordinary	E-Voting & Physical Ballot	



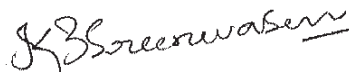
**(iii) Results of Poll / postal ballot / E-voting by members:**

The mode of voting for all resolutions was:

- (i) e-voting; and
- (ii) physical ballot provided to the shareholders who did not participate in the e-voting process but attended the AGM personally.

Results of voting in the prescribed format is annexed herewith.

**For TVS MOTOR COMPANY LIMITED**



**K S Srinivasan  
Company Secretary**

**TVS Motor Company Limited**

**Declaration in accordance with Clause 35A of the Listing Agreement, for the business transacted by the Company through the facility of E-Voting / ballot paper are furnished below:**

Date of declaration of results: 29th July 2015 (Being the date of Annual General Meeting)

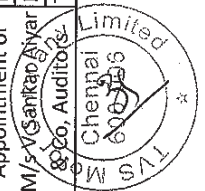
Total shareholders as on 22nd July 2015 (Cut off Date): 1,16,078

**Details of voting on the ordinary resolutions as detailed in the notice of 23rd Annual General Meeting**

Resolution No. 1	Promoter / Public	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
Adoption of Accounts for the year ended 31st March 2015	Promoter and Promoter Group	27,26,82,786	27,26,82,786	100.00%	27,26,82,786	-	100.00%	0.00%
	Public - Institutional holders	12,33,34,558	9,33,45,216	75.68%	9,33,45,216	-	100.00%	0.00%
	Public - Others	7,90,69,770	1,75,22,804	22.16%	1,75,21,966	838	100.00%	0.00%
	Total	47,50,87,114	38,35,50,806	80.73%	38,35,49,968	838	100.00%	0.00%

Resolution No. 2	Promoter / Public	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
Re-appointment of Mr Sudarshan Venu as director	Promoter and Promoter Group	27,26,82,786	27,26,82,786	100.00%	27,26,82,786	-	100.00%	0.00%
	Public - Institutional holders	12,33,34,558	9,33,46,679	75.69%	9,29,18,894	4,27,785	99.54%	0.46%
	Public - Others	7,90,69,770	1,75,22,366	22.16%	1,75,17,962	4,404	99.97%	0.03%
	Total	47,50,87,114	38,35,51,831	80.73%	38,31,19,642	4,32,189	99.89%	0.11%

Resolution No. 3	Promoter / Public	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
Ratification of Appointment of M/s V. Santhosh Kumar & Co. Auditors.	Promoter and Promoter Group	27,26,82,786	27,26,82,786	100.00%	27,26,82,786	-	100.00%	0.00%
	Public - Institutional holders	12,33,34,558	9,33,39,770	75.68%	9,33,00,872	38,898	99.96%	0.04%
	Public - Others	7,90,69,770	1,75,22,301	22.16%	1,75,18,853	3,448	99.98%	0.02%
	Total	47,50,87,114	38,35,44,857	80.73%	38,35,02,511	42,346	99.99%	0.01%

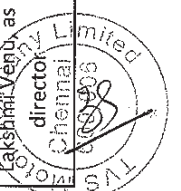


Resolution No.4	Promoter / Public	No. of shares held	No. of votes polled	% of votes polled on outstanding shares	No. of votes in favour	No. of votes against	% of votes in favour - on votes polled	% of votes against - on votes polled
Ratification of remuneration payable to Cost Auditor	Promoter and Promoter Group	27,26,82,786	27,26,82,786	100.00%	27,26,82,786	-	100.00%	0.00%
	Public - Institutional holders	12,33,34,558	9,33,45,216	75.68%	9,33,45,216	-	100.00%	0.00%
	Public - Others	7,90,69,770	1,75,19,733	22.16%	1,75,14,785	4,948	99.97%	0.03%
	Total	47,50,87,114	38,35,47,735	80.73%	38,35,42,787	4,948	100.00%	0.00%

Resolution No.5	Promoter / Public	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
Re-appointment of Mr Venu Srinivasan as Chairman and Managing Director	Promoter and Promoter Group	27,26,82,786	27,26,82,786	100.00%	27,26,82,786	-	100.00%	0.00%
	Public - Institutional holders	12,33,34,558	9,33,45,216	75.68%	5,88,34,453	3,45,10,763	63.03%	36.97%
	Public - Others	7,90,69,770	1,75,22,496	22.16%	1,74,85,541	36,955	99.79%	0.21%
	Total	47,50,87,114	38,35,50,498	80.73%	34,90,02,780	3,45,47,718	90.99%	9.01%

Resolution No.6	Promoter / Public	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
Appointment of Mr Sudarshan Venu as Joint Managing Director	Promoter and Promoter Group	27,26,82,786	27,26,82,786	100.00%	27,26,82,786	-	100.00%	0.00%
	Public - Institutional holders	12,33,34,558	9,33,45,216	75.68%	9,33,45,216	-	100.00%	0.00%
	Public - Others	7,90,69,770	1,75,20,138	22.16%	1,75,14,799	5,339	99.97%	0.03%
	Total	47,50,87,114	38,35,48,140	80.73%	38,35,42,801	5,339	100.00%	0.00%

Resolution No.7	Promoter / Public	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
Appointment of Dr Lakshmi Venu as director	Promoter and Promoter Group	27,26,82,786	27,26,82,786	100.00%	27,26,82,786	-	100.00%	0.00%
	Public - Institutional holders	12,33,34,558	9,33,46,679	75.69%	9,26,97,705	6,48,974	99.30%	0.70%
	Public - Others	7,90,69,770	1,75,22,131	22.16%	1,75,15,306	6,825	99.96%	0.04%
	Total	47,50,87,114	38,35,51,596	80.73%	38,28,95,797	6,55,799	99.83%	0.17%



**K. SRIRAM**, B.Com., A.C.A., F.C.S.  
**Practising Company Secretary**

Old No.17, New No.16, Pattammal Street,  
Mandaveli, Chennai – 600 028.  
Phone: 4207 4012 / 2461 1440  
E-mail ID: sriram.krishnamurthy@rediffmail.com

**Scrutiniser's Report**

*[Pursuant to Sections 108 and 109 of the Companies Act, 2013, and Rules 20 and 21 of the Companies  
(Management and Administration) Rules, 2014]*

30<sup>th</sup> July 2015

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

Dear Sir,

**Sub: Remote e-voting and poll process in respect of the 23<sup>rd</sup> Annual General meeting  
(AGM) held on 29<sup>th</sup> July 2015 - submission of Scrutiniser's report**

I have been appointed to act as the Scrutiniser for the remote e-voting and poll processes, in connection with the AGM. I submit my report as under:

1. National Securities Depository Limited (NSDL), the agency selected to provide the e-voting platform for the remote e-voting process, allotted EVEN 102061 for the same.
2. The notice convening the AGM was sent (along with the Annual report) to the members, as detailed below:
  - (a) Total number of members as on 26<sup>th</sup> June 2015 entitled to the notice: 1,19,290.
  - (b) Sent by NSDL through e-mail to 78,861 members on 3<sup>rd</sup> July 2015.
  - (c) Sent by the share transfer agent through registered parcel to the remaining 40,429 members, on 3<sup>rd</sup> and 4<sup>th</sup> July 2015.
  - (d) In the case of 8,500 members residing in Chennai, notices were sent through e-mail (wherever available) as well through registered parcel.
  - (e) Out of the 930 cases, where e-mails sent by NSDL returned undelivered, notices were sent through registered parcel on 11<sup>th</sup> July 2015 to 864 members, excluding those residing in Chennai.
3. The prescribed particulars with regard to the e-voting process were duly advertised on 6<sup>th</sup> July 2015 in Business Line (in English) and Dinamani (in Tamil).
4. 22<sup>nd</sup> July 2015 was fixed as the cut-off date for the purpose of determining the eligibility to participate in the said e-voting/ poll process.
5. As on the cut-off date, there were 1,16,078 members holding an aggregate of 47,50,87,114 equity shares of Re.1/- each. This included 9,92,655 equity shares lying in Unclaimed Shares Suspense Account on which voting rights were frozen in terms of clause 5A(II) of the listing agreement with stock exchanges. Accordingly, 1,16,077 members were eligible to vote on an aggregate of 47,40,94,459 equity shares.



**TVS Motor Company Limited**  
**23<sup>rd</sup> AGM on 29<sup>th</sup> July 2015 -Scrutiniser's report on e-voting and poll**

6. E-voting was open from 10.00 am on 24<sup>th</sup> July 2015 to 5.00 pm on 28<sup>th</sup> July 2015.
7. The AGM was held on 29<sup>th</sup> July, 2015 at 'The Music Academy', New No.168 (Old No.306), T.T.K. Road, Royapettah, Chennai - 600014, at 10.00 am.
8. The two empty ballot boxes used for the poll were displayed and locked in my presence.
9. On the completion of the poll 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.
10. I have scrutinized the votes cast through remote e-voting and in the poll process, and validated the same with the list of members as on the cut-off date.
11. I have recorded particulars of the votes cast through remote e-voting and poll process in a separate register maintained in electronic form.
12. The items of business set out in the notice and covered by the e-voting/ poll process are:

Item	Type of resolution	Subject matter
1	Ordinary	Adoption of stand-alone and consolidated financial statements and reports of the Board and the Auditors, for the year ended 31 <sup>st</sup> March 2015.
2	Ordinary	Re-appointment of Mr. Sudarshan Venu (DIN 03601690), as director, who retires by rotation.
3	Ordinary	Ratification of re-appointment of M/s. V Sankar Aiyar & Co., Chartered Accountants, Mumbai (Firm Registration No. 109208W), as Statutory Auditors for the third year in the first term of five years on such remuneration as may be approved by the Board.
4	Ordinary	Ratification of remuneration to Mr. A N Raman, Practising Cost Accountant, Chennai (Membership No.5359) as Cost Auditor for 2015-16.
5	Ordinary	Re-appointment of Mr. Venu Srinivasan (DIN 00051523), as Chairman and Managing Director for a further period of five years from 24 <sup>th</sup> April 2015 and fixing his remuneration.
6	Ordinary	Appointment of Mr. Sudarshan Venu (DIN 03601690) (originally appointed as Whole-time director), as Joint Managing director in the rank of Managing director, effective 10 <sup>th</sup> September, 2014.
7	Ordinary	Appointment of Dr. Lakshmi Venu (DIN 02702020), as Director liable to retire by rotation.



**TVS Motor Company Limited**  
**23<sup>rd</sup> AGM on 29<sup>th</sup> July 2015 -Scrutiniser's report on e-voting and poll**

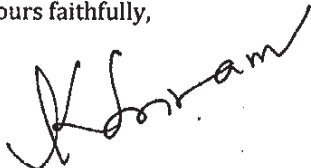
13. The results of voting through remote e-voting and poll at the AGM venue are as under:-

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.	473	38,35,50,806	471	38,35,49,968	99.99	2	838	0.01
2.	471	38,35,51,831	451	38,31,19,642	99.89	20	4,32,189	0.11
3.	468	38,35,44,857	456	38,35,02,511	99.99	12	42,346	0.01
4.	469	38,35,47,735	446	38,35,42,787	99.99	23	4,948	0.01
5.	470	38,35,50,498	391	34,90,02,780	90.99	79	3,45,47,718	9.01
6.	468	38,35,48,140	451	38,35,42,801	99.99	17	5,339	0.01
7.	470	38,35,51,596	443	38,28,95,797	99.83	27	6,55,799	0.17

14. All the seven (7) ordinary resolutions have been passed with the requisite majority on the date of the AGM, namely 29<sup>th</sup> July 2015. You may declare the results accordingly.

Thanking you,

Yours faithfully,




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