

Details of voting results

(i) Attendance of members:

Date of the Annual General Meeting	14th July 2014	
Total number of shareholders as on Record Date / Book Closure	99,338	
No. of shareholders present in the meeting either in person or through proxy:	Total : 2,561	
	Members Present in person	Through Proxy
Promoters and promoter group	1	-
Public	2537	23
No. of shareholders attended the meeting through video conferencing	-----	

(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 st March 2014	Ordinary	E-Voting & Physical Ballot	All these resolutions were passed with requisite majority
2	Reappointment of Mr H Lakshmanan, director	Ordinary	E-Voting & Physical Ballot	
3	Appointment of M/s V. Sankar Aiyar & Co, Auditors	Ordinary	E-Voting & Physical Ballot	
4	Retirement of Mr K S Bajpai, not seeking reappointment	Ordinary	E-Voting & Physical Ballot	
5	Ratification of remuneration payable to Cost Auditor	Ordinary	E-Voting & Physical Ballot	
6	Appointment of Mr T Kannan, as an Independent Director	Special	E-Voting & Physical Ballot	
7	Appointment of Mr C R Dua, as an Independent Director	Special	E-Voting & Physical Ballot	



Item No. in the notice	Subject	Resolution (ordinary / special)	Mode of voting	Remarks
8	Appointment of Mr Prince Asirvatham, as an Independent Director	Special	E-Voting & Physical Ballot	All these resolutions were passed with requisite majority
9	Appointment of Mr R Ramakrishnan, as an Independent Director	Special	E-Voting & Physical Ballot	
10	Appointment of Mr Hemant Krishan Singh, as an Independent Director	Special	E-Voting & Physical Ballot	
11	Variation in certain perquisites payable to Mr Sudarshan Venu, Whole Time Director	Special	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 attended the AGM personally and did not participate in the e-voting process.

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: 14th July 2014 (Being the date of Annual General Meeting)

Total shareholders as on 9th June 2014 : 99,338

Details of voting on the ordinary / special resolutions as detailed in the notice of 22nd 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 2014	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	10,53,47,630	8,75,45,841	83.10%	8,75,45,841	-	100.00%	0.00%
	Public - Others	9,70,56,698	2,25,69,540	23.25%	2,25,68,540	1,000	100.00%	0.00%
	Total	47,50,87,114	38,27,98,167	80.57%	38,27,97,167	1,000	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 H Lakshmanan 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	10,53,47,630	8,90,38,586	84.52%	8,72,63,636	17,74,950.00	98.01%	1.99%
	Public - Others	9,70,56,698	2,25,68,088	23.25%	2,25,63,189	4,899	99.98%	0.02%
	Total	47,50,87,114	38,42,89,460	80.89%	38,25,09,611	17,79,849	99.54%	0.46%

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
Appointment of M/s V Sankar Aiyar & Co, 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	10,53,47,630	8,64,73,946	82.08%	8,44,99,149	19,74,797.00	97.72%	2.28%
	Public - Others	9,70,56,698	2,25,69,455	23.25%	2,25,68,395	1,060	100.00%	0.00%
	Total	47,50,87,114	38,17,26,187	80.35%	37,97,50,330	19,75,857	99.48%	0.52%



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: 14th July 2014 (Being the date of Annual General Meeting)

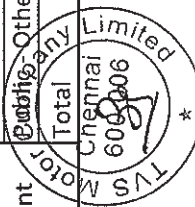
Total shareholders as on 9th June 2014 : 99,338

Details of voting on the ordinary / special resolutions as detailed in the notice of 22nd Annual General Meeting

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
Retirement of Mr K S Bajpai, not seeking re-appointment	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	10,53,47,630	8,90,38,586	84.52%	8,81,78,653	8,59,933.00	99.03%	0.97%
	Public - Others	9,70,56,698	2,25,66,167	23.25%	2,25,63,674	2,493	99.99%	0.01%
	Total	47,50,87,114	38,42,87,539	80.89%	38,34,25,113	8,62,426	99.78%	0.22%

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
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	10,53,47,630	8,90,38,586	84.52%	8,88,27,763	2,10,823.00	99.76%	0.24%
	Public - Others	9,70,56,698	2,25,68,010	23.25%	2,25,60,262	7,748	99.97%	0.03%
	Total	47,50,87,114	38,42,89,382	80.89%	38,40,70,811	2,18,571	99.94%	0.06%

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 T Kannan as an Independent 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	10,53,47,630	8,90,38,586	84.52%	8,47,03,110	43,35,476.00	95.13%	4.87%
	Public - Others	9,70,56,698	2,25,68,850	23.25%	2,25,64,430	4,420	99.98%	0.02%
	Total	47,50,87,114	38,42,90,222	80.89%	37,99,50,326	43,39,896	98.87%	1.13%



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: 14th July 2014 (Being the date of Annual General Meeting)

Total shareholders as on 9th June 2014 : 99,338

Details of voting on the ordinary / special resolutions as detailed in the notice of 22nd Annual General Meeting

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 Mr C R Dua as an Independent 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	10,53,47,630	8,90,38,586	84.52%	8,48,81,150	41,57,436.00	95.33%	4.67%
	Public - Others	9,70,56,698	2,25,67,649	23.25%	2,25,62,588	5,061	99.98%	0.02%
	Total	47,50,87,114	38,42,89,021	80.89%	38,01,26,524	41,62,497	98.92%	1.08%

Resolution No.8	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 Prince Asirvatham as an Independent 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	10,53,47,630	8,90,38,586	84.52%	8,88,27,763	2,10,823.00	99.76%	0.24%
	Public - Others	9,70,56,698	2,25,67,850	23.25%	2,25,62,994	4,856	99.98%	0.02%
	Total	47,50,87,114	38,42,89,222	80.89%	38,40,73,543	2,15,679	99.94%	0.06%

Resolution No.9	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 R Ramakrishnan as an Independent 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	10,53,47,630	8,90,38,586	84.52%	8,86,83,179	3,55,407.00	99.60%	0.40%
	Public - Others	9,70,56,698	2,25,67,750	23.25%	2,25,62,393	5,357	99.98%	0.02%
	Total	47,50,87,114	38,42,89,122	80.89%	38,39,28,358	3,60,764	99.91%	0.09%



TVS Motor Company Limited

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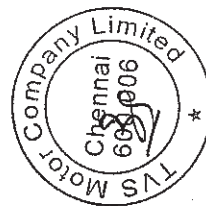
Date of declaration of results: 14th July 2014 (Being the date of Annual General Meeting)

Total shareholders as on 9th June 2014 : 99,338

Details of voting on the ordinary / special resolutions as detailed in the notice of 22nd Annual General Meeting

Resolution No.10	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 Hemant Krishan Singh as an Independent 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	10,53,47,630	8,90,38,586	84.52%	8,90,38,586	-	100.00%	0.00%
	Public - Others	9,70,56,698	2,25,66,794	23.25%	2,25,62,861	3,933	99.98%	0.02%
	Total	47,50,87,114	38,42,88,166	80.89%	38,42,84,233	3,933	100.00%	0.00%

Resolution No.11	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
Variation in certain perquisites payable to Mr Sudarshan Venu, Whole Time 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	10,53,47,630	8,90,38,586	84.52%	8,90,38,586	-	100.00%	0.00%
	Public - Others	9,70,56,698	2,25,67,930	23.25%	2,25,64,078	3,852	99.98%	0.02%
	Total	47,50,87,114	38,42,89,302	80.89%	38,42,85,450	3,852	100.00%	0.00%



11th July 2014

To,
The Chairman,
TVS Motor Company Limited
Jayalakshmi Estates, 29, Haddows Road, Chennai-600006

Dear Sir,

Sub: Electronic voting process under Section 108 of the Companies Act, 2013 ("Act"), read with Rule 20 of the Companies (Management and Administration) Rules, 2014 ("Rule") and Clause 35B of the listing agreement with stock exchanges-Submission of Scrutiniser's report

The Board of Directors of your company have, vide a resolution passed on 29th April 2014, decided to provide the members of your company a facility to exercise their right to vote on all the 11 (eleven) resolutions as set out in the Notice calling for the Annual General Meeting ("AGM") on 14th July 2014, by 'electronic means', and appointed me as a Scrutiniser for the said electronic voting process.

I submit my report as under:

1. National Securities Depository Limited (NSDL) was selected by the company to provide the e-voting platform.
2. The despatch of notice of the AGM ("notice") was completed on 19th June 2014 to 39,522 members whose names appeared in the Register of Members/ List of Beneficial owners as on 9th June 2014 ("record date") and who had not provided any email address.
3. AGM notice was sent through electronic means by on 18th June 2014 to 59,816 members whose names appeared in the Register of Members/ List of Beneficial owners as on the record date and who had provided email address for receipt of documents in electronic mode. In case of 217 such members, where the emails could not be delivered, AGM notices in physical form were despatched on 20th June 2014.
4. The notice of the AGM:
 - (a) Clearly mentioned that the business may be transacted through electronic voting system.
 - (b) Clearly indicated the process and manner for voting by electronic means and mentioned 8th July 2014 (9.00 am) to 10th July 2014 (6.00 pm) as the time period during which votes may be cast ("e-voting period").
5. NSDL provided the login id and also the password/ facility for generating password to enable casting of the vote electronically.
6. The company has published an advertisement on 25th June 2014 in "Business Line", an English newspaper in English language and in "Dinamani", a Tamil newspaper in English language about having sent the AGM notice and also specifying therein the matters prescribed in the Rule with regard to e-voting.
7. At the end of the e-voting period, I have unblocked the electronic votes cast in the presence of two witnesses not in the employment of the company and have prepared this report.
8. The shareholding stated in the electronic ballot was matched/ confirmed with Register of Members/ List of Beneficial owners as on the record date.
9. The particulars of all the electronic votes cast by members of the company have been recorded by me electronically in a separate register maintained for the purpose.



10. A summary of the e-voting is given below:

Particulars	Number of shareholders/ ballots	Number of shares/ votes
Total votes/ eligible members	99,338	47,50,87,114

Resolution		Assent (For)		Dissent (Against)	
Number	Nature	Number of votes	Percentage	Number of votes	Percentage
1.	Ordinary	38,10,37,308	99.9997%	1,000	0.0003%
2.	Ordinary	38,07,50,852	99.53%	17,79,849	0.47%
3.	Ordinary	37,79,90,481	99.48%	19,75,847	0.52%
4.	Ordinary	38,16,69,936	99.77%	8,60,774	0.23%
5.	Ordinary	38,23,12,987	99.94%	2,17,561	0.06%
6.	Special	37,81,92,214	98.87%	43,38,254	1.13%
7.	Special	37,83,69,466	98.91%	41,59,801	1.09%
8.	Special	38,23,15,789	99.94%	2,13,679	0.06%
9.	Special	38,21,70,246	99.91%	3,59,122	0.09%
10.	Special	38,25,26,583	99.999%	2,879	0.001%
11.	Special	38,25,26,606	99.999%	3,842	0.001%

11. Hence all resolutions are deemed to be duly passed on the date of the ensuing AGM namely, 14th July 2014.

12. You may accordingly declare the result of the electronic voting.

Thanking you,
Yours faithfully,

K SRIRAM,
SCRUTINISER.



FORM No. MGT-13

Report of Scrutinizer

[Pursuant to rule section 109 of the Companies Act, 2013 and rule 21(2) of the Companies
(Management and Administration) Rules, 2014]

To,
Mr. Venu Srinivasan
Chairman,
TVS Motor Company Limited,
Jayalakshmi Estates, 29, Haddows Road,
Chennai - 600 006

Sub: 22nd Annual General Meeting of the Equity Shareholders of TVS Motor Company Limited, held on Monday the 14th July 2014 at 10.00 am at "The Music Academy", New No.168 (Old No.306) TTK Road, Royapettah, Chennai 600014

Dear Sir,

I, **K Sriram, Practising Company Secretary**, Partner of M/s. S Krishnamurthy & Co., Company Secretaries, appointed as **Scrutinizer** for the purpose of the poll taken on the below mentioned resolutions, at the 22nd annual general meeting of the Equity Shareholders of TVS Motor Company Limited, held on **Monday the 14th July 2014 at 10.00 am at "The Music Academy", New No.168 (Old No.306) TTK Road, Royapettah, Chennai 600014**, submit my report as under:

1. After the time fixed for closing of the poll by the Chairman, three (3) ballot boxes kept for polling were locked in my presence with due identification marks placed by me.
2. The locked ballot boxes were subsequently opened in my presence and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Registrar and Transfer Agents of the Company and the authorizations / proxies lodged with the Company.
3. The poll papers, which were incomplete and/or which were otherwise found defective have been treated as invalid and kept separately.
4. The result of the Poll is as under:

Resolution			Voting			
No	Subject-matter	Type		In favour	Against	Invalid
1.	Adoption of financial statement for the year ended 31 st March 2014	Ordinary	Number of members present and voting (in person/ by proxy)	74	0	13
			Number of votes cast	17,59,859	0	1,319
			% of valid votes cast	100%	0	Nil
2.	Re-appointment of retiring director Mr. H Lakshmanan	Ordinary	Number of members present and voting (in person/ by proxy)	72	0	13
			Number of votes cast	17,58,759	0	1,319
			% of valid votes cast	100%	0	Nil



FORM No. MGT-13
TVS Motor Company Limited- Poll on 14th July 2014

Resolution			Voting			
No	Subject-matter	Type		In favour	Against	Invalid
3.	Appointment of M/s. V Sankar Aiyar & Co as auditors	Ordinary	Number of members present and voting (in person/ by proxy)	73	1	13
			Number of votes cast	17,59,849	10	1,319
			% of valid votes cast	100%	0	Nil
4.	Retirement of Mr. K S Bajpai as Director	Ordinary	Number of members present and voting (in person/ by proxy)	64	4	13
			Number of votes cast	17,55,177	1,652	1,319
			% of valid votes cast	99.91%	0.09%	Nil
5.	Ratification of cost auditor Mr. A N Raman's remuneration	Ordinary	Number of members present and voting (in person/ by proxy)	69	2	13
			Number of votes cast	17,57,824	1,010	1,319
			% of valid votes cast	99.94%	0.06%	Nil
6.	Appointment of Mr. T Kannan as an independent director for 5 years	Special	Number of members present and voting (in person/ by proxy)	69	3	13
			Number of votes cast	17,58,112	1,642	1,319
			% of valid votes cast	99.91%	0.09%	Nil
7.	Appointment of Mr. C R Dua as an independent director for 5 years	Special	Number of members present and voting (in person/ by proxy)	66	6	13
			Number of votes cast	17,57,058	2,696	1,319
			% of valid votes cast	99.85%	0.15%	Nil
8.	Appointment of Mr. Prince Asirwatham as an independent director for 5 years	Special	Number of members present and voting (in person/ by proxy)	70	2	13
			Number of votes cast	17,57,754	2,000	1,319
			% of valid votes cast	99.89%	0.11%	Nil
9.	Appointment of Mr. R Ramakrishnan as an independent director for 5 years	Special	Number of members present and voting (in person/ by proxy)	69	3	13
			Number of votes cast	17,58,112	1,642	1,319
			% of valid votes cast	99.91%	0.09%	Nil
10.	Appointment of Mr. Hemant Krishan Singh as an independent director for 5 years	Special	Number of members present and voting (in person/ by proxy)	67	3	13
			Number of votes cast	17,57,650	1,054	1,319
			% of valid votes cast	99.94%	0.06%	Nil
11.	Variation of perquisites to Mr. Sudarshan Venu, Whole-time Director	Special	Number of members present and voting (in person/ by proxy)	71	1	14
			Number of votes cast	17,58,844	10	2,319
			% of valid votes cast	99.999%	0.001%	Nil

Note: Where, in a ballot, votes have not been cast for some of the resolutions, the ballot has not considered as invalid in respect of such resolutions.

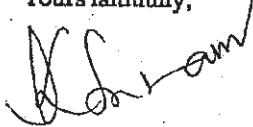


TVS Motor Company Limited- Poll on 14th July 2014

8. An excel file containing a list of equity shareholders who voted "FOR", "AGAINST" and those whose votes were declared invalid for each resolution is enclosed.
6. The poll papers and all other relevant records were sealed and handed over to the Company Secretary.

Thanking you,

Yours faithfully,



K SRIRAM,

Scrutinizer.

Chennai

14th July 2014

