

24th May 2019

BSE Limited,
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai 400 001.
Scrip code: 532343

National Stock Exchange of India Ltd.,
Exchange Plaza, 5th Floor,
Bandra-Kurla Complex,
Bandra (E), Mumbai 400 051.
Scrip code: TVSMOTOR

Dear Sirs,

Reg : Submission of Annual Secretarial Compliance Report for the year ended 31st March 2019

Pursuant to Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with SEBI Circular No. CIR/CFD/CMD1/27/2019 dated 8th February 2019, we are attaching herewith the Annual Secretarial Compliance Report of the Company for the year ended 31st March 2019 issued by Mr K Sriram, Partner, M/s S Krishnamurthy & Co, Practicing Company Secretaries and Secretarial Auditor of the Company.

Kindly acknowledge receipt.

Thanking you,

Yours faithfully

For TVS MOTOR COMPANY LIMITED


K S Srinivasan
Company Secretary



S. Krishnamurthy & Co.,
Company Secretaries

Secretarial Compliance Report of

TVS Motor Company Limited for the year ended 31st March 2019

[Pursuant to Regulation 24A of 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)

"Jayalakshmi Estates", 29, Haddows Road, Chennai – 600 006

A. We, S. Krishnamurthy & Co., Company Secretaries, have **examined:**

- (a) all the documents and records made available to us and explanation/ representation 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,
- (d) other relevant documents/filings which have been relied upon to make this certification,

for the year ended 31st March 2019 ("*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, guidelines issued thereunder; and
- (b) the Securities Contracts (Regulation) Act, 1956 ("*SCRA*"), rules made thereunder and the Regulations, circulars, 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
- (d) Other regulations applicable:
 - (i) The Securities and Exchange Board of India (Depositories and Participants) Regulations, 1996, replaced by *The Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018 ("*DP*") (with effect from 3rd October 2018).*

C. Based on the above examination and the information, explanation and representations provided to us by the listed entity, its officers, agents (including Share Transfer Agent) 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.

**Secretarial compliance report of
TVS Motor Company Limited for the year ended 31st March 2019**

- (b) The listed entity has maintained proper records (by itself or through the Share Transfer agent) 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 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) This report being the first report under Regulation 24A of LODR, the requirement to take any actions to comply with the observations made in previous reports did 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 (Buyback of Securities) Regulations, 1998, which was replaced by Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018 *(with effect from 11th September 2018)*;
 - (ii) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
 - (iii) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 which was replaced by Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 *(with effect from 10th November 2018)*;
 - (iv) Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013; and
 - (v) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014.
- (f) 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

Date: 24th May 2019
Place: Chennai



**Secretarial compliance report of
TVS Motor Company Limited for the year ended 31st March 2019**

Annexure – A to Secretarial Compliance Report of even date

To the Members of
TVS Motor Company Limited, (CIN: L35921TN1992PLC022845)
"Jayalakshmi Estates", 29, Haddows Road,
Chennai – 600 006

Our Secretarial Compliance Report of even date for the financial year ended 31st March 2019 is to be read along with this letter.

1. The Company's management 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, 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 also considered compliance related action taken by the Company after 31st March 2019 but before the issue of this report.
4. We have considered compliance related actions taken by the Company based on independent legal/professional opinion obtained as being in compliance with law.
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 Company 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 Company.
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.
8. Our Secretarial Compliance Report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

**For S Krishnamurthy & Co.,
Company Secretaries,**



**K Sriram,
Partner.**

Membership No: F6312
Certificate of Practice No:2215

Date: 24th May 2019
Place: Chennai

