15th April, 2020

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 Sir,

**Reg : Compliance under Regulation 40(9) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015**

In terms of Regulation 40(9) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr K Sriram, Partner, M/s S Krishnamurthy & Co., Practising Company Secretaries conducted an audit of the share transfers for the half year ended 31st March 2020.

We are enclosing the certificate issued by the Practising Company Secretary for your information and records.

Thanking you,

Yours faithfully
For TVS MOTOR COMPANY LIMITED

K S Srinivasan
Company Secretary

Encl: a/a
CERTIFICATE

(under Regulation 40(9) & (11) of the Securities and Exchange Board of India (Listing obligations and disclosure requirements) Regulations, 2015)

We have examined all the relevant documents of TVS MOTOR COMPANY LIMITED, produced before us by Sundaram-Clayton Limited, Share transfer agents to the Company (the RTA), pertaining to transfer, transmission, transposition, and issue of consolidated and split certificates, of shares held in physical form, during the half-year from 1st October 2019 to 31st March 2020.

Based on such examination, the information and explanation furnished to us by the RTA, and to the best of our knowledge and belief, we hereby certify that, during the half year ended 31st March 2020:

1. The RTA has, in respect of requests for transmission of shares held in physical form, registered all the transmissions for which proper documents were lodged, and despatched the share certificates with the transmission endorsed, within 30 days of lodgement.

2. The RTA has not received or processed any requests for transfer or transposition of shares in physical form or issue of consolidated or split certificates.

For S. KRISHNAMURTHY & CO.,
Company Secretaries

K. SRIRAM
Partner
C.P. No.2215
UDIN: F006312B000159498

Place: Chennai
Date: 15th April 2020