

01/02/C/02

29th July 2015

The Listing Department
National Stock Exchange of India Ltd
Exchange Plaza, 5th Floor
Plot No. 1/C, "G" Block
Bandra-Kurla Complex
Bandra (E), Mumbai 400 051

Dear Sir,

Scrip code : TVSMOTOR

Dear Sir,

Sub: Intimation of voting results at the 23rd Annual General Meeting (AGM) of the Company held on 29th July 2015 in terms of Clause 35A of the Listing Agreement

Ref: Our letter dated 29th July 2015

In continuation to our letter dated 29th July 2015, we wish to inform you that the shareholders of the Company at the 23rd annual general meeting of the Company held on 29th July 2015 approved all the items of business as contained in the notice convening the said AGM.

All the resolutions were passed by the shareholders, with requisite majority.

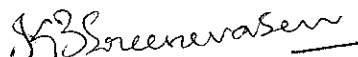
In this connection, we enclose the following:

- Results of voting through electronic means and physical ballot; and
- Scrutinizer's Report on remote e-voting and poll process.

The said results declared by the Chairman and the report submitted by the scrutinizer are also uploaded on the Company's Website and are also advised to the Depository viz., National Securities Depository Limited, to publish the same on their website.

Thanking you,

Yours faithfully,
For TVS MOTOR COMPANY LIMITED


K S Srinivasan
Company Secretary

Encl: a/a

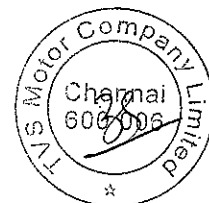
Details of voting results

(i) Attendance of members:

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

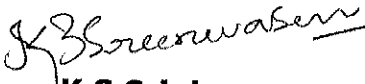
The mode of voting for all resolutions was:

(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)

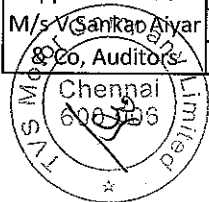
Total shareholders as on 22nd July 2015 (Cut off Date): 1,16,078

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. Sankar Aiyar & 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 Chennai	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,
Mandavelli, Chennai – 600 028.
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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]*

30th 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 23rd Annual General meeting
(AGM) held on 29th 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 26th June 2015 entitled to the notice: 1,19,290.
 - (b) Sent by NSDL through e-mail to 78,861 members on 3rd July 2015.
 - (c) Sent by the share transfer agent through registered parcel to the remaining 40,429 members, on 3rd and 4th 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 11th 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 6th July 2015 in Business Line (in English) and Dinamani (in Tamil).
4. 22nd 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
23rd AGM on 29th July 2015 -Scrutiniser's report on e-voting and poll

6. E-voting was open from 10.00 am on 24th July 2015 to 5.00 pm on 28th July 2015.
7. The AGM was held on 29th 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 st March 2015.
2	Ordinary	Re-appointment of Mr. Sudarshan Venu (<i>DIN 03601690</i>), as director, who retires by rotation.
3	Ordinary	Ratification of re-appointment of M/s. V Sankar Aiyar & Co., Chartered Accountants, Mumbai (<i>Firm Registration No. 109208W</i>), 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 (<i>Membership No.5359</i>) as Cost Auditor for 2015-16.
5	Ordinary	Re-appointment of Mr. Venu Srinivasan (<i>DIN 00051523</i>), as Chairman and Managing Director for a further period of five years from 24 th April 2015 and fixing his remuneration.
6	Ordinary	Appointment of Mr. Sudarshan Venu (<i>DIN 03601690</i>) (originally appointed as Whole-time director), as Joint Managing director in the rank of Managing director, effective 10 th September, 2014.
7	Ordinary	Appointment of Dr. Lakshmi Venu (<i>DIN 02702020</i>), as Director liable to retire by rotation.



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

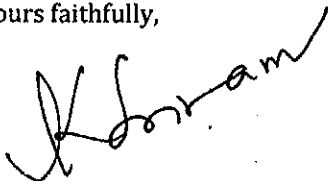
13. The results of voting through remote e-voting and poll at the AGM venue are as under:-

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 29th July 2015. You may declare the results accordingly.

Thanking you,

Yours faithfully,




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