

16th October, 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 Sir,

**Reg : Compliance under Regulation 40(9) & (11) of SEBI
(Listing Obligations and Disclosure Requirements)
Regulations, 2015**


In terms of Regulation 40(9) & (11) 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 30th September 2019.

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



S. Krishnamurthy & Co.,
Company Secretaries

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 April 2019 to 30th September 2019**.

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 30th September 2019**, the RTA has,

1. In respect of requests for transfer of shares held in physical form received prior to 1st April 2019, and returned due to deficiency in the documents, and re-lodged on or after 1st April 2019 with proper documents, registered the transfers and despatched the share certificates with the transfers endorsed, within 30 days of re-lodgement for transfer.
2. Registered all the transmissions and transpositions for which proper documents were lodged, and despatched the share certificates with the transmission / transposition endorsed, within 30 days of lodgement.
3. Despatched share certificates within 30 days of lodgement, for all the consolidation and split certificate requests.

For **S. KRISHNAMURTHY & CO.**,
Company Secretaries

K. SRIRAM

Partner

C.P. No.2215

UDIN: F006312A000088834



Place: Chennai

Date: **15th October 2019**