

01/02/C/01/

8th July 2016

BSE Limited
Phiroze Jeejeebhoy Towers
Dalal Street
Mumbai 400 001

Scrip code: 532343

Dear Sir,

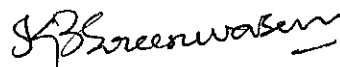
Reg : Compliance under Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

In terms of Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we hereby enclose the Notice of 24th Annual General Meeting of the Company to be held on 2nd August 2016.

Kindly acknowledge receipt.

Thanking you,

Yours faithfully
For TVS MOTOR COMPANY LIMITED


K S Srinivasan
Company Secretary

NOTICE OF THE ANNUAL GENERAL MEETING

NOTICE is hereby given that the twenty-fourth annual general meeting of the Company will be held at 'The Music Academy', New No. 168 (Old No. 306) T.T.K. Road, Royapettah, Chennai 600 014 on Tuesday, the 2nd August 2016 at 10.35 a.m. to transact the following business:

ORDINARY BUSINESS

1. To consider passing the following resolution as an ordinary resolution:

"RESOLVED THAT the audited balance sheet as at 31st March, 2016, the statement of profit and loss, notes forming part thereof, the cash flow statement for the year ended on that date and the consolidated financial statements, together with the directors' report and the auditors' reports thereon as circulated to the members and presented to the meeting be and the same are hereby approved and adopted."

2. To consider passing the following resolution as an ordinary resolution:

"RESOLVED THAT Mr H Lakshmanan (holding DIN 00057973), director, who retires by rotation and being eligible, offers himself for re-appointment, be and is hereby re-appointed as a director of the Company."

3. To consider passing the following resolution as an ordinary resolution:

"RESOLVED THAT the re-appointment of M/s V Sankar Aiyar & Co., Chartered Accountants, Mumbai, having Firm Registration No. 109208W allotted by The Institute of Chartered Accountants of India, as statutory auditors of the Company to hold office, from the conclusion of this annual general meeting till the conclusion of the next annual general meeting, for the fourth year in the first term of five years as recommended by the audit committee and approved by the board of directors of the Company, in terms of Section 139 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 on such remuneration, as may be mutually agreed upon between the board of directors of the Company and the Statutory Auditors in addition to reimbursement of all applicable taxes, travelling and out-of-pocket expenses, be and is hereby ratified."

SPECIAL BUSINESS

4. To consider passing the following resolution as an ordinary resolution:

"RESOLVED THAT in partial modification of the resolution passed by the shareholders at the annual general meeting held on 29th July 2015 and subject to the applicable provisions of Sections 196, 197, 198 and 203 read with Schedule V to the Companies Act 2013 (the Act) and the Companies (Appointment and Remuneration of Managerial Personnel) Rules 2014 (including any statutory modification(s) or re-enactment thereof for the

time being in force) and as recommended by the Nomination and Remuneration Committee and the board of directors of the Company, approval of the Company be and is hereby accorded for the variation in the terms of remuneration payable to Mr Venu Srinivasan, (holding DIN 00051523) Chairman and Managing Director of the Company, effective 1st April 2016, till the remaining period of his tenure, as stated in the Explanatory Statement attached to this Notice, within the limits specified under the provisions of the Act, notwithstanding his holding a similar position in the holding company, viz., Sundaram-Clayton Limited (SCL) and drawing remuneration as approved by its shareholders, from time to time, provided that, the total remuneration drawn by him from the Company and SCL, does not exceed the higher maximum limit admissible from any one of these two companies in terms of Schedule V to the Act.

RESOLVED FURTHER THAT all other terms and conditions of appointment, as approved earlier by the shareholders at the annual general meeting held on 29th July 2015 and which are not dealt with in this resolution, shall remain unaltered.

RESOLVED FURTHER THAT the Board be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

5. To consider passing the following resolution as an ordinary resolution:

"RESOLVED THAT in partial modification of the resolutions passed by the shareholders through postal ballot on 18th March 2013, at the annual general meetings held on 14th July 2014 and 29th July 2015, and subject to the applicable provisions of Sections 196, 197, 198 and 203 read with Schedule V to the Companies Act 2013 (the Act) and the Companies (Appointment and Remuneration of Managerial Personnel) Rules 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and as recommended by the Nomination and Remuneration Committee and the board of directors of the Company, approval of the Company be and is hereby accorded for the revision in the terms of remuneration payable to Mr Sudarshan Venu, (holding DIN 03601690) Joint Managing Director of the Company, effective 1st April 2015, till the remaining period of his tenure, as stated in the Explanatory Statement attached to this Notice, within the limits specified under the provisions of the Act, notwithstanding his holding a similar position in the holding company, viz., Sundaram-Clayton Limited (SCL) and drawing remuneration as approved by its shareholders, from time to time, provided that, the total remuneration drawn by him from the Company and SCL, does not exceed the higher maximum limit admissible from any one of these two companies in terms of Schedule V to the Act.

RESOLVED FURTHER THAT all other terms and conditions of appointment, as approved earlier by the shareholders by way of postal ballot on 18th March 2013 and at the annual general meetings held on 14th July 2014 and 29th July 2015 and which are not dealt with in this resolution, shall remain unaltered.

RESOLVED FURTHER THAT the Board be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

6. To consider passing the following resolution as an ordinary resolution:

"RESOLVED THAT pursuant to Section 148 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force, the remuneration of Rs. 5 lakhs, in addition

to reimbursement of all applicable taxes, travelling and out-of-pocket expenses, payable to Mr A N Raman, practising cost accountant, holding Membership No. 5359, allotted by The Institute of Cost Accountants of India, who was appointed as cost auditor of the Company for the financial year 2016-17 by the board of directors of the Company, as recommended by the audit committee of directors, be and is hereby ratified."

By order of the board

Bengaluru
3rd May 2016

K S SRINIVASAN
Company Secretary

Registered Office:
"Jayalakshmi Estates",
No.29 (Old No.8), Haddows Road,
Chennai - 600 006.

Notes:

The Explanatory Statement, pursuant to Section 102 of the Companies Act, 2013, (the Act, 2013) in respect of the special businesses to be transacted, as set out in the Notice is annexed hereto.

Proxy

- 1) **A member entitled to attend and vote at the meeting is entitled to appoint one or more Proxies to attend and vote instead of himself and the Proxy or Proxies so appointed need not be a member or members, as the case may be, of the Company. The instrument appointing the Proxy and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power of attorney or other authority shall be deposited at the registered office of the Company, not later than 48 hours before the time fixed for holding the meeting. A person shall not act as a Proxy for more than 50 members and holding in aggregate not more than ten percent of the total voting share capital of the Company. However, a single person may act as a Proxy for a member holding more than ten percent of the total voting share capital of the Company provided that such person shall not act as a Proxy for any other person.**

- 2) During the period beginning 24 hours before the time fixed for the commencement of Annual General Meeting (AGM) and ending with the conclusion of the AGM, a Member is entitled to inspect the proxies lodged, at any time during the business hours of the Company.

Unclaimed Dividend

- 3) In terms of Section 205A read with Section 205C of the Companies Act, 1956, the dividend declared by the Company, for earlier years, which remain unclaimed for a period of seven years will be transferred on due dates to the Investor Education and Protection Fund (IEPF), established by the Central Government. The particulars of

due dates for transfer of such unclaimed dividends to IEPF are furnished in the Report on Corporate Governance, forming part of the Annual Report.

- 4) Members who have not encashed their dividend warrants in respect of the above period are requested to make their claim(s) by surrendering the un-encashed warrants immediately to the Company. Pursuant to Investor Education and Protection Fund (Uploading of information regarding unpaid and unclaimed amount lying with companies) Rules 2012, the Company is providing / hosting the required details of unclaimed amount referred to under Section 205C (2) of the Companies Act, 1956 on its website and also on the website of the Ministry of Corporate Affairs (MCA) viz., www.iepf.gov.in.

General

- 5) With a view to serving the Members better and for administrative convenience, Members who hold shares in identical names and in the same order of names in more than one folio are requested to write to the Company to consolidate their holdings in one folio.
- 6) A Corporate Member intending to send its authorised representative to attend the Meeting in terms of Section 113 of the Act, 2013 is requested to send to the Company a certified copy of the Board Resolution / power of attorney authorizing such representative to attend and vote on its behalf at the Meeting.
- 7) Members may also note that the Notice of the AGM and the Annual Report will also be available on the Company's website viz., www.tvsmotor.com for their download. The physical copies of the aforesaid documents will also be available at the Company's Registered Office in Chennai for inspection during 10.00 a.m. to 12.00 Noon on all working days, from 28th June 2016 till the date of AGM.
- 8) As a measure of economy, copies of the Annual Report will not be distributed at the AGM. Members are, therefore, requested to bring their copies of the Annual Report to the meeting.

Members holding shares in electronic form

- 9) The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members are requested to submit their PAN to the Depository Participant(s) with whom they are maintaining their demat accounts.
- 10) Members are requested to intimate all changes pertaining to their bank details such as bank account number, name of the bank and branch details, MICR code and IFSC code, mandates, nominations, power of attorney, change of address, change of name, e-mail address, contact numbers, etc., to their depository participant (DP).
- 11) The Company will not entertain any direct request from such Members for deletion or change of such bank details. Instructions, if any, already given by Members in respect of shares held in physical form will not be automatically applicable to the dividend paid on shares in electronic form.
- 12) Electronic copy of the Annual Report and the Notice of the AGM *inter-alia* indicating the process and manner of e-Voting along with Attendance Slip and Proxy Form are being sent to all the members whose email IDs are registered with the Company / DPs for communication purposes, unless any member has requested for a hard copy of the same.
- 13) Members are requested to affix their signatures at the space provided on the Attendance Slip annexed to Proxy Form. Members / Proxies / Authorised Representatives are requested to bring the attendance slips duly filled in for attending the Meeting. Members are requested to write their Client ID and DP ID numbers in the attendance slip for attending the Meeting and handover the Slip at the entrance of the meeting hall.
- 14) Even after registering for e-communication, members are entitled to receive such communication in physical form, upon making a request for the same, by post, free of cost. For any communication, the members may also send their requests to investorscomplaintssta@scl.co.in.

Members holding shares in physical form

- 15) Members can submit their PAN details to the Company / Share Transfer Agent (STA).
- 16) Members are requested to intimate all changes pertaining to their bank details such as bank account number, name of the bank and branch details, MICR code and IFSC code, mandates, nomination as per Section 72 of the Act, 2013 by filling Form SH-13, power of attorney, change of address, change of name, e-mail address, contact numbers, etc., with the Company / STA. Blank forms (SH-13) will be supplied on request.
- 17) Members holding shares in physical form, in their own interest, are requested to dematerialize the shares to avail the benefits of electronic holding / trading.
Members who have not registered their email address, physical copies of Annual Report and the Notice of the

AGM *inter-alia* indicating the process and manner of e-Voting along with Attendance Slip and Proxy Form are being sent in the permitted mode.

- 18) Members are requested to affix their signatures at the space provided on the Attendance Slip annexed to Proxy Form. Members / Proxies / Authorised Representatives are requested to bring the attendance slips duly filled in for attending the Meeting. Members are requested to write their Folio Number in the attendance slip for attending the Meeting and handover the Slip at the entrance of the meeting hall.

Voting

- 19) The businesses set out in the Notice will be transacted through electronic voting system and the Company is providing facility for voting by electronic means. The members may cast their votes using an electronic voting system from a place other than the venue of the meeting ('remote e-Voting').
- 20) The facility for voting through Ballot papers shall be made available at the venue of AGM and the members attending the AGM who have not cast their vote by remote e-Voting shall be able to vote at the AGM.
- 21) In case of joint holders attending the AGM, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote.
- 22) In terms of Section 108 of the Act 2013 read with Rule 20 of the Companies (Management and Administration) Rules 2014, as amended ('the Rules') and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 [SEBI (LODR) Regulations], the Company has provided facility to exercise votes through electronic voting system, to members holding shares as on 26th July 2016 being the "Cut-off Date" ("Cut-Off" for the purpose of Rule 20(4)(vii) of the Rules) fixed for determining voting rights of members entitled to participate in the e-Voting process through the e-Voting platform provided by NSDL by typing the URL <https://www.evoting.nsdl.com>.

The voting rights of the members / beneficial owners will be reckoned on the Equity Shares held by them as on 26th July 2016, i.e "Cut-off Date". Members as on the cut-off date i.e, 26th July 2016 only shall be entitled to avail the facility of remote e-Voting or Ballot paper.

The instructions for remote e-Voting are as under:

- (A) For members - who receive notice of AGM through e-mail:
 - (i) Launch internet browser by typing the following URL:<https://www.evoting.nsdl.com>;
 - (ii) Enter the login credentials, i.e., User ID and Password mentioned in your email. Your Folio No. DP ID will be your User ID. However, if you have already registered with NSDL for e-Voting, you can use your existing User ID and Password for casting your votes;

- (iii) Initial password is provided in the body of the e-mail;
- (iv) After entering the details appropriately, click on LOGIN;
- (v) You will reach the Password Change menu wherein you are required to mandatorily change your password. The new password shall comprise of minimum 8 characters with at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character (@, #, \$ etc). It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential;
- (vi) You need to login again with the new credentials;
- (vii) On successful login, the system will prompt you to select the EVEN, i.e., TVS Motor Company Limited;
- (viii) On the voting page, the number of shares (which represents the number of votes) as held by the member as on the Cut-Off-date will appear. If you desire to cast all the votes assenting / dissenting to the resolutions, then enter all the number of shares and click "FOR" / "AGAINST", as the case may be or partially in "FOR" and partially in "AGAINST", but the total number in "FOR/ AGAINST" taken together should not exceed your total shareholding as on the 'Cut-Off date'. You may also choose the option "ABSTAIN" and the shares held will not be counted under either head;
- (ix) Members holding multiple folios / demat accounts shall choose the voting process separately for each folio / demat account;
- (x) Cast your votes by selecting an appropriate option and click on "SUBMIT". A confirmation box will be displayed. Click 'OK' to confirm or 'CANCEL' to modify. Once you confirm, you will not be allowed to modify your vote subsequently. During the voting period, you can login multiple times till you have confirmed that you have voted on the resolutions;
- (xi) Corporate / Institutional members (i.e other than individuals, HUF, NRI etc) are required to send scanned copy (PDF/JPG Format) of the relevant board resolution / authority letter etc. together with attested specimen signature of the duly authorised signatory (ies) who are authorised to vote, to the Scrutinizer through e-mail sriram.krishnamurthy@rediffmail.com, with a copy marked to e-voting@nsdl.co.in;
- (xii) Members can cast their vote online from 30th July, 2016 (Saturday) (9 a.m.) till 1st August

2016 (Monday) (5 p.m.) through remote e-Voting. The remote e-Voting will not be allowed beyond the aforesaid date and time and the remote e-Voting module will be disabled by NSDL for voting thereafter;

Only members as on the Cut-Off date, attending the AGM who have not cast their vote through remote e-Voting will be able to exercise their voting right at the AGM through ballot paper;

The members who have cast their vote by remote e-Voting prior to the AGM may also attend the AGM but will not be entitled to cast their vote again;

A person who is not a member as on the Cut Off date should treat this Notice for information purposes only; and

- (xiii) In case of any query, the member may refer the Frequently Asked Questions (FAQs) for Members and remote e-Voting user manual for Members available at the downloads section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990.

(B) For members who receive the Notice of AGM in physical form:

- (i) Initial password is provided as below / at the bottom of the Attendance Slip for the AGM.

EVEN (remote e-Voting Event Number)	USER ID	PASSWORD / PIN

- (ii) Please follow steps from Sl. No. (ii) to (xiii) under heading (A) above to vote through e-Voting platform.

(C) General Instructions:

- (i) Members holding shares as on the "Cut-off Date" i.e., 26th July 2016 will be entitled to vote through remote e-Voting or at the venue of the AGM through ballot paper;
- (ii) The Notice of the AGM is being sent (by email where email ID is available and in physical form in other cases) to the members holding shares of the Company as on 28th June 2016; Where Notice is sent by email, User ID and password are sent in the email itself. Where notice is sent in physical form, User ID and Password are printed at the bottom of the Attendance Slip for the AGM sent along with the Notice; Shareholders who become members of the Company, after despatch of notice and hold shares as on 26th July, 2016 may obtain the User ID and password for e-Voting by sending an email, intimating DP ID and Client ID / Folio

No. to raman@scl.co.in or member may send an e-mail request to evoting@nsdl.co.in or can vote through ballot paper distributed at the AGM;

- (iii) Mr K Sriram, Practising Company Secretary (C.P No. 2215), Chennai has been appointed by the board as scrutinizer for conducting the remote e-Voting process and voting through ballot papers at the AGM, in a fair and transparent manner;
- (iv) The Scrutinizer shall, immediately after the conclusion of the voting at the AGM, first count the votes cast at the meeting, thereafter unlock the votes through remote e-Voting in the presence of at least two witnesses, not in employment of the Company and make, within 48 hours from the conclusion of the AGM, a consolidated Scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman of the Company or any other director, who shall countersign the same;
- (v) The Scrutinizer will submit his report to the Chairman, or any other director, who will declare the result of the voting. The results declared along with the Scrutinizer's report will be placed on the Company's website www.tvsmotor.com & on the website of NSDL <https://www.evoting.nsdl.com> and shall also be communicated to the Stock Exchanges. All the resolutions, subject to receipt of requisite no. of votes, shall be deemed to be passed at the AGM scheduled to be held on 2nd August 2016; and
- (vi) All documents referred to in the accompanying Notice and the Explanatory Statement will be open for inspection at the Registered Office of the Company during 10.00 a.m. to 12.00 noon on all working days from 28th June 2016, till the date of the AGM.

- 23) Route-map to the venue of the Meeting is provided in the attendance slip.
- 24) Any query relating to financial statements must be sent to the Company's Registered Office at least seven days before the date of AGM.
- 25) In accordance with the provisions of Article 132 of the Articles of Association of the Company, Mr H Lakshmanan will retire by rotation at the AGM and, being eligible, offer himself for re-election
- 26) In terms of Regulation 36(3) of SEBI (LODR) Regulations read with Secretarial Standards on General Meetings, a brief profile of the directors, who are proposed to be re-appointed and whose terms of remuneration payable are sought to be varied, in this AGM, nature of their expertise in specific functional areas, other directorships

and committee memberships, their shareholding and relationship with other directors of the Company are given below:

I. Mr H Lakshmanan

Mr H Lakshmanan, aged 82 years is a company executive with vast experience. He joined the TVS Group in 1953. He rose to the position of executive director of Sundaram-Clayton Limited in 1982 and continues to hold the position. He has rich experience, expertise and knowledge in areas such as banking, finance, business administration, industrial relations and human resources.

He was co-opted as a director of the Company on 24th April 2000. He attended all the five board meetings held during the year 2015-16.

He is a member of the Nomination and Remuneration Committee and Corporate Social Responsibility Committee of the Company.

He holds 55,870 equity shares in the Company and he is not related to any director of the Company. Details of his other directorships and membership / chairmanship of committees are given below:

S. No.	Name of the Company	Position held	Committee membership / Chairmanship
1.	Harita Seating Systems Limited	Chairman	Chairman - Audit Committee, Stakeholders Relationship Committee, Corporate Social Responsibility Committee. Member - Nomination and Remuneration Committee.
2.	Sundaram Auto Components Limited	Chairman	Chairman - Audit Committee, Corporate Social Responsibility Committee. Member - Nomination and Remuneration Committee.
3.	TVS Capital Funds Limited	Director	Member - Governance Committee (Audit Committee), Nomination and Remuneration Committee.
4.	Harita Techserv Limited	Director	-
5.	Chennai Business Consulting Services Limited	Director	-
6.	Harita-NTI Limited	Director	Member - Corporate Social Responsibility Committee.
7.	TVS Investments Limited (Formerly known as Sundaram Investment Limited)	Director	-
8.	Harita Fehrer Limited	Director	Member - Audit Committee. Chairman - Corporate Social Responsibility Committee.

S. No.	Name of the Company	Position held	Committee membership / Chairmanship
9.	TVS Training and Services Limited	Director	-
10.	Lakson Technology Private Limited	Director	-
11.	TVS Agro Products Private Limited	Director	-
12.	Gallant E- Access Private Limited (Under Process of Striking off)	Director	-
13.	TVS Motor (Singapore) Pte. Limited	Director	-
14.	TVS Motor Company (Europe) B.V,	Director	-

II. Mr Venu Srinivasan

Mr Venu Srinivasan is the Chairman of Sundaram-Clayton Limited and TVS Motor Company Limited, one of the largest two-wheeler manufacturers in India.

Mr Srinivasan, aged 63 years, has an engineering degree from the College of Engineering, Chennai and a Master's Degree in Management from the Purdue University, USA. In recognition of his contribution to management, he was conferred with "Doctor of Management" by his alma-mater, Purdue University in 2014.

He has held various important positions in the Indian Industry, such as:

- Chairman of National Safety Council, Government of India.
- President, Confederation of Indian Industries (CII) for the year 2009-10.
- President, Society of Indian Automobile Manufacturers for the period 1999-2001.

Some of the recent awards conferred on Mr Srinivasan include:

- "Goodwill Envoy for Public Diplomacy" by the Republic of Korea in January 2015.
- "Honorary citizen of Busan City", Korea's 2nd largest city, in December 2014.
- Honorary Commanding Officer of Korean Naval Vessel, ROKS Choi Young, in November 2014.
- The "Padma Shri" award in 2010 by the President of India, for his valuable and outstanding contributions in the field of trade and industry.
- The distinguished civilian honour "Order of Diplomatic Service Merit" (Heung-In Medal) in 2010, conferred by the President of the Republic of Korea, in recognition of his valuable contribution in promoting Korea-India bilateral relations.

Under Mr Srinivasan's leadership, Sundaram-Clayton Ltd. was awarded the Deming Prize in 1998 by the Union of Japanese Scientists and Engineers (JUSE), Japan and also with the Japanese Quality Medal in the year 2002. In the same year, TVS Motor Company was also conferred with the Deming Prize.

In recognition of his contribution to manufacturing, R&D, technology and quality excellence, he was conferred with "Doctor of Science" by the University of Warwick, UK in the year 2004.

The Indian Institute of Technology, Kharagpur, the oldest IIT in India, conferred upon him, "Doctor of Science" in the year 2009.

He was bestowed with the Ishikawa-Kano award in the year 2012 by the Asian Network of Quality, the apex body for quality in Asia which covers 18 countries including Japan, China, India, Korea and Thailand.

For his contribution to Leadership and Management, Mr Srinivasan was conferred with JRD Tata Corporate Leadership Award by the All India Management Association, and the Jamsetji Tata Lifetime Achievement award by the Indian Society for Quality in the year 2004.

Mr Srinivasan is also the Managing Trustee of Srinivasan Services Trust (SST) - engaged in transformation & empowerment of over 3000 villages in rural India affecting over 1.6 million people.

- The model is about partnership with the stakeholders (society, police, forest department among others), and not philanthropy.
- The activities of the trust are in five main program areas: Economic Development, Health, Education, Infrastructure and Environment.
- Over hundred thousand hectares of degraded forests have been reforested.
- Successful implementation of watershed development programs has raised the water table and prevented soil erosion in 5800 hectares of land.

SST has received multiple awards like:

- Times of India Social Impact Award on Advocacy & Empowerment in Corporate category (2011).
- Golden award on Readers Digest Pegasus Corporate Social Responsibility Award (2008)
- Silver award on Pegasus Corporate Social Responsibility Award (2007).

He is the managing director of the Company from 1986 and since July 2002, he has been the Chairman and Managing Director (CMD). He is also serving as CMD of Sundaram-Clayton Limited (SCL).

He was re-appointed as chairman and managing director of the Company, effective 24th April, 2015 by the board at its meeting held on 3rd February, 2015 on such terms and conditions as approved by the shareholders at the AGM held on 29th July 2015.

TVS MOTOR COMPANY LIMITED

He is a member of the Stakeholders Relationship Committee and chairman of the Corporate Social Responsibility (CSR) Committee of the Company. He holds 25,69,726 Equity Shares of Re.1/- each in the Company.

He is related to Mr Sudarshan Venu, Joint Managing Director and Dr Lakshmi Venu, Director of the Company.

Details of his other directorships and memberships/ chairmanships of committees are given below :-

S. No.	Name of the Company	Position held	Committee membership / Chairmanship
1.	Sundaram-Clayton Limited	Chairman and Managing Director	Chairman - CSR Committee
2.	Harita-NTI Limited	Chairman	Chairman - CSR Committee
3.	TVS Credit Services Limited	Chairman	Chairman - CSR Committee
4.	Lucas-TVS Limited	Director	-
5.	T V Sundram Iyengar & Sons Private Limited	Director	Member - Audit Committee
6.	Southern Roadways Limited	Director	-
7.	Sundram Fasteners Limited	Director	Member - Stakeholders Relationship Committee
8.	Cummins India Limited	Director	Member - Stakeholders Relationship Committee Member - Audit & Risk Management Committee
9.	TVS Investments Limited (Formerly known as Sundaram Investment Limited)	Director	-
10.	TVS Lanka Private Limited	Director	-
11.	TVS Motor (Singapore) Pte. Limited	Director	-

III. Mr Sudarshan Venu

Mr Sudarshan Venu completed his graduation in 2010 with Honors at the Jerome Fisher Program in Management and Technology at the University of Pennsylvania, USA.

He holds bachelor degree in B.S. in Mechanical Engineering from the School of Engineering and B.S. in Economics from the Wharton School, USA. He also completed his M.Sc in International Technology Management from the Warwick Manufacturing Group attached to University of Warwick in U.K.

In the initial years, during his visits to India, he underwent practical training in Die Casting Division, of the holding company viz., Sundaram-Clayton Limited (SCL) and in the Company.

Mr Sudarshan Venu, aged 27 years, has been actively involved in all spheres of the management of the Company and handling wider responsibilities for exploring new business opportunities both in India and abroad.

The board at its meeting held on 10th September 2014, appointed Mr Sudarshan Venu as Joint Managing Director of the Company. He also serves as the Joint Managing Director of SCL.

He is a member of the Stakeholders Relationship Committee of the Company. He does not hold any share in the Company.

He is related to Mr Venu Srinivasan, Chairman and Managing Director and Dr Lakshmi Venu, Director of the Company.

Details of his other directorships and memberships / chairmanships of committees are given below:

S. No.	Name of the Company	Position held	Committee membership / Chairmanship
1.	Sundaram-Clayton Limited	Joint Managing Director	-
2.	TVS Credit Services Limited	Director	Member - Asset Liability Management Committee

Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 (the Act)

The following Explanatory Statement sets out all material facts relating to the special businesses mentioned in the accompanying Notice dated 3rd May 2016 and shall be taken as forming part of the Notice.

Item No.4

The board, on the recommendation of Nomination and Remuneration Committee (NRC), at its meeting held on 3rd February 2015, re-appointed Mr Venu Srinivasan as Chairman and Managing Director (CMD) of the Company for a further period of five years from 24th April 2015 on such

remuneration by way of commission to be determined by the board for each financial year during his tenure of appointment, within the prescribed limit fixed under Section 197 of the Companies Act, 2013 (the Act).

The shareholders approved his appointment and remuneration by way of an ordinary resolution at the 23rd AGM held on 29th July 2015. The shareholders have authorised the board to alter and vary the scope and quantum of remuneration i.e., payment of profit related commission, but they have not explicitly authorised the payment of monthly remuneration, within the limits specified under the Act.

The board reviewed the remuneration payable to him after taking into consideration the time spent and contribution made to the growth of the Company and agreed that CMD can be compensated by way of monthly remuneration along with other allied perquisites from the financial year 2016-17 effective 1st April 2016, as recommended by the NRC, within the overall limits prescribed under Section 197 of the Act.

Therefore, the board, at its meeting held on 3rd May 2016, proposed the following variation in the terms of remuneration payable to him, subject to the approval of the shareholders in the ensuing AGM:

Particulars of Remuneration	Proposed Revision
Salary	Rs. 4.25 lakhs per month and such increments as may be decided by the Board, from time to time.
Commission	Such percentage of net profits of the Company for every financial year, as may be determined by the Board, from time to time. However such percentage shall not exceed the overall limits for remuneration stipulated under the Companies Act, 2013.
Accommodation	Free furnished residential accommodation with provision for gas, electricity, water, furnishings and housekeepers / attendants. In case, no accommodation is provided by the Company, he is entitled to receive house rent allowance, subject to a ceiling of sixty per cent of the salary.
Leave Travel Concession (LTC)	For four weeks in a year including two trips abroad in a year, for self and family. In case of non availment of LTC, he is entitled to receive leave travel allowance equivalent to one month's salary.
Car	Two cars for Company's work as well as for personal purposes along with drivers.
Medical Expenses	All medical expenses incurred for self and family in India or abroad including surgical expenses, travel, boarding and lodging expenses for patient and attendant(s) including premium payment for medical insurance scheme.
Club Fees	Payment of membership fees for three clubs in India and abroad, including any admission / life membership fees.
Personal accident insurance	For an amount, the annual premium of which does not exceed Rs.5 lakhs.
Provident Fund / Superannuation Fund	12% of the Salary to Provident Fund or such other higher rate, as may be notified by the Central Government, from time to time and such percentage as may be permissible to Superannuation Fund under the relevant scheme.
Gratuity	15 days salary for each year of service.
Earned Leave	On full pay and allowances, but not exceeding one month's leave for every eleven months of service. Leave accumulated can be encashed as per the rules of the Company.

Particulars of Remuneration	Proposed Revision
Telephone including Telecommunication facilities	Telephone including telecommunication facilities at his residence. Personal long distance calls on telephone shall be dealt with by the Company as per the applicable provisions under the Income-tax Rules, 1962 or any re-enactment thereof.
Reimbursement of expenses	All actual expenses, including on entertainment and travelling, incurred by him in the course of the Company's business.
Benefits and Amenities	(i) Loan and other schemes - Benefits under loan and other schemes in accordance with the practices, rules and regulations in force, in the Company, from time to time; and (ii) Other benefits and amenities - Such other allowances, benefits, amenities and facilities including those under the Special Post Retirement Benefits Scheme as per the rules of the Company.
Other Clauses	The Board may revise the remuneration payable to CMD, in any financial year during his tenure of office, in such manner as may be agreed to between the Board of Directors and CMD subject to the condition that the total remuneration by way of salary, perquisites, commission, other allowances and other benefits, shall be within the limits permissible under the Companies Act, 2013, as amended from time to time.
Minimum Remuneration	In the event of any loss or inadequacy of profits for any financial year, the Board of Directors / Nomination and Remuneration Committee of the Board shall approve the remuneration payable to CMD, during such financial year, in such manner as may be agreed to between the Board of Directors / Nomination and Remuneration Committee and CMD, however not exceeding the maximum limits specified in this behalf under Section 197 read with Schedule V to the Companies Act, 2013.

It is therefore conceivable that such modification in the terms of remuneration will amount to variation of remuneration payable to him within the overall limit fixed under Sections 197 and 198 read with Schedule V to the Act and require approval of the shareholders.

During his tenure as CMD, he will not be paid any sitting fee for attending meetings of the board or committees thereof. He attended three board meetings out of five board meetings held during the year 2015-16.

He is also the Chairman and Managing Director of the holding company viz., Sundaram-Clayton Limited (SCL), drawing remuneration by way of salary and perquisites as approved by its shareholders.

During the year 2015-16, he was entitled for a sum of Rs.13.88 Cr as remuneration by way of commission and other

perquisites from the Company and Rs.0.32 Cr from SCL by way of remuneration. The aggregate of remuneration payable to him in both the companies shall not exceed the higher maximum limit admissible from any one of these two companies, in terms of Schedule V to the Act.

The terms of remuneration payable to CMD as specified above are now being placed before the members for their approval by way of an ordinary resolution, as set out in item no. 4 of this Notice, in compliance with the provisions of Sections 196, 197 and 203 read with Schedule V to the Act, as recommended by the NRC and by the board.

Mr Venu Srinivasan is deemed to be concerned / interested in this resolution, since it relates to his remuneration as CMD. Mr Sudarshan Venu, Joint Managing Director and Dr Lakshmi Venu, Director are also deemed to be interested, being his relatives.

None of the other Directors or Key Managerial Personnel of the Company or their relatives is concerned or interested, financially or otherwise, in the resolution as set out in Item No.4 of this Notice.

The board, therefore, recommends the ordinary resolution, as set out in item No.4, for approval by the shareholders of the Company.

Item No.5

At the board meeting held on 1st February, 2013, Mr Sudarshan Venu, was appointed as whole-time director of the Company for a period of five years from 1st February, 2013 on such remuneration within the limit prescribed under applicable provisions of the Companies Act, 1956. The shareholders also approved his terms of appointment and remuneration through postal ballot on 18th March, 2013 and variation in certain perquisites payable to him was also approved by the shareholders at the 22nd AGM held on 14th July, 2014.

Considering his increased responsibilities, the board, at its meeting held on 10th September, 2014, appointed him as Joint Managing Director (JMD), as recommended by the NRC, for the remaining period of his tenure up to 31st January, 2018, without any other change in his terms of appointment and remuneration. The shareholders also approved his appointment in AGM held on 29th July 2015.

The board reviewed the remuneration payable to him after taking into consideration his active involvement in all spheres of management for exploring business opportunities both in India and abroad and felt that, JMD can be compensated by way of enhanced commission.

The board was of the opinion that the existing remuneration was considerably inadequate, when compared with the industry norms and similarly placed senior management

personnel of the Company. Therefore, the board, at its meeting held on 3rd May 2016, proposed the following revision in the terms of remuneration payable to him effective 1st April 2015, as recommended by the NRC, subject to the approval of the shareholders in the ensuing AGM:

Particulars of Remuneration	Proposed Revision
Salary	Rs. 4 lakhs per month and such increments as may be decided by the Board, from time to time.
Commission	Such percentage of net profits of the Company as may be determined by the Board, from time to time. However such percentage shall not exceed the overall limits for remuneration stipulated under the Companies Act, 2013.
Accommodation	Free furnished residential accommodation with provision for gas, electricity, water, furnishings and housekeepers / attendants. In case, no accommodation is provided by the Company, he is entitled to receive house rent allowance, subject to a ceiling of sixty per cent of the salary.
Leave Travel Concession (LTC)	For four weeks in a year including two trips abroad in a year, for self and family. In case of non availment of LTC, he is entitled to receive leave travel allowance equivalent to one month's salary.
Car	Two cars for Company's work as well as for personal purposes along with drivers.
Medical Expenses	All medical expenses incurred for self and family in India or abroad including surgical expenses, travel, boarding and lodging expenses for patient and attendant(s) including premium payment for medical insurance scheme.
Club Fees	Payment of membership fees for three clubs in India and abroad, including any admission / life membership fees.
Personal accident insurance	For an amount, the annual premium of which does not exceed Rs.5 lakhs.
Provident Fund / Superannuation Fund	12% of the Salary to Provident Fund or such other higher rate, as may be notified by the Central Government, from time to time and such percentage as may be permissible to Superannuation Fund under the relevant scheme.
Gratuity	15 days salary for each year of service.
Earned Leave	On full pay and allowances, but not exceeding one month's leave for every eleven months of service. Leave accumulated shall be encashed as per the rules of the Company.
Telephone including Telecommunication facilities	Telephone including telecommunication facilities at his residence. Personal long distance calls on telephone shall be dealt with by the Company as per the applicable provisions under the Income-tax Rules, 1962 or any re-enactment thereof.

Particulars of Remuneration	Proposed Revision
Reimbursement of expenses	All actual expenses, including on entertainment and travelling, incurred by him in the course of the Company's business.
Benefits and Amenities	(i) Loan and other schemes - Benefits under loan and other schemes in accordance with the practices, rules and regulations in force, in the Company, from time to time; and (ii) Other benefits and amenities - Such other allowances, benefits, amenities and facilities including those under the Special Post Retirement Benefits Scheme as per the rules of the Company.
Other Clauses	The Board may revise the remuneration payable to JMD, in any financial year during his tenure of office, in such manner as may be agreed to between the Board of Directors and JMD subject to the condition that the total remuneration by way of salary, perquisites, commission, other allowances and other benefits, shall be within the limits permissible under the Companies Act, 2013, as amended from time to time.
Minimum Remuneration	In the event of any loss or inadequacy of profits for any financial year, the Board of Directors / Nomination and Remuneration Committee shall approve the remuneration payable to JMD, during such financial year, in such manner as may be agreed to between the Board of Directors / Nomination and Remuneration Committee and JMD, however not exceeding the maximum limits specified in this behalf under Section 197 read with Schedule V to the Companies Act, 2013.

It is therefore conceivable that such modification in the terms of remuneration will amount to revision in the overall remuneration payable to him, in terms of Sections 197 and 198 read with Schedule V to the Act and require approval of the shareholders.

During his tenure as JMD, he will not be paid any sitting fee for attending meetings of the board or committees thereof. He attended all the five board meetings held during the year 2015-16.

He is also the JMD of the holding company viz., Sundaram-Clayton Limited (SCL), drawing remuneration by way of salary and other perquisites as approved by its shareholders.

During the year 2015-16, he was entitled for a sum of Rs. 9.59 Cr as remuneration from the Company and Rs. 0.44 Cr from SCL. The aggregate of remuneration payable to him in both the companies shall not exceed the

higher maximum limit admissible from any one of these two companies, in terms of Schedule V to the Act.

The terms of remuneration payable to JMD as specified above are now being placed before the members for their approval by way of an ordinary resolution, as set out in item no. 5 of this Notice, in compliance with the provisions of Sections 196, 197 and 203 read with Schedule V to the Act, as recommended by the NRC and by the board.

Mr Sudarshan Venu is deemed to be concerned / interested in this resolution, since it relates to his remuneration as JMD. Mr Venu Srinivasan, CMD and Dr Lakshmi Venu, Director are also deemed to be interested, being his relatives.

None of the other Directors or Key Managerial Personnel of the Company or their relatives is concerned or interested, financially or otherwise, in the resolution as set out in item no.5 of this Notice.

The board, therefore, recommends the ordinary resolution, as set out in item no.5, for approval by the shareholders of the Company.

Item No.6

As recommended by the audit committee, the board at its meeting held on 3rd May 2016, re-appointed Mr A N Raman, practising cost accountant, having membership no. 5359, as Cost Auditor of the Company, in terms of Section 148 of the Act, and fixed a sum of Rs. 5 lakhs as remuneration payable to him for the financial year 2016-17, subject to ratification by the shareholders of the Company.

In terms of Section 148 (3) of the Act read with the Companies (Audit and Auditors) Rules 2014, the remuneration payable to the Cost Auditor, as recommended by the audit committee and approved by the board, is required to be ratified by the shareholders of the Company, at the ensuing AGM of the Company.

None of the Directors or Key Managerial Personnel of the Company or their relatives is concerned or interested, financially or otherwise, in the resolution as set out in Item No.6 of this Notice.

The board, therefore, recommends the ordinary resolution, as set out in item No.6, for ratification of the remuneration payable to the Cost Auditor by the shareholders of the Company.

By order of the board

Bengaluru
3rd May 2016

K S SRINIVASAN
Company Secretary

Registered Office:
"Jayalakshmi Estates",
No.29 (Old No.8), Haddows Road,
Chennai - 600 006.

TVS MOTOR COMPANY LIMITED



Regd. Office: Jayalakshmi Estates, No.29, Haddows Road, Chennai – 600 006
CIN: L35921TN1992PLC022845; Email: contactus@tvsmotor.com; investorscomplaintssta@scl.co.in
Phone: 044-28272233, Fax:044-28257121

ATTENDANCE SLIP

Name and Address of the Member	Folio No.
	DP ID / Client ID* :
	No. of Shares :
	:

I / We hereby record my / our presence at the 24th ANNUAL GENERAL MEETING of the Company being held at The Music Academy, New No.168 (Old No.306), TTK Road, Royapettah, Chennai - 600 014 on Tuesday, 2nd August 2016 at 10.35 a.m.

Name of the Shareholder / Proxy

Signature of Shareholder / Proxy

*** Applicable for investors holding shares in electronic form.**

ELECTRONIC VOTING PARTICULARS		
EVEN (Remote E-Voting Event Number)	USER ID	PASSWORD/PIN

TVS MOTOR COMPANY LIMITED



Regd. Office: Jayalakshmi Estates, No.29, Haddows Road, Chennai – 600 006
CIN: L35921TN1992PLC022845; Email: contactus@tvsmotor.com; investorscomplaintssta@scl.co.in
Phone: 044-28272233, Fax:044-28257121

FORM No. : MGT 11 PROXY FORM

[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]

Name of the Member(s) :	
Registered Address :	
E-Mail ID :	
Folio No. :	
DP ID / Client ID* :	
No. of Shares :	

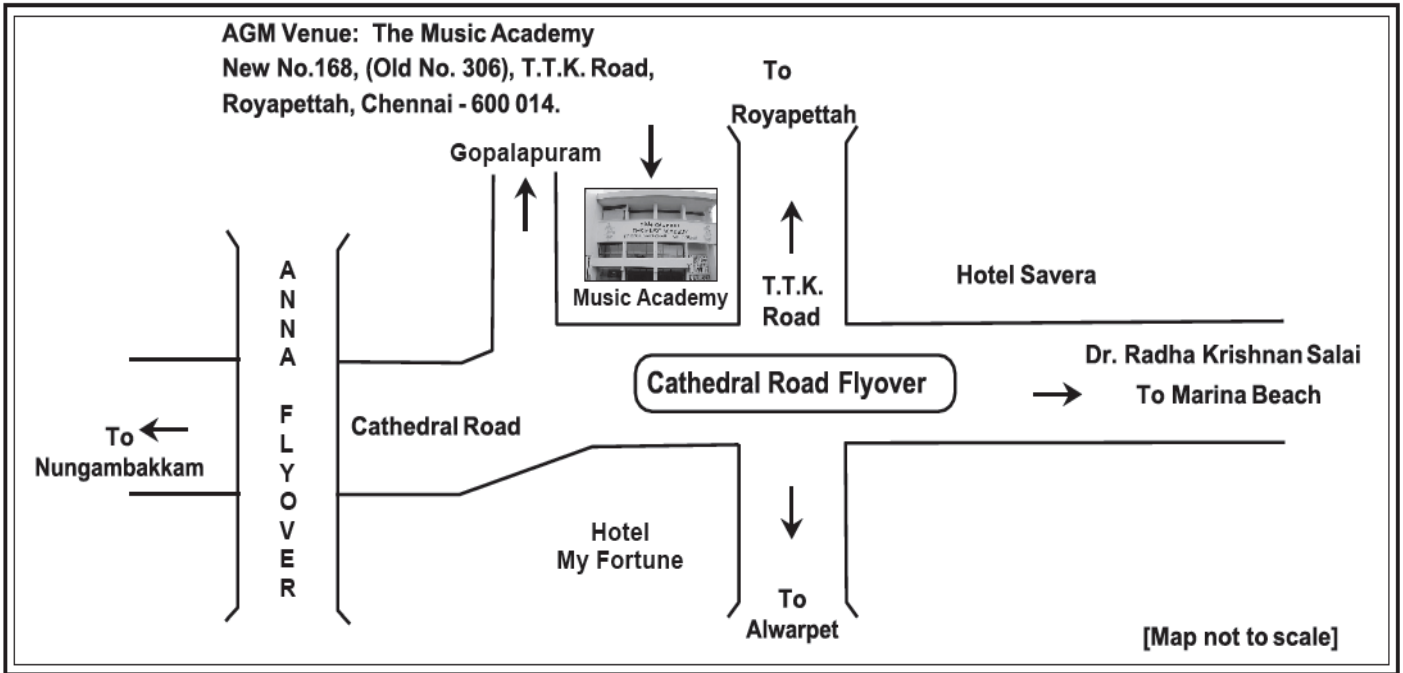
I/We being the Member(s) of ----- Equity Shares of TVS Motor Company Limited, hereby appoint:

S.No.	Name	Address	Email id	Signature	
1					Or failing him
2					Or failing him
3					

as my/our Proxy to attend and vote (on a poll) on my/our behalf at the 24th ANNUAL GENERAL MEETING of the Company being held at The Music Academy, New No.168 (Old No.306), TTK Road, Royapettah, Chennai - 600 014 on Tuesday, 2nd August 2016 at 10.35 a.m., and at any adjournment thereof in respect of such resolutions as are indicated below:

*** Applicable for investors holding shares in electronic form.**

Route map for the venue of AGM of TVS Motor Company Limited to be held on Tuesday 2nd August 2016 at 10.35 A.M.



** I/We wish my/our above Proxy to vote in the manner as indicated in the box below:

Ordinary Business		For	Against
1.	Adoption of audited financial statements including the consolidated financial statements for the year ended 31 st March 2016 and the reports of the Board of Directors and Auditors thereon.		
2.	Re-appointment of Mr H Lakshmanan as director, who retires by rotation.		
3.	Re-appointment of M/s V Sankar Aiyar & Co. Chartered Accountants, Mumbai as Statutory Auditors and fixing their remuneration.		
Special Business			
4.	Approving the variation in the terms of remuneration payable to Mr Venu Srinivasan, Chairman and Managing Director of the Company, effective 1 st April 2016.		
5.	Approving the revision in the terms of remuneration payable to Mr Sudarshan Venu, Joint Managing Director of the Company, effective 1 st April 2015.		
6.	Ratification of remuneration payable to Mr A N Raman, Practising Cost Accountant as cost auditor for the year 2016-17.		

Signed this.....day of.....2016

Signature of Shareholder

Signature of Proxyholder

Affix
Revenue
Stamp

Notes:

- This form of Proxy in order to be effective should be duly completed and deposited at the Registered office of the Company or at the Office of the Share Transfer Agent at "Jayalakshmi Estates", No.29, Haddows Road, Chennai 600 006, not less than 48 hours before the commencement of the meeting.
- A Proxy need not be a member of the Company.
- A person can act as a Proxy on behalf of members not exceeding fifty and holding in aggregate not more than 10% of the total paid up share capital of the Company carrying voting rights. A member holding more than 10% of the total paid up share capital of the Company carrying voting rights may appoint a single person as Proxy and such person shall not act as a Proxy for any other shareholder.
- It is optional to put a ✓ in the appropriate column against the resolutions indicated in the box. If you leave the 'For' or 'Against' column blank against any or all the resolutions, your Proxy will be entitled to vote in the manner as he/she thinks appropriate.
- Appointing a Proxy does not prevent a member from attending the meeting in person, if he so wishes.
- In the case of joint holders, the signature of any one holder will be sufficient, but names of all the joint holders should be stated.