

21st April 2017

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,

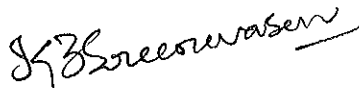
**Reg : Compliance under Regulation 40(9) & (11) of SEBI
(Listing Obligations and Disclosure Requirements)
Regulations, 2015**

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 31st March 2017.

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 October 2016 to 31st March 2017**.

Based on such examination, the information and explanation furnished to us by the company, its officers and agents, and to the best of our knowledge and belief, **we hereby certify that**, the RTA has, in respect of requests for *transfer, transmission, transposition, and issue of consolidated and split certificates, of shares held in physical form*, received and processed during the half-year from **1st October 2016 to 31st March 2017**:

1. Registered all the transfers in respect of which proper documents were lodged and despatched the share certificates with the transfers endorsed, within 30 days of lodgement, excluding the notice period of 15 days given to the transferor in cases where there were minor differences in the transferor's signature.
2. Registered all the transmissions for which proper documents were lodged and despatched the share certificates with the transmissions endorsed, within 30 days of lodgement.
3. Registered all the transpositions and despatched the share certificates with the transpositions endorsed, within 30 days of lodgement.
4. Despatched share certificates within 30 days of lodgement, for all the consolidation and split certificate requests.

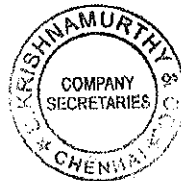
For **S. KRISHNAMURTHY & CO.**,

Company Secretaries

K. SRIRAM

Partner

C.P. No.2215



Place: Chennai

Date: 20th April 2017