

14th July 2018

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 30 of SEBI (Listing
Obligations and Disclosure Requirements) Regulations,
2015 (Listing Regulations)**

In terms of Regulation 30 of Listing Regulations, we hereby enclose the
Notice of 26th Annual General Meeting of the Company to be held on
7th August 2018.

Kindly acknowledge receipt.

Yours faithfully,
For TVS MOTOR COMPANY LIMITED


K Srinivasan
Company Secretary

Encl : a/a

NOTICE OF ANNUAL GENERAL MEETING

NOTICE is hereby given that the 26th Annual General Meeting of the Company (AGM) will be held on Tuesday, the 7th August 2018 at 10.35 a.m. at 'The Music Academy', New No. 168 (Old No. 306) T.T.K. Road, Royapettah, Chennai 600 014 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, 2018, 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' Report 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 Dr. Lakshmi Venu (holding DIN 02702020), Director, who retires by rotation and being eligible, offers herself 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, for the second term of five consecutive years from the conclusion of this Annual General Meeting (AGM) till the conclusion of the 31st AGM, 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 during their tenure, in addition to reimbursement of travelling, out-of-pocket expenses and all applicable taxes, be and is hereby approved.

SPECIAL BUSINESS

4. To consider passing the following resolution as a special resolution:

RESOLVED THAT subject to the provisions of Section 152 and other applicable provisions of the Companies Act, 2013 (the Act, 2013) and Regulation 17 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (as amended), Mr H Lakshmanan (holding DIN 00057973), a Non-Executive Director, aged 84 years, who retires by rotation and being eligible, offers himself for re-appointment, be and is hereby re-appointed as a Director of the Company.

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

RESOLVED THAT subject to the provisions of Sections 152, 160, 161 and other applicable provisions of the Act, 2013 and the Companies (Appointment and Qualifications of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and Regulation 17 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (as amended) and as recommended by the Nomination and Remuneration Committee and the Board of Directors of the Company, Mr Rajesh Narasimhan (holding DIN 07824276) who was appointed as an Additional Non-Executive Non-Independent Director effective 1st November 2017 and who holds office upto the date of this Annual General Meeting, be and is hereby appointed as a Director of the Company, liable to retire by rotation.

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) remuneration of Rs. 5,00,000 (Rupees five lakhs only) 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 re-appointed as Cost Auditor of the Company for the year 2018-19 by the Board of Directors of the Company, as recommended by the Audit Committee be and is hereby ratified.

By order of the Board of Directors

Chennai
16th May 2018

K S Srinivasan
Company Secretary

Registered Office:
"Jayalakshmi Estates"
29, 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 business to be transacted at the AGM, 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 commencement of 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 124 of the Act, 2013, 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 The Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, the Company is providing / hosting the required details of unclaimed amount referred to under Section 124 of the Act, 2013 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 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 including annexures along with Notice will also be available at the Company's Registered Office for inspection during 10.00 a.m. to 12.00 Noon on all working days, from 3rd July 2018 till the date of AGM.

8. As a measure of economy, copies of the Annual Report will not be distributed at the venue of AGM. Members are, therefore, requested to bring their copies of the Annual Report to the meeting.
9. Members are requested to affix their signatures at the space provided in 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 duly filled in for attending the meeting and handover the Slip at the entrance of the meeting hall.

Members holding shares in electronic form

10. 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) (DP) with whom they are maintaining their demat accounts.
11. 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 / Name / e-mail Address / Contact Numbers, etc., to their DP.
12. 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.
13. 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 e-mail IDs are registered with the Company / DPs for communication purposes, unless any Member has requested for a hard copy of the same.
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 / 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 e-mail 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.

Voting

18. The business 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').
19. 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 AGM.
20. In case of joint holders attending 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.
21. 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 SEBI (LODR) Regulations, the Company has provided facility to exercise votes through electronic voting system, to Members holding shares as on 31st July 2018 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 viz., www.evoting.nsdl.com.

The voting rights of the Members/Beneficial Owners will be reckoned on the Equity Shares held by them as on 31st July 2018. Members as on the Cut-off date 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 - www.evoting.nsdl.com;
 - (ii) Enter the login credentials, i.e., User ID and Password mentioned in your e-mail. 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 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 evoting@nsdl.co.in;
 - (xii) Members can cast their vote online from 4th August 2018 (Saturday) (9 a.m.) till 6th August 2018 (Monday) (5 p.m.) through remote e-Voting. Thereafter, the remote e-Voting module will be disabled by NSDL for voting and hence e-Voting will not be allowed after the aforesaid date and time;
- Only Members as on the Cut-off date who have not cast their vote through remote e-Voting will be able to exercise their voting right at AGM through Ballot Paper;
- The Members who have cast their vote by remote e-Voting prior to the AGM may also attend 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) 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 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" will be entitled to vote through remote e-Voting or at the venue of AGM through Ballot Paper;
- (ii) The Notice of AGM is being sent (by e-mail where e-mail ID is available and in physical form in other cases) to the Members holding shares of the Company as on 3rd July 2018;

Where Notice is sent by e-mail, User ID and Password are sent in the e-mail 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 31st July 2018 may obtain the User ID and Password for e-Voting by sending an e-mail, 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 venue of AGM;

- (iii) Mr K Sriram, Practising Company Secretary (C.P No. 2215), Chennai has been appointed by the Board of Directors 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 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 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; and

- (v) The Scrutinizer will submit his report to the Chairman, or any other Director of the Company, 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 www.evoting.nsdl.com and shall also be communicated to the Stock Exchanges. All the resolutions, subject to receipt of requisite number of votes, shall be deemed to be passed at the AGM scheduled to be held on 7th August 2018;

22. Route-map to the venue of AGM is provided in the Attendance Slip;
23. Any query relating to financial statements must be sent to the Company's Registered Office atleast 7 days before the date of AGM;
24. In accordance with the provisions of Article 66 of the Articles of Association of the Company, Dr. Lakshmi Venu and Mr H Lakshmanan will retire by rotation at AGM and being eligible, offer themselves for re-appointment; and
25. In terms of the Regulation 36(3) of SEBI (LODR) Regulations, 2015, read with Secretarial Standards on General Meeting, brief profile of the Directors, who are proposed to be re-appointed / appointed 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. Dr. Lakshmi Venu

Dr. Lakshmi Venu, aged 35 years, a graduate of Yale University, holds a Doctorate in Engineering Management from the University of Warwick.

She underwent her initial training for three years as a Management Trainee in Sundaram Auto Components Limited, a wholly owned subsidiary of the Company, beginning from 2003 and when she was deputed to work in Sundaram-Clayton Limited (SCL), the holding company, she underwent an extensive in-depth induction and worked in the areas of business strategy, corporate affairs, product design and sales & marketing of SCL.

Dr. Lakshmi Venu is the Joint Managing Director of SCL and Deputy Managing Director of TAFE Motors and Tractors Limited. She also holds Directorships in various other companies.

She does not hold any share in the Company.

She has attended four Board meetings out of five Board meetings held during the year 2017-18.

She is related to Mr Venu Srinivasan, Chairman & Managing Director and Mr Sudarshan Venu, Joint Managing Director of the Company.

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Details of her other Directorships and Memberships of Committees are given below:

| S.No | Name of the Company | Position held | Committee Membership |
|------|---|--------------------------|---|
| 1. | Sundaram-Clayton Limited | Joint Managing Director | Stakeholders' Relationship Committee Corporate Social Responsibility Committee |
| 2. | TAFE Motors and Tractors Limited | Deputy Managing Director | - |
| 3. | Sundram Non-Conventional Energy Systems Limited | Director | - |
| 4. | Sundaram Auto Components Limited | Director | Corporate Social Responsibility Committee |
| 5. | WABCO India Limited | Independent Director | Corporate Social Responsibility Committee |
| 6. | LV Trustee Private Limited | Director | - |
| 7. | Sundaram-Clayton (USA) Limited | Director | - |
| 8. | Sundaram Holding USA Inc. | Director | - |

II. Mr H Lakshmanan

Mr H Lakshmanan, aged 84 years, joined TVS Group in 1953 and raised to the position as Executive Director of Sundaram-Clayton Limited (SCL), the holding Company, in 1982.

He plays a vital role in the management of SCL Group Companies and has contributed to the phenomenal growth of the Companies with his untiring efforts since its inception.

The following are some of his core functional areas -

- facilitating the proper working of the Board;
- acting as the leading representative of the Company in all its dealings with the Stakeholders like Members, Financial Institutions, Regulators, Government, Vendors, Dealers etc.;
- maintaining good shareholder relations;
- assisting the existence of an effective strategic planning system and the appropriate consideration of future development possibilities;
- enabling the Board to play an active role in strategic review and that development proposals and planning issues are referred to the Board for discussion and approval;
- establishing the basic priorities, ethical values, policies, attitudes and culture for the Company;

- ensuring that probity is maintained in accounting, reporting and all other aspects;
- monitoring the Senior Management Personnel's performance against established criteria/measures of financial and operating performance, in conjunction with the Board;
- with six decades of experience mostly devoted to human resource development, he played an important role in inter personnel relationship with workers' union, employees representatives and had a unique distinction of performing exemplary work on industrial relations of companies in SCL group; and
- acting as counsellor, adviser and listener to the Chief Executive and to other Members of the Board.

He is not related to any other Director or Key Managerial Personnel of the Company.

He holds 55,870 Equity Shares of Re.1/- each of the Company.

He has attended all the five Board meetings held during the year 2017-18.

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

Details of his other Directorships / Memberships / Chairmanships of Committees are given below:

| S.No | Name of the Company | Position held | Committee Membership/ Chairmanship |
|------|-----------------------------------|---------------|--|
| 1. | Harita Seating Systems Limited | Chairman | Audit Committee * |
| | | | Stakeholders' Relationship Committee* |
| | | | Nomination and Remuneration Committee |
| | | | Corporate Social Responsibility Committee* |
| 2. | Sundaram Auto Components Limited | Chairman | Audit Committee * |
| | | | Nomination and Remuneration Committee |
| | | | Corporate Social Responsibility Committee* |
| 3. | TVS Capital Funds Private Limited | Director | Governance Committee (Audit Committee) |
| | | | Nomination and Remuneration Committee |
| 4. | Harita Fehrer Limited | Director | Audit Committee |
| | | | Corporate Social Responsibility Committee* |
| 5. | Harita NTI-Limited | Director | Corporate Social Responsibility Committee |

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| S.No | Name of the Company | Position held | Committee Membership/ Chairmanship |
|------|--|---------------|------------------------------------|
| 6. | Chennai Business Consulting Services Limited | Director | - |
| 7. | Harita Techserv Limited | Director | - |
| 8. | TVS Training and Services Limited | Director | - |
| 9. | TVS Investments Private Limited | Director | - |
| 10. | Lakson Technology Private Limited | Director | - |
| 11. | TVS Agro Products Private Limited | Director | - |
| 12. | VS Trustee Private Limited | Director | - |
| 13. | VS Investment and Consultancy Services Private Limited | Director | - |
| 14. | Cheema Investments and Holdings Private Limited | Director | - |
| 15. | TVS Motor (Singapore) Pte Limited | Director | - |
| 16. | TVS Motor Company (Europe) B.V. | Director | - |

(*) Indicates committees in which he holds the position as Chairman

III. Mr Rajesh Narasimhan

Mr Rajesh Narasimhan, aged 53 years, is an alumnus of the Indian Institute of Management – Ahmedabad and also holds a Masters in Computer Applications and a Bachelor's Degree in Statistics.

He currently serves as the Chief Executive Officer of TVS Motor (Singapore) Pte Limited, the wholly owned subsidiary of the Company, headquartered in Singapore, that is being leveraged to operationalize a digital technology start up focused on the Automotive and Fintech industries with portfolios and offerings that will deliver high quality solutions to help address real

life business challenges by harnessing the power of Analytics, Artificial Intelligence (AI), Augmented Reality (AR), Internet of Things (IoT), Machine Learning (ML) and Virtual Reality (VR).

Mr Narasimhan is an innovative & highly adaptable leader with more than three decades of experience in both start-up and mature organizations across multiple industries including Information Technology, Consumer Durables & Consumer Electronics. He brings extensive experience in General Management, Technology and Executive Leadership, Digital & Business transformation and Talent & Leadership development.

He has had an illustrious career at TVS group, Covansys (A CSC Group Company) and Hewlett Packard, where he has been highly rated and valued as a quality top talent consistently delivering in every role and growing rapidly within the respective organizations.

Mr Narasimhan has advised several clients around their business transformation through digital and technology innovation leveraging Automation, Cloud, Cyber-Security, Data Analytics and Management, Mobility & Social. He is very passionate and highly focused on Human Capital Management including leadership and talent development and has an established track record in acquiring, developing and retaining talent.

Mr Narasimhan has held senior positions at Hewlett Packard where he successfully led several business transformations and turnarounds last leading the delivery of their multi-billion \$ Enterprise services business across 25 countries in Asia Pacific & Japan where he had accountability for over 15,000 employees and more than 400 partners and vendors. Prior to this, he also served as the Vice President and General Manager of the Enterprise services business in Asia and as Vice President of Hewlett Packard's multi-billion \$ Applications services business for Asia Pacific and Japan.

Prior to joining Hewlett Packard in June 2010, Mr Narasimhan had a 15+ year tenure with Covansys (Public listed, US headquartered company) during which he lived and worked in France, the Middle East and Singapore establishing and expanding the company's business & presence in the Asia Pacific, Japan and the Middle East geography last serving as their Senior Vice President and Head for the geography.

Prior to joining Covansys in January 1994, Mr Narasimhan held several executive positions with the TVS group in India including with Sundaram-Clayton Ltd., TVS Whirlpool and TVS Electronics.

He holds the position as Director in Parrot Solutions Pte Limited, Singapore a digital start up incorporated in Singapore. He does not hold any share in the Company and is not related to any Director and Key Managerial Personnel of the Company.

He has attended three Board meetings held during the year 2017-18, after his appointment.

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

The following Explanatory statement sets out all material facts relating to the special business mentioned in the accompanying Notice dated 16th May 2018 and shall be taken as forming part of the Notice.

Item No. 4

As per the recent amendment to the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, effective from 1st April 2019, appointment or continuation by a person as a non-executive Director who has attained the age of seventy five years, requires a special resolution to that effect and the explanatory statement annexed to the Notice for such motion shall indicate the justification for appointing such a person.

Mr H Lakshmanan, aged 84 years, is a Non-Executive Non-Independent Director (NE-NID) of the Company, who is liable to retire by rotation at this AGM as he has been the longest in office since his last appointment. His tenure on re-appointment as NE-NID at this AGM, continues beyond 1st April 2019.

In view of this, Nomination and Remuneration Committee (NRC) considered and reviewed his brief profile for re-appointment on retirement by rotation, and the Committee was satisfied with the appropriate mix of skills, experience and his competency. The Independent Directors at their meeting evaluated his performance and also acknowledged -

- His everlasting contribution to the administration of the Company through his overall team work;
- His role in building consensus in a pleasant manner for the administration of the Company; and
- His six decades of experience mostly devoted to human resource development, he played an important role in inter personnel relationship with workers' union, employees representatives and had a unique distinction of performing exemplary work on industrial relations of companies in SCL group.

Therefore, NRC and Board considered that it will be prudent to appoint him as NE-NID and recommend the proposal of his re-appointment to the Shareholders, by way of special resolution.

Except Mr H Lakshmanan, Director, 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 special resolution, as set out in item No.4, for re-appointment of Mr H Lakshmanan, as a Director of the Company, to be approved by the Shareholders.

Item No. 5

Mr Rajesh Narasimhan, who was earlier appointed as an Independent Director (ID) of the Company at the AGM held on 11th August 2017, was appointed as the Chief Executive Officer of the wholly owned subsidiary company viz., TVS Motor (Singapore) Pte Limited (TVSM Singapore) with remuneration.

Upon such appointment, Mr Rajesh Narasimhan holds a place of profit and therefore could not fulfil the criteria of independence in terms of Section 149(6) read with

Schedule IV to the Companies Act, 2013 and Regulation 16 (1) (b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations) and tendered his resignation as an Independent Director of the Company.

Considering that his services will be of immense benefit to the Company, the NRC at its meeting held on 31st October 2017 recommended his appointment as an additional Director of the Company, liable to retire by rotation, subject to approval of the shareholders of the Company at the next AGM.

Based on the recommendations of NRC, Mr Rajesh Narasimhan (holding DIN 07824276) was appointed as an additional Non-Executive Non Independent Director of the Company (NE-NID), by the Board at its meeting held on 1st November 2017 in terms of Section 161 of the Companies Act, 2013 (the Act, 2013).

The Company has also received a Notice from a Member under Section 160 of the Act, 2013, proposing the candidature of Mr Rajesh Narasimhan for the office of Director of the Company.

Except Mr Rajesh Narasimhan, 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 appointment of Mr Rajesh Narasimhan, as NE-NID of the Company, to be approved by the Shareholders.

Item No. 6

As recommended by the Audit Committee, the Board at its meeting held on 16th May 2018, 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 2013, and fixed a sum of Rs.5 lakhs as remuneration payable to him for the financial year 2018-19, subject to ratification by the Shareholders of the Company.

In terms of Section 148 (3) of the Act, 2013 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 of Directors, 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 Directors, therefore, recommend the ordinary resolution, as set out in Item No.6 for ratification of remuneration payable to the Cost Auditor of the Company.

By order of the Board of Directors

Chennai
16th May 2018
Registered Office:
"Jayalakshmi Estates"
29, Haddows Road,
Chennai - 600 006.

K S Srinivasan
Company Secretary

TVS MOTOR COMPANY LIMITED



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

ATTENDANCE SLIP

| | |
|-------------------------------------|---------------------|
| Name and Address of the Shareholder | Folio No. : |
| | DP ID / Client ID : |
| | No. of Shares held |

I / We being the Registered Shareholder/Proxy for the Registered Shareholder of the Company hereby record my / our presence at the 26th Annual General Meeting of the Company being held at The Music Academy, New No.168 (Old No.306), TTK Road, Royapettah, Chennai - 600014 on Tuesday, **7th August 2018 at 10.35 A.M.**

Name of the Shareholder / Proxy

Signature of Shareholder / Proxy

Note: Please fill up this attendance slip and hand it over at the entrance of the meeting hall at the registration desk. Members are requested to bring their copies of the Annual Report to the AGM.

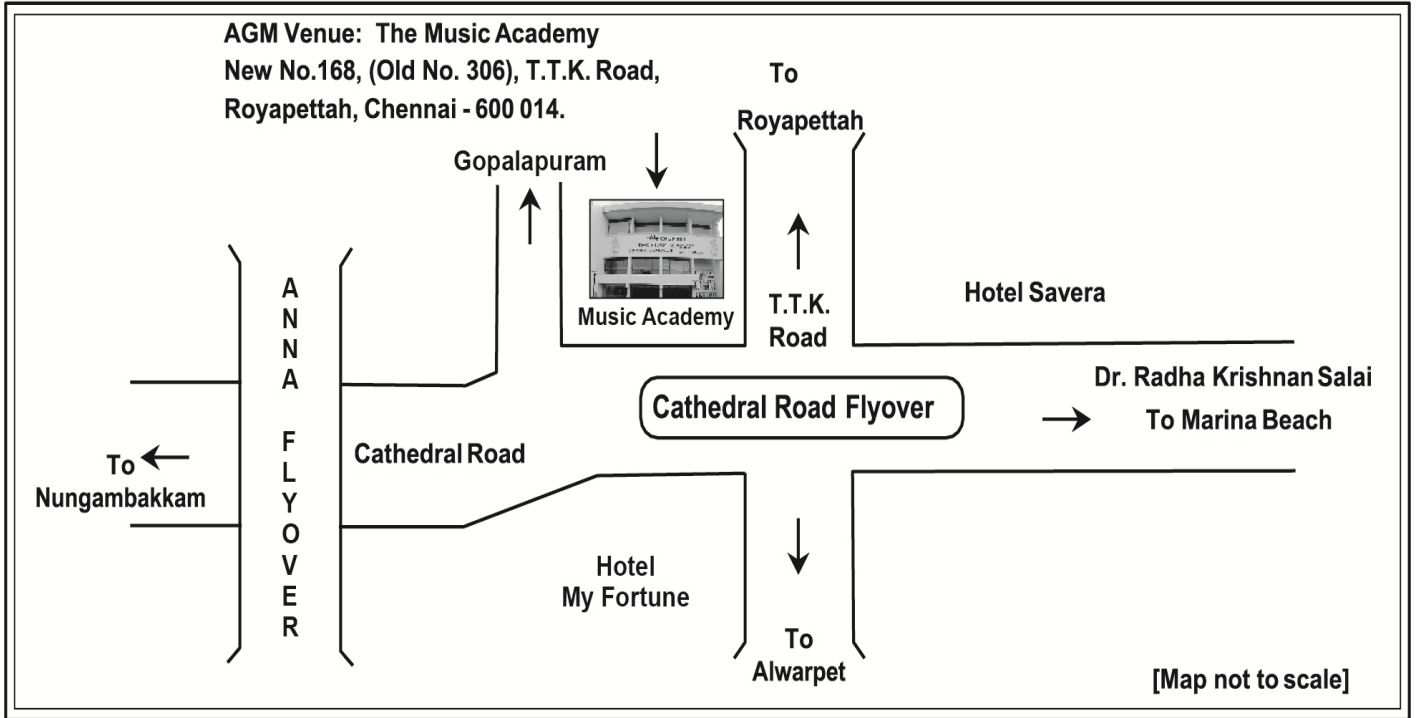
E-VOTING

Users who wish to opt for e-voting may use the following login credentials.

| EVEN (E-Voting Event Number) | USER ID | PASSWORD |
|-------------------------------|---------|----------|
| | | |

Please follow the steps for e-voting procedure as given in the Notice of AGM or by logging on to www.evoting.nsdl.com

Route map for the venue of AGM of TVS Motor Company Limited to be held on Tuesday 7th August 2018 at 10.35 A.M.



TVS MOTOR COMPANY LIMITED



Registered Office: Jayalakshmi Estates, No.29, Haddows Road, Chennai – 600 006
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 Phone: 044-28272233, Fax : 044-28257121

PROXY FORM FORM No. : MGT 11

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

| | | | |
|--|--|-------------------|---|
| CIN | : L35921TN1992PLC022845 | E-Mail ID | : |
| Name of the Company | : TVS Motor Company Limited | Folio No. | : |
| Registered Office | : Jayalakshmi Estates, No.29 Haddows Road, Chennai – 600 006 | DP ID / Client ID | : |
| Name of the Member(s) Registered Address | : | No. of Shares | : |

I/We being the Member(s) of TVS Motor Company Limited holding _____ Equity Shares, 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 26th ANNUAL GENERAL MEETING of the Company to be held at The Music Academy, New No.168 (Old No.306), TTK Road, Royapettah, Chennai - 600 014 on Tuesday, 7th August 2018 at 10.35 A.M., and at any adjournment thereof in respect of such resolutions as are indicated below:

| Resolution No. | Resolution | Vote | |
|--------------------------|---|------|---------|
| | | For | Against |
| Ordinary Business | | | |
| 1. | Adoption of audited financial statements including the consolidated financial statements of the Company for the financial year ended 31 st March 2018 together with the reports of the Board of Directors' and Auditors' thereon. | | |
| 2. | Re-appointment of Dr.Lakshmi Venu as director, who retires by rotation. | | |
| 3. | Approving the re-appointment of M/s. V Sankar Aiyar & Co. Chartered Accountants, Mumbai as Statutory Auditors for the second term of five consecutive years from the conclusion of this Annual General Meeting (AGM) till the conclusion of the 31 st AGM and fixing their remuneration. | | |
| Special Business | | | |
| 4. | Approving the re-appointment of Mr H Lakshmanan as director, who retires by rotation. | | |
| 5. | Approving the appointment of Mr. Rajesh Narasimhan as a Director of the Company, liable to retire by rotation. | | |
| 6. | Ratification of remuneration payable to Mr A N Raman, Practising Cost Accountant as Cost Auditor for the financial year 2018-19. | | |

Signed this.....day of.....2018

Affix
Revenue
Stamp of
Re.1

Signature of Member

Signature of Proxy holder

Notes:

- This form of Proxy in order to be effective should be duly completed and deposited at the Registered office of the Company not less than 48 hours before the commencement of the meeting.
- 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.