



Sriram Krishnamurthy & Co., **Company Secretaries**

Secretarial Compliance Report of

TVS Motor Company Limited for the financial year ended 31st March 2026

[Pursuant to Regulation 24A(2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, read with SEBI Master Circular No. HO/49/14/14(7)2025-CFD-POD2/I/3762/2026 dated 30th January 2026]

To,

TVS Motor Company Limited

[CIN: L35921TN1992PLC022845]

“Chaitanya”, No.12, Khader Nawaz Khan Road,
Nungambakkam, Chennai – 600 006.

A. We have examined:

- (a) all the documents and records made available to us and information, explanation and representations provided by **TVS Motor Company Limited** (“the listed entity” / “the Company”);
- (b) the filings/ submissions made by the listed entity to the stock exchanges viz; the National Stock Exchange of India Limited (NSE), on which its Equity shares, Non-Convertible Redeemable Preference Shares (NCRPS) are listed and Non-Convertible Debentures (NCDs) were listed and BSE Limited (BSE), on which its Equity shares and NCRPS are listed;
- (c) website of the listed entity; and
- (d) any other document/ filing, as may be relevant, which have been relied upon to make this Report;

for the financial year ended 31st March 2026 (“the financial year” / “review period”) in respect compliance by the listed entity with the applicable provisions of:

- (a) The Securities and Exchange Board of India Act, 1992 (“**SEBI Act**”) and the Regulations, circulars and guidelines issued thereunder; and
- (b) The Securities Contracts (Regulation) Act, 1956 (“**SCRA**”), Rules made thereunder and the Regulations, circulars and guidelines issued thereunder by the Securities and Exchange Board of India (“**SEBI**”).

B. The **Specific Regulations** (“**SEBI Regulations**”), whose provisions and the circulars/ guidelines issued thereunder, have been examined are:

- (a) SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (b) SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**LODR**”);

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T-1, “Shobana”, 3rd Floor, 17, Nandanam Main Road, Nandanam Extension, Chennai – 600 035.

ICSI Firm Unique Identification Number: P1994TN045300

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TVS Motor Company Limited for the financial year ended 31st March 2026

- (c) SEBI (Prohibition of Insider Trading) Regulations, 2015;
- (d) SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018;
- (e) SEBI (Depositories and Participants) Regulations, 2018;
- (f) SEBI (Issue and Listing of Non-Convertible Securities) Regulations, 2021; and
- (g) SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021.

The listed entity was not required to comply with the following SEBI Regulations during the review period, since there were no relevant transactions:

- (a) SEBI (Buy-back of Securities) Regulations, 2018.

C. Based on the above examination, **we hereby report that**, during the Review Period:

- (a) The listed entity has **complied** with the applicable provisions of the above Regulations and the circulars/ guidelines issued thereunder, subject to the reporting made hereinafter.
- (b) Since there were no observations in the previous report for the financial year ended 31st March 2025, reporting on the actions taken by the listed entity to comply with the observations made in the previous report does not arise.

The actions taken by the listed entity in respect of the observations made in the report for the financial year ended 31st March 2024 have been disclosed in the report for the financial year ended 31st March 2025. There are no further observations / comments in this regard.

- (c) The compliance status of the listed entity with the following requirements is as set-out below:

Sr. No.	Particulars	Compliance status (Yes/ No/ NA)	Observations/ Remarks by the Secretarial Auditor (PCS)
1.	Secretarial Standards: The compliances of the listed entity are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries of India (ICSI).	Yes	Nil
2.	Adoption and timely updation of the Policies: (a) All applicable policies under SEBI Regulations are adopted with the approval of Board of Directors of the listed entity.	Yes	Nil

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TVS Motor Company Limited for the financial year ended 31st March 2026

Sr. No.	Particulars	Compliance status (Yes/ No/ NA)	Observations/ Remarks by the Secretarial Auditor (PCS)
	(b) All the policies are in conformity with SEBI Regulations and have been reviewed and updated on time, as per the Regulations/ circulars/ guidelines issued by SEBI.	Yes	Reviewed periodically
3.	Maintenance and disclosures on Website: (a) The listed entity is maintaining a functional website. (b) Timely dissemination of the documents/ information under a separate section on the website. (c) Web-links provided in annual Corporate Governance report under Regulation 27(2) of LODR are accurate and specific, which re-directs to the relevant document(s)/ section of the website.	Yes Yes Yes	Nil Nil Nil
4.	Disqualification of Director(s): None of the director(s) of the listed entity is/ are disqualified under Section 164 of the Companies Act, 2013.	Yes	Confirmed by the directors and the listed entity
5.	Details related to subsidiaries of listed entity: (a) Identification of material subsidiary companies. (b) Requirements with respect to disclosure of material as well as other subsidiaries.	Yes Yes	The listed entity has two material subsidiaries. Nil
6.	Preservation of Documents: The listed entity is preserving and maintaining records as prescribed under SEBI Regulations and disposal of records is as per the Policy on Preservation of Documents and Archival policy prescribed under LODR.	Yes	Nil

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TVS Motor Company Limited *for the financial year ended 31st March 2026*

Sr. No.	Particulars	Compliance status (Yes/ No/ NA)	Observations/ Remarks by the Secretarial Auditor (PCS)
7.	Performance Evaluation: The listed entity has conducted performance evaluation of the Board, Independent Directors and the Committees at the start of every financial year / during the financial year as prescribed in SEBI Regulations.	Yes	Conducted once during the financial year
8.	Related Party Transactions: (a) The listed entity has obtained prior approval of Audit Committee for all related party transactions; (b) In case no prior approval obtained, the listed entity shall provide detailed reasons along with confirmation whether the transactions were subsequently approved/ ratified/ rejected by the Audit Committee.	Yes Yes	In addition to prior approval, the listed entity has also obtained omnibus approval from the Audit Committee for unforeseen transactions with value not exceeding Rs.1 Crore per transaction. The listed entity has obtained subsequent approval / ratification from the Audit Committee for related party transactions besides the approved limits / in the nature of unforeseen transactions entered into pursuant to omnibus approval.

Secretarial Compliance Report of
TVS Motor Company Limited for the financial year ended 31st March 2026

Sr. No.	Particulars	Compliance status (Yes/ No/ NA)	Observations/ Remarks by the Secretarial Auditor (PCS)
9.	Disclosure of events or information: The listed entity has provided all the required disclosure(s) under Regulation 30 along with Schedule III of LODR within the time-limits prescribed thereunder.	Yes	Nil
10.	Prohibition of Insider Trading: The listed entity is in compliance with Regulations 3(5) and 3(6) of the SEBI (Prohibition of Insider Trading) Regulations, 2015.	Yes	Nil
11.	Actions taken by SEBI or Stock Exchange(s), if any: No action(s) has been taken against the listed entity/ its promoters/ directors/ subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under SEBI Regulations and circulars/ guidelines issued thereunder.	Yes	No such action was taken by SEBI or the stock exchanges.
12.	Resignation of Statutory Auditors from the listed entity or its material subsidiaries: In case of resignation of Statutory Auditor from the listed entity or any of its material subsidiaries during the financial year, the listed entity and / or its material subsidiary(ies) has / have complied with paragraph 6.1 and 6.2 of Section V-D of Chapter V of the SEBI Master Circular for compliance with the provisions of LODR by listed entities.	NA	There was no instance of resignation of Statutory Auditor from the listed entity or its material subsidiary incorporated in India.

Secretarial Compliance Report of
TVS Motor Company Limited for the financial year ended 31st March 2026

Sr. No.	Particulars	Compliance status (Yes/ No/ NA)	Observations/ Remarks by the Secretarial Auditor (PCS)
13.	No additional non-compliances observed: No additional non-compliance observed for any of the SEBI Regulations/ circular/ Guidance note etc., except as reported above.	Yes	No additional non-compliance was observed.

- (d) The terms of appointment of Statutory Auditors of the listed entity and its material subsidiary incorporated in India, are in compliance with the provisions of paragraphs 6.1 and 6.2 of Section V-D of Chapter V of the SEBI Master Circular No. HO/49/14/14(7)2025-CFD-POD2/I/3762/2026 dated 30th January 2026 (*“SEBI Master Circular”*), for compliance with the provisions of LODR by listed entities.
- (e) The listed entity is in compliance with the disclosure requirements of Employee Benefit Scheme Documents in terms of Regulation 46(2)(za) of LODR and paragraphs 10 and 11 of Section VI-L of Chapter VI of the SEBI Master Circular, in respect of its Employee Stock Option Scheme viz; TVS Motor Company Employee Stock Option Plan - 2024, which was approved by the Board of Directors at their meeting held on 20th March 2024 and by the members by way of special resolution passed through postal ballot process on 10th May 2024.

This report has to be read along with our submissions in Annexure ‘A’ hereto.

For **Sriram Krishnamurthy & Co.,**

Company Secretaries

[ICSI Firm Unique Identification Number: **P1994TN045300**]

[Peer Review Certificate No.6684/2025]

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Partner

ICSI Membership Number: **F6312**

Certificate of Practice Number: **2215**

UDIN: F006312H000523939

Place: Chennai

Date: **28th May 2026**

Secretarial Compliance Report of
TVS Motor Company Limited *for the financial year ended 31st March 2026*

Annexure – A to Secretarial Compliance Report of even date

To,

TVS Motor Company Limited

[CIN: L35921TN1992PLC022845]

“Chaitanya”, No.12, Khader Nawaz Khan Road,
Nungambakkam, Chennai – 600 006.

Our **Secretarial Compliance Report** of even date for the **financial year ended 31st March 2026** is to be read along with this letter.

1. Management’s Responsibility:

The Company’s management is responsible for maintenance of the secretarial records, making the statutory/ regulatory disclosures/ filings, as applicable and ensuring compliance with the provisions of corporate and other applicable laws, rules, regulations and standards and ensuring the authenticity of the records, documents and information furnished to us for the purposes of our secretarial audit and issuance of this report.

2. Secretarial Auditors’ Responsibility:

Our responsibility as the Secretarial Auditors is to express our opinion on the Company’s compliance with the applicable laws, rules, regulations, standards, circulars and guidelines and maintenance of records, based on our Secretarial Audit.

3. We have, in the course of the Secretarial Audit for the financial year:

- (a) Followed such audit practices and processes as we considered appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial records, The secretarial audit was conducted in accordance with applicable auditing standards issued by the Institute of Company Secretaries of India (ICSI). Those Standards require that, we comply with statutory and regulatory requirements and plan and perform the secretarial audit in a manner so as to obtain reasonable assurance about compliance with applicable laws and maintenance of records.
- (b) Considered and taken into account compliance related actions taken by the Company after 31st March 2026 but before the issue of this report, while forming our opinion on the matters covered in this report.
- (c) Viewed various compliance related actions taken by the Company based on independent legal/ professional opinion/ certification obtained as being in compliance with law, wherever there was scope for multiple interpretations.

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Secretarial Compliance Report of
TVS Motor Company Limited *for the financial year ended 31st March 2026*

- (d) Verified the secretarial and compliance-related records furnished to us, on a test basis to see whether the correct facts are reflected therein.
 - (e) Examined some of the compliance processes and procedures followed by the Company on a test basis to ascertain their adequacy.
 - (f) Not verified the correctness and appropriateness of financial statements, financial records and books of accounts of the Company, as they are subject to audit by the Auditors of the Company appointed under Section 139 of the Companies Act, 2013.
 - (g) Obtained the Management's representation about compliance of laws, rules and regulations and happening of events, wherever required.
4. We believe that the processes and practices we followed during the course of our secretarial audit provide a reasonable basis for forming our opinion on the matters covered in this Report.
5. Our **Secretarial Compliance report** is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.
6. Due to the **inherent limitations of an audit** including internal, financial and operating controls, there is an unavoidable risk that some mis-statements or material non-compliances may not be detected, even though the secretarial audit is properly planned and performed in accordance with the Auditing Standards prescribed by the ICSI.

For **Sriram Krishnamurthy & Co.,**

Company Secretaries

[ICSI Firm Unique Identification Number: **P1994TN045300**]

[Peer Review Certificate No.6684/2025]

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K Sriram

Partner

ICSI Membership Number: **F6312**

Certificate of Practice Number: **2215**

UDIN: F006312H000523939

Place: Chennai

Date: **28th May 2026**