

TVS MOTOR COMPANY LIMITED

Registered Office : "Jayalakshmi Estates", No.29, Haddows Road, Chennai 600 006
 Website: www.tvsmotor.com; Telephone No. (044) 28272233 Fax No. (044) 28257121
 Email: contactus@tvsmotor.com; CIN:L35921TN1992PLC022845

NOTICE OF THE TWENTY FOURTH ANNUAL GENERAL MEETING

NOTICE is hereby given that the twenty fourth (24th) Annual General Meeting of the shareholders of the Company (AGM) is scheduled to be held on **Tuesday, the 2nd day of August 2016, at 10.35 A.M. at the 'The Music Academy', New No. 168, (Old No. 306), TTK Road, Royapettah, Chennai - 600 014, Tamil Nadu.**

The Notice of AGM, Annual Report along with Attendance Slip and Proxy Form have been sent in electronic mode to members, whose e-mail IDs are registered with the Company or the Depository Participant(s) unless the members have registered their request for a hard copy of the same. Physical copy of the same has been sent to those members, who have not registered their e-mail IDs with the Company or Depository Participant(s). The Company has completed dispatch of Notice and Annual Report on 6th July 2016.

The Notice of AGM and the annual report are also available on the Company's website www.tvsmotor.com and also on the National Securities Depository Limited (NSDL) website <https://www.evoting.nsdl.com>. Members, who do not receive the Annual Report may download it from the Company's website or may request for a copy of the same by writing to the Company Secretary at the above mentioned email ID or at the Registered Office address of the Company. The documents pertaining to the items of business to be transacted in the said AGM are open for inspection at the Registered Office of the Company during business hours on any working day till the date of AGM.

Pursuant to provisions of Section 108 of the Companies Act, 2013, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, the Company is providing to its members holding shares either in physical form or dematerialized form as on the cut-off date, facility to cast their vote electronically on each item of the businesses as set forth in the Notice of the 24th AGM through the electronic voting system on NSDL from a place other than the place of venue of AGM ('e-voting').

All the members are informed that:

1. The ordinary and special business as set out in the Notice of the AGM may be transacted through voting by electronic means.
2. Date and time of commencement of voting through electronic means: 30th July 2016 at 9.00 a.m (IST).
3. Date and time of end of voting through electronic means: 1st August 2016 at 5.00 p.m (IST).
4. Voting through electronic means shall not be allowed beyond 1st August 2016, 5.00 p.m (IST).
5. The cut-off date for determining the eligibility to vote by electronic means or at the AGM is 26th July 2016.
6. Any person, who acquires shares of the Company and becomes member of the Company after dispatch of the notice of AGM and holding shares as of the cut-off date i.e., 26th July 2016 may obtain the login ID and password by sending a request to evoting@nsdl.co.in or to Mr K Raman, Senior Manager - Shares of Sundaram-Clayton Limited, Share Transfer Agent, 1 Floor, Jayalakshmi Estates, No.29, Haddows Road, Chennai 600 006, email: raman@scl.co.in. However, if the member is already registered with NSDL for e-voting then such member can use his / her existing User ID and password for casting his / her vote.
7. The facility for voting through ballot paper shall also be made available at the venue of the AGM and the members attending the meeting who have not cast their vote by e-voting shall also be able to exercise their right at the meeting through ballot paper.
8. The members who have cast their vote by e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.
9. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only i.e., 26th July 2016 shall be entitled to avail the facility of e-voting or voting through ballot papers at the AGM.
10. The Company has appointed Mr K Sriram, Practising Company Secretary as the scrutinizer to scrutinise both the e-voting process and voting through ballot paper at the venue of AGM in a fair and transparent manner.
11. In case of any queries, the member may refer the Frequently Asked Questions (FAQs) for Members and 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. You may also send queries / grievances relating to e-voting to Mr Rajiv Ranjan, National Securities Depository, Limited (NSDL) Trade World - A Wing, Kamala Mills Compound, Lower Parel, Mumbai - 400 013 email: rajivr@nsdl.co.in, or Mr K Raman, Senior Manager - Shares, Sundaram-Clayton Limited, Share Transfer Agent, email: raman@scl.co.in.
12. Please keep your most updated email ID registered with the company/your Depository Participant to receive timely communication.

Chennai
7th July 2016

By order of the board
K S Srinivasan
Company Secretary