

# TVS MOTOR COMPANY LIMITED

Twenty Fourth Annual Report 2015-2016



**TVS**  
*Apache*  
RTR 200 4V  
RACING DNA UNLEASHED



TVS  
**Jupiter**  
ZYADA KA FAYDA

## TVS MOTOR COMPANY LIMITED

Board of Directors	<p>VENU SRINIVASAN <i>Chairman &amp; Managing Director</i></p> <p>SUDARSHAN VENU <i>Joint Managing Director</i></p> <p>H. LAKSHMANAN</p> <p>T. KANNAN</p> <p>C. R. DUA</p> <p>R. RAMAKRISHNAN</p> <p>PRINCE ASIRVATHAM</p> <p>HEMANT KRISHAN SINGH</p> <p>Dr. LAKSHMI VENU</p>
Audit Committee	<p>T. KANNAN <i>Chairman</i></p> <p>C.R. DUA</p> <p>R. RAMAKRISHNAN</p> <p>PRINCE ASIRVATHAM</p>
Stakeholders' Relationship Committee	<p>R. RAMAKRISHNAN <i>Chairman</i></p> <p>VENU SRINIVASAN</p> <p>SUDARSHAN VENU</p>
Nomination and Remuneration Committee	<p>T. KANNAN <i>Chairman</i></p> <p>C.R. DUA</p> <p>H. LAKSHMANAN</p>
Corporate Social Responsibility Committee	<p>VENU SRINIVASAN <i>Chairman</i></p> <p>H. LAKSHMANAN</p> <p>PRINCE ASIRVATHAM</p>
President & CEO	K.N. RADHAKRISHNAN
Chief Financial Officer (CFO)	S.G. MURALI
Company Secretary	K.S. SRINIVASAN
Auditors	V. SANKAR AIYAR & Co., Chartered Accountants, 2-C, Court Chambers, 35 New Marine Lines, Mumbai - 400 020.
Cost Auditor	A.N. RAMAN Cost Accountant, No. 10 P, Muthukumaraswami Salai, Off. Baby Nagar 1 <sup>st</sup> Main Road, Velachery, Chennai - 600 042.
Secretarial Auditor	S. KRISHNAMURTHY & CO., Company Secretaries, No. 16, Pattammal Street, Mandaveli, Chennai - 600 028.
Shares listed with	BSE Ltd., Mumbai. National Stock Exchange of India Ltd., Mumbai.
Share Transfer Agent	Sundaram-Clayton Limited, "Jayalakshmi Estates", 1 <sup>st</sup> Floor, No.29 (Old No.8), Haddows Road, Chennai - 600 006 Tamil Nadu, India. Tel : 044 - 2828 4959 Fax : 044 - 2825 7121 Email: <a href="mailto:investorscomplaintsstata@scl.co.in">investorscomplaintsstata@scl.co.in</a> <a href="mailto:raman@scl.co.in">raman@scl.co.in</a>

Bankers	STATE BANK OF INDIA Corporate Accounts Group Branch, Chennai.
	STATE BANK OF MYSORE Corporate Accounts Branch, Bengaluru.

### Registered Office

"Jayalakshmi Estates", No. 29 (Old No.8), Haddows Road, Chennai - 600 006, Tamil Nadu, India.

Tel : 044 - 2827 2233; Fax : 044 - 2825 7121

CIN No. L35921TN1992PLC022845

E-mail: [contactus@tvsmotor.com](mailto:contactus@tvsmotor.com)

Website: [www.tvsmotor.com](http://www.tvsmotor.com)

### Plant Locations

1. Post Box No. 4, Harita, Hosur - 635 109, Tamil Nadu, India.  
Tel : 04344 - 276780; Fax : 04344 - 276016
2. Post Box No. 1, Byathahalli Village,  
Kadakola Post, Mysore - 571 311, Karnataka, India.  
Tel : 0821 - 2596561; Fax : 0821 - 2596550 / 2596553
3. Bhatian Village, Bharatgarh Road, Teh. Nalagarh  
Solan District - 174 101, Himachal Pradesh, India.  
Tel : 01795 - 220492/93; Fax : 01795 - 220496

### Subsidiary Companies

Sundaram Auto Components Limited, Chennai  
TVS Housing Limited, Chennai  
TVS Motor Company (Europe) B.V., Amsterdam  
TVS Motor (Singapore) Pte. Limited, Singapore  
PT. TVS Motor Company Indonesia, Jakarta  
Sundaram Business Development Consulting  
(Shanghai) Co. Ltd., Shanghai  
Sundaram Holding USA Inc. Delaware, USA

CONTENTS	Page No.
Financial Highlights	2
Notice of the Annual General Meeting	3
Directors' Report to the shareholders	13
Report on Corporate Governance	40
Independent Auditors' Report to the shareholders	60
Balance Sheet	64
Statement of Profit and Loss	65
Cash Flow Statement	66
Notes on accounts	68
Significant accounting policies and additional disclosures	77
Independent Auditors' Report on Consolidated Financial Statements	93
Consolidated Financial Statements	96

## Financial Highlights

Rupees in crores

Details	2006-07	2007-08	2008-09	2009-10	2010-11	2011-12	2012-13	2013-14	2014-15	2015-16
Sales and other income	3921	3310	3741	4485	6324	7163	7193	7996	10073	11295
Profit before interest, depreciation, amortisation and tax*	254	219	247	304	491	520	461	532	669	848
Profit before tax*	91	35	31	76	248	316	254	355	456	566
Exceptional / Extraordinary Items	—	—	—	—	—	—	(92)	(3)	—	—
Profit after tax	67	32	31	88	195	249	116	262	348	432
Net fixed assets	1003	1043	1036	983	995	1078	1048	1174	1419	1624
Share capital	24	24	24	24	48	48	48	48	48	48
Reserves and surplus	786	798	786	842	952	1122	1177	1368	1598	1889
Networth	751	769	735	835	999	1170	1225	1416	1646	1937
Total borrowings	634	666	906	1003	768	831	635	527	971	924
Earnings per share (Rs.) #	1.40	0.67	0.66	1.86	4.10	5.24	2.44	5.51	7.32	9.10
Dividend per share (Rs.)	0.85	0.70	0.70	1.20	1.10	1.30	1.20	1.40	1.90	2.50
Book value per share (Rs.) #	15.65	16.02	15.32	17.40	20.81	24.38	25.52	29.50	34.29	40.36
EBITDA / turnover (%)	6.5	6.6	6.6	6.8	7.4	7.3	6.4	6.7	6.6	7.5
Profit before tax / turnover (%)	2.3	1.1	0.8	1.7	3.9	4.4	3.5	4.4	4.5	5.0
Return on capital employed (%)	10.4	2.8	5.6	8.0	16.4	19.0	14.7	18.7	20.3	20.9
Return on net worth (%)	9.2	4.1	4.1	11.2	21.3	23.0	9.7	19.8	22.7	24.1

## Notes:

The figures from 2013-14 are based on Schedule III to the Companies Act, 2013. The figures upto 2012-13 are based on respective year's reported results.

\* Figures stated are before exceptional and extraordinary items.

# Earnings per share and book value per share for all the years have been calculated after considering the bonus issue of 2010-11.



## **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 2<sup>nd</sup> 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 31<sup>st</sup> 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 29<sup>th</sup> 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 1<sup>st</sup> 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 29<sup>th</sup> 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 18<sup>th</sup> March 2013, at the annual general meetings held on 14<sup>th</sup> July 2014 and 29<sup>th</sup> 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 1<sup>st</sup> 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 18<sup>th</sup> March 2013 and at the annual general meetings held on 14<sup>th</sup> July 2014 and 29<sup>th</sup> 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  
3<sup>rd</sup> 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](http://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](http://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 28<sup>th</sup> 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](mailto: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 26<sup>th</sup> 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 26<sup>th</sup> July 2016, i.e. "Cut-off Date". Members as on the cut-off date i.e., 26<sup>th</sup> 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](mailto:sriram.krishnamurthy@rediffmail.com), with a copy marked to [e-voting@nsdl.co.in](mailto:e-voting@nsdl.co.in);
- (xii) Members can cast their vote online from 30<sup>th</sup> July, 2016 (Saturday) (9 a.m.) till 1<sup>st</sup> 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](http://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., 26<sup>th</sup> 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 28<sup>th</sup> 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 26<sup>th</sup> 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](mailto:raman@scl.co.in) or member may send an e-mail request to [evoting@nsdl.co.in](mailto: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](http://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 2<sup>nd</sup> 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 28<sup>th</sup> 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 24<sup>th</sup> 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 24<sup>th</sup> April, 2015 by the board at its meeting held on 3<sup>rd</sup> February, 2015 on such terms and conditions as approved by the shareholders at the AGM held on 29<sup>th</sup> July 2015.