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S. Krishnamurthy & Co.,
Company Secretaries

CERTIFICATE

(under Regulation 40(9) & (11) of the Securities and Exchange Board of India (Listing obligations and disclosure requirements) Regulations, 2015)

We have examined all the relevant documents of **TVS MOTOR COMPANY LIMITED**, produced before us by **Sundaram-Clayton Limited**, Share transfer agents to the Company ('the RTA'), pertaining to transfer, transmission, transposition, issue of consolidated and split certificates, and exchange of certificates, of shares held in physical form, during the half-year from **1st October 2020 to 31st March 2021**.

Based on such examination, the information and explanation furnished to us by the RTA, and to the best of our knowledge and belief, **we hereby certify** that, **during the half-year ended 31st March 2021**, the RTA has:

1. In respect of requests for transfer of shares held in physical form, received prior to 1st April 2019, returned due to deficiency in the documents, and re-lodged during the half-year ended 31st March 2021 with proper documents, registered the transfers and sent Letter of confirmation to the transferee, pursuant to SEBI Circular No. SEBI/HO/MIRSD/RTAMB/CIR/P/2020/236 dated December 02, 2020, within 30 days of lodgement (excluding the period of lockdown[#]).
2. In respect of requests for transmission of shares held in physical form, registered all the transmissions for which proper documents were lodged, issued split certificates / replacement certificates, wherever applicable, and despatched the share certificates with the transmission endorsed, within 30 days of lodgement (excluding the period of lockdown[#]).
3. In respect of request(s) involving issue of replacement / split / consolidated certificate(s), despatched the fresh share certificates within 30 days of lodgement (excluding the period of lockdown[#]).
4. Not received or processed any requests for transposition of shares in physical form.

[#]excluding the period of lockdown as declared by the Government of India / further extended as per directions of the Government of India / State Governments, for which relaxation has been granted by SEBI vide Circular No. SEBI/HO/MIRSD/RTAMB/CIR/P/2020/59 dated April 13, 2020)

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

Company Secretaries

K. SRIRAM

Partner

C.P. No.2215

UDIN: F006312C000142547



Place: Chennai

Date: **20th April 2021**

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