

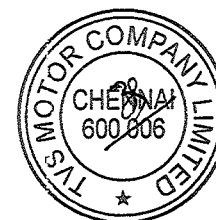
## Corporate Governance Report

1. Name of Listed Entity - TVS Motor Company Limited  
 2. Quarter ending - 30-Jun-2019

**i. Composition Of Board Of Director**

Title (Mr./Ms)	Name of the Director	DIN	PAN	Category (Chairperson /Executive /Non-Executive/ Independent/ Nominee)	Sub Category	Date of Appointment	Date of cessation	Tenure	No of Directorship in listed entities including this listed entity	No of memberships in Aucit/ Stakeholder Committee(s) including this listed entity	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity	Membership in Committees of the Company	Remarks
Mr.	Venu Srinivasan	00051523	AACPS3217K	C & ED	MD	24-Apr-2015	-	-	4	3	0	SC	-
Mr.	Sudarshan Venu	03601690	BKVPS7035P	ED	MD	01-Feb-2018	-	-	2	-	0	SC,RC	-
Mrs.	Lakshmi Venu	02702020	ABFPL6832M	NED	-	10-Sep-2014	-	-	3	-	0	-	-
Mr.	H Lakshmanan	00057973	AATPL4954B	NED	-	24-Apr-2000	-	-	2	4	2	NRC	-
Mr.	K N Radhakrishnan	02599393	AABPR5474L	ED	CEO	23-Oct-2018	-	-	1	-	0	RMC	-
Mr.	T Kannan	00040674	AAQPK8713Q	ID	-	14-Jul-2014	-	60	3	3	2	AC,RC,NRC	-
Mr.	C R Dua	00036080	AACPD7256P	ID	-	14-Jul-2014	-	60	3	3	1	AC,NRC	-
Mr.	R Ramakrishnan	00809342	AAEPR5083Q	ID	-	14-Jul-2014	-	60	1	4	1	AC,SC,RC	-
Mr.	Prince Asirvatham	00193260	ACOPA0648J	ID	-	14-Jul-2014	-	60	1	1	0	AC	-
Mr.	Hemant Krishan Singh	06467315	AAAPS3112R	ID	-	14-Jul-2014	-	60	1	0	0	RMC	-
Mrs.	Lalita D Gupte	00043559	AAEPG5696C	ID	-	23-Oct-2018	-	60	5	6	2	RMC	-
Mr.	Rajesh Narasimhan	07824276	AEOPR2227L	NED	-	07-Aug-2018	-	-	1	0	0	-	-
Mr.	R Gopalan	01624555	AAEPG4034A	ID	-	30-Apr-2019	-	60	2	1	0	-	-

Company Remarks	
Whether Permanent chairperson appointed	Yes



ii. **Composition of Committees**

a. **Audit Committee**

Sr. No.	Name of the Director	Category	Chairperson/Membership	Appointment Date	Cessation Date
1	R Ramakrishnan	ID	Member	11-Mar-2009	-
2	T Kannan	ID	Chairperson	11-Oct-2001	-
3	C R Dua	ID	Member	22-Jan-2009	-
4	Prince Asirvatham	ID	Member	21-Apr-2009	-

Company Remarks	
Whether Permanent chairperson appointed	Yes

b. **Stakeholders Relationship Committee**

Sr. No.	Name of the Director	Category	Chairperson/Membership	Appointment Date	Cessation Date
1	Venu Srinivasan	C & ED	Member	27-Jan-2000	-
2	R Ramakrishnan	ID	Chairperson	21-Mar-2009	-
3	Sudarshan Venu	ED	Member	25-Oct-2013	-

Company Remarks	
Whether Permanent chairperson appointed	Yes

c. **Risk Management Committee**

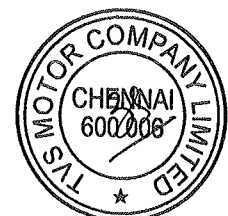
Sr. No.	Name of the Director	Category	Chairperson/Membership	Appointment Date	Cessation Date
1	R Ramakrishnan	ID	Member	16-May-2018	-
2	T Kannan	ID	Chairperson	16-May-2018	-
3	K N Radhakrishnan	ED	Member	16-May-2018	-
4	Sudarshan Venu	ED	Member	16-May-2018	-
5	Lalita D Gupte	ID	Member	30-Apr-2019	-
6	Hemant Krishan Singh	ID	Member	30-Apr-2019	-
7	K Gopala Desikan	Member	Member	30-Apr-2019	-

Company Remarks	
Whether Permanent chairperson appointed	Yes

d. **Nomination and Remuneration Committee**

Sr. No.	Name of the Director	Category	Chairperson/Membership	Appointment Date	Cessation Date
1	T Kannan	ID	Chairperson	25-Feb-2014	-
2	H Lakshmanan	NED	Member	25-Feb-2014	-
3	C R Dua	ID	Member	25-Feb-2014	-

Company Remarks	
Whether Permanent chairperson appointed	Yes



iii. Meeting of Board of Directors

Date(s) of Meeting (if any) in the previous quarter	Date(s) of Meeting (if any) in the relevant quarter
22-Jan-2019	30-Apr-2019
11-Mar-2019	

Company Remarks	
Maximum gap between any two consecutive (in number of days)	49

iv. Meeting of Committees

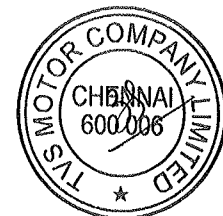
Name of the Committee	Date(s) of meeting during of the committee in the previous quarter	Date(s) of meeting of the committee in the relevant quarter	Requirement of Quorum met (details)	Whether requirement of Quorum met (Yes/No)
Audit Committee		21-Jan-2019		Yes
Audit Committee		30-Apr-2019	4	Yes

Company Remarks	
Maximum gap between any two consecutive (in number of days) [Only for Audit Committee]	98

v. Related Party Transactions

Subject	Compliance status (Yes/No/NA)	Remark
Whether prior approval of audit committee obtained	Yes	
Whether shareholder approval obtained for material RPT	Not Applicable	
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	Yes	

Disclosure of notes on related party transactions and Disclosure of notes of material related party transactions	-
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## VI. Affirmations

1. The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015. - **Yes**
2. The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015
  - a. Audit Committee - **Yes**
  - b. Nomination & remuneration committee - **Yes**
  - c. Stakeholders relationship committee - **Yes**
  - d. Risk management committee (applicable to the top 100 listed entities) - **Yes**
3. The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015. - **Yes**
4. The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.- **Yes**
5. a. This report and/or the report submitted in the previous quarter has been placed before Board of Directors. - **Yes**  
b. Any comments/observations/advice of Board of Directors may be mentioned here:

**This report will be placed before the Directors at the ensuing Board meeting. The report submitted in the previous quarter has been placed before the Board of Directors at their meeting held on 30th April 2019 and was taken on record.**

Name :  
Designation :

  
K S Srinivasan  
Company Secretary & Compliance Officer

