

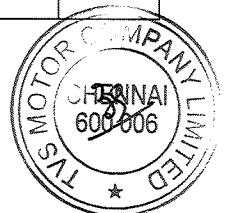
## Corporate Governance Report

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

### i. Composition Of Board Of Directors

Title (Mr./Ms)	Name of the Director	DIN	PAN	Category (Chairperson/Executive/Non-Executive/Independent/Nominee)	Sub Category	Initial Date of Appointment	Date of Appointment	Date of cessation	Tenure	No of Directorship in listed entities including this listed entity	No of Independent Directorship in listed entities including this listed entity	No of memberships in Audit/ 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	27-Jan-2000	24-Apr-2015	-	-	4	2	3	0	SC	-
Mr.	Sudarshan Venu	03601690	BKVP57035P	ED	MD	01-Feb-2013	01-Feb-2018	-	-	2	0	1	0	SC,RC	-
Mrs.	Lakshmi Venu	02702020	ABFPL6832M	NED	-	10-Sep-2014	10-Sep-2014	-	-	3	1	2	0		-
Mr.	H Lakshmanan	00057973	AATPL4954B	NED	-	24-Apr-2000	24-Apr-2000	-	-	2	1	4	2	NRC	-
Mr.	K N Radhakrishnan	02599393	AABPR5474L	ED	CEO	23-Oct-2018	23-Oct-2018	-	-	1	0	1	0	RMC	-
Mr.	T Kannan	00040674	AAQPK8713Q	ID	-	14-Jul-2014	14-Jul-2019	-	60	3	2	3	2	AC,RC,NRC	-
Mr.	C R Dua	00036080	AACPD7256P	ID	-	14-Jul-2014	14-Jul-2019	-	60	3	3	4	2	AC,SC,NRC	-
Mr.	R Ramakrishnan	00809342	AAEPR5083Q	ID	-	14-Jul-2014	14-Jul-2014	07-Jul-2019	60	0	0	0	0	AC,SC,RC	-
Mr.	Prince Asirvatham	00193260	ACOPA0648J	ID	-	14-Jul-2014	14-Jul-2019	-	60	1	1	1	0	AC	-
Mr.	Hemant Krishan Singh	06467315	AAAPS3112R	ID	-	14-Jul-2014	14-Jul-2019	-	60	1	1	0	0	RMC	-
Mrs.	Lalita D Gupte	00043559	AAEPG5696C	ID	-	23-Oct-2018	23-Oct-2018	-	60	5	5	6	2	RMC	-
Mr.	Rajesh Narasimhan	07824276	AEOPR2227L	NED	-	11-Aug-2017	07-Aug-2018	-	-	1	0	0	0		-
Mr.	R Gopalan	01624555	AAEPG4034A	ID	-	30-Apr-2019	30-Apr-2019	-	60	2	2	3	1	AC	-

Company Remarks	
Whether Permanent chairperson appointed	Yes
Whether Chairperson is related to MD or CEO	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	07-Jul-2019
2	T Kannan	ID	Chairperson	11-Oct-2001	
3	Prince Asirvatham	ID	Member	21-Apr-2009	
4	R Gopalan	ID	Member	22-Jul-2019	
5	C R Dua	ID	Member	22-Jan-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	07-Jul-2019
3	Sudarshan Venu	ED	Member	25-Oct-2013	
4	C R Dua	ID	Member	22-Jul-2019	

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	K N Radhakrishnan	ED	Member	16-May-2018	
2	T Kannan	ID	Chairperson	16-May-2018	
3	R Ramakrishnan	ID	Member	16-May-2018	07-Jul-2019
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**

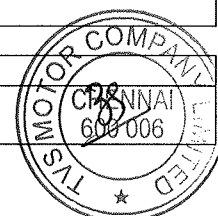
Sr. No.	Name of the Director	Category	Chairperson/Membership	Appointment Date	Cessation Date
1	H Lakshmanan	NED	Member	25-Feb-2014	
2	T Kannan	ID	Chairperson	25-Feb-2014	
3	C R Dua	ID	Member	25-Feb-2014	

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	Whether requirement of Quorum met	Number of Directors present	Number of Independent Directors present
30-Apr-2019	22-Jul-2019	Yes	11	6

Company Remarks	-
Maximum gap between any two consecutive (in number of days)	82



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	Whether requirement of Quorum met (Yes/No)	Number of Directors present	Number of independent directors present
Audit Committee	30-Apr-2019	22-Jul-2019	Yes	3	3

Company Remarks	
Maximum gap between any two consecutive (in number of days) [Only for Audit Committee]	82

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	

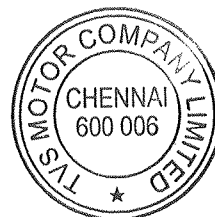
Disclosure of notes on related party transactions and Disclosure of notes of material related party transactions	-
--	---

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 22nd July 2019 and was taken on record.

Name :   
 Designation : **K Srinivasan**  
**Company Secretary & Compliance Officer**



## ANNEXURE III

## Affirmations

<b>Broad Heading</b>	<b>Regulation Number</b>	<b>Compliance Status</b>	<b>Company Remark</b>
Copy of the annual report including balance sheet, profit and loss account, directors report, corporate governance report, business responsibility report displayed on website	46(2)	Yes	
Presence of Chairperson of Audit Committee at the Annual General Meeting	18(1)(d)	Yes	
Presence of Chairperson of the nomination and remuneration committee at the annual general meeting	19(3)	Yes	
Presence of Chairperson of the Stakeholder Relationship committee at the annual general meeting	20(3)	No	Mr R Ramakrishnan, Chairman of the Committee expired on 7th July 2019. Hence, Mr Venu Srinivasan, Member of the Committee represented the Committee at the AGM held on 22nd July 2019.
Whether "Corporate Governance Report" disclosed in Annual Report	34(3) read with para C of Schedule V	Yes	

Name :  
Designation :

  
K Srinivasan  
Company Secretary

