

QUARTERLY COMPLIANCE REPORT ON CORPORATE GOVERNANCE

Name of the Company: TVS MOTOR COMPANY LIMITED, CHENNAI

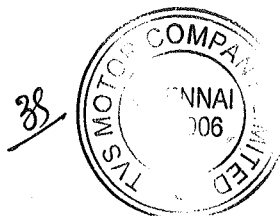
Quarter ended on: 31st March 2019

I. Composition of Board of Directors:

Title (Mr/ Ms)	Name of the Director	PAN & DIN	Category (Chairperson/ Executive/ Non-Executive /Independent/ Nominee)	Date of appointment in the current term/ cessation	Tenure	No. of Directorships in listed entities including this listed entity	Number 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
Mr	Venu Srinivasan	AACPS3217K00051523	CMD	24/04/2015	Five Consecutive Years	4	4	-
Mr	Sudarshan Venu	BKVPS7035P03601690	JMD	01/02/2018		2	1	-
Dr.	Lakshmi Venu	ABFPL6832M02702020	NE-NI	10/09/2014		3	1	-
Mr	H Lakshmanan	AATPL4954B00057973	NE-NI	24/04/2000		2	4	2
Mr	K N Radhakrishnan	AABPR5474L02599393	D & CEO	23/10/2018		1	1	-
Mr	T Kannan*	AAQPK8713Q00040674	NE-I	14/07/2014		3	3	2
Mr	C R Dua*	AACPD7256P00036080	NE-I			3	3	1
Mr	R Ramakrishnan*	AAEPR5083Q00809342	NE-I			1	4	1
Mr	Prince Asirvatham*	ACOPA0648J00193260	NE-I			1	1	-
Mr	H K Singh*	AAAPS3112R06467315	NE-I			1	-	-
Ms	Lalita D Gupte	AAEPG5606C00043559	NE-I	23/10/2018	6	8	2	
Mr	Rajesh Narasimhan	AEOPR2227L07824276	NE-NI	07/08/2018	1	-	-	

* re-appointed for the second term of five consecutive years from 14th July 2019 to 13th July 2024 through Postal Ballot on 5th March 2019.

- | | | |
|--------------------|--------------------------------------|-----------------------|
| CMD | - Chairman & Managing Director | } Executive Directors |
| JMD | - Joint Managing Director | |
| D & CEO | - Director & Chief Executive Officer | |
| NE NI | - Non- Executive Non Independent | |
| NE I | - Non Executive Independent | |



II. Composition of Committees:

1. Audit Committee

Name of the Committee Members	Category	Date of Appointment
T. Kannan	Chairman – Non Executive - Independent	11-10-2001
C R Dua	Non-Executive – Independent Director	22-01-2009
R Ramakrishnan	Non-Executive – Independent Director	11-03-2009
Prince Asirvatham	Non-Executive - Independent Director	21-04-2009

2. Nomination & Remuneration Committee

Name of the Committee Members	Category	Date of Appointment
T Kannan	Chairman – Non Executive - Independent	25-02-2014
C R Dua	Non-Executive – Independent Director	25-02-2014
H Lakshmanan	Non-Executive - Non - Independent Director	25-02-2014

3. Stakeholders' Relationship Committee

Name of the Committee Members	Category	Date of Appointment
R Ramakrishnan	Chairman – Non Executive - Independent	21-03-2009
Venu Srinivasan	Executive Director	27-01-2000
Sudarshan Venu	Executive Director	25-10-2013

4. Risk Management Committee

Name of the Committee Members	Category	Date of Appointment
T Kannan	Chairman - Non-Executive – Independent	16-05-2018
R Ramakrishnan	Non-Executive – Independent Director	16-05-2018
Sudarshan Venu	Executive Director	16-05-2018
K N Radhakrishnan	Executive Director	16-05-2018

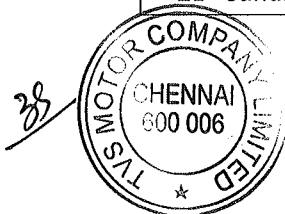
III. Meeting of Board of Directors:

Date(s) of Meeting (if any) in the previous quarter	Dates(s) of Meeting (if any) in the relevant quarter	Maximum gap between any two consecutive meetings (in number of days)
23 rd October 2018	22 nd January 2019 11 th March 2019	90 days

IV. Meeting of Committees:

Audit Committee

Date(s) of Meeting of the committee in the relevant quarter	Whether requirement of Quorum met (details)	Dates(s) of Meeting of the committee in the previous quarter	Maximum gap between any two consecutive meetings in number of days
21 st January 2019	Yes	22 nd October 2018	90 days



V. Related Party Transactions:

Subject	Compliance status (Yes/No/NA)
Whether prior approval of audit committee obtained	Yes
Whether shareholder approval obtained for material RPT	N.A.
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	Yes

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 - **Yes**
 - a) Audit Committee
 - b) Nomination & Remuneration Committee
 - c) Stakeholders Relationship Committee
 - d) Risk Management Committee
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. This report and/or the report submitted in the previous quarter has been placed before the Board of Directors. Any comments/observations/advice of the 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 January 2019 and was taken on record.**

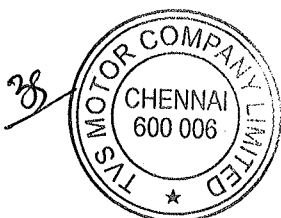
For TVS Motor Company Limited

K S Srinivasan
K S Srinivasan
Company Secretary



Annexure II

I. Disclosure on website in terms of Listing Regulations		
Item	Compliance status (Yes/No/N.A.)	
Details of business	Yes	
Terms and conditions of appointment of independent directors	Yes	
Composition of various committees of board of directors	Yes	
Code of conduct of board of directors and senior management personnel	Yes	
Details of establishment of vigil mechanism/ Whistle Blower policy	Yes	
Criteria of making payments to non-executive directors	Yes (will be disclosed in Annual Report)	
Policy on dealing with related party transactions	Yes	
Policy for determining 'material' subsidiaries	Yes	
Details of familiarization programmes imparted to independent directors	Yes	
Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes	
email address for grievance redressal and other relevant details	Yes	
Financial results	Yes	
Shareholding pattern	Yes	
Details of agreements entered into with the media companies and/or their associates	N.A.	
New name and the old name of the listed entity	N.A.	
II Annual Affirmations		
Particulars	Regulation Number	Compliance status (Yes/No/N.A.)
Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'	16(1)(b) & 25(6)	Yes
Board composition	17(1)	Yes
Meeting of Board of directors	17(2)	Yes
Review of Compliance Reports	17(3)	Yes
Plans for orderly succession for Appointments	17(4)	Yes
Code of Conduct	17(5)	Yes
Fees/compensation	17(6)	Yes
Minimum Information	17(7)	Yes
Compliance Certificate	17(8)	Yes
Risk Assessment & Management	17(9)	Yes
Performance Evaluation of Independent Directors	17(10)	Yes
Composition of Audit Committee	18(1)	Yes
Meeting of Audit Committee	18(2)	Yes
Composition of nomination & remuneration committee	19(1) & (2)	Yes



Composition of Stakeholder Relationship Committee	20(1) & (2)	Yes
Composition and role of risk management committee	21(1),(2),(3),(4)	Yes
Vigil Mechanism	22	Yes
Policy for related party Transaction	23(1),(5),(6),(7) & (8)	Yes
Prior or Omnibus approval of Audit Committee for all related party transactions	23(2), (3)	Yes
Approval for material related party transactions	23(4)	N.A.
Composition of Board of Directors of unlisted material Subsidiary	24(1)	Yes
Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3),(4),(5) & (6)	Yes
Maximum Directorship & Tenure	25(1) & (2)	Yes
Meeting of independent directors	25(3) & (4)	Yes
Familiarization of independent directors	25(7)	Yes
Memberships in Committees	26(1)	Yes
Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel	26(3)	Yes
Disclosure of Shareholding by Non-Executive Directors	26(4)	Yes
Policy with respect to Obligations of directors and senior management	26(2) & 26(5)	Yes

III Affirmations:

The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied - **Yes**

For TVS Motor Company Limited

K S Srinivasan
K S Srinivasan
 Company Secretary

