

# Corporate Governance Report for the Quarter Ended 31<sup>st</sup> December 2019

1. Name of Listed Entity - TVS Motor Company Limited
2. Quarter ending - 31<sup>st</sup> December 2019

## i. Composition Of Board Of Director

Title	Name of the Director	Category	Initial Date of Appointment	Date of Appointment in Current Term (Date of Re-appointment)	Date of cessation	Tenure of Director (in months)	No of Directorship 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	Executive Director, Chairperson, MD	27 Jan 2000	-	-	-	4	3	0
Mr	Sudarshan Venu	Executive Director, JMD	01 Feb 2013	-	-	-	2	1	0
Mrs	Lakshmi Venu	Non-Executive - Non Independent Director	10 Sep 2014	-	-	-	3	2	0
Mr	H Lakshmanan	Non-Executive - Non Independent Director	24 Apr 2000	-	-	-	2	4	2
Mr	K N Radhakrishnan	Executive Director,CEO	23 Oct 2018	-	-	-	1	1	0
Mr	T Kannan	Non-Executive - Independent Director	14 Jul 2014	14 Jul 2019	-	60	3	3	2
Mr	C R Dua	Non-Executive - Independent Director	14 Jul 2014	14 Jul 2019	-	60	3	4	2
Mr	Prince Asirvatham	Non-Executive - Independent Director	14 Jul 2014	14 Jul 2019	-	60	1	1	0
Mr	Hemant Krishan Singh	Non-Executive - Independent Director	14 Jul 2014	14 Jul 2019	-	60	1	1	0
Mrs	Lalita D Gupte	Non-Executive - Independent Director	23 Oct 2018	-	-	60	5	7	2
Mr	Rajesh Narasimhan	Non-Executive - Non Independent Director	11 Aug 2017	-	-	-	1	0	0
Mr	R Gopalan	Non-Executive - Independent Director	30 Apr 2019	-	-	60	3	3	0

Company Remarks	
Whether Regular chairperson appointed	Yes
Whether Chairperson is related to MD or CEO	Yes



ii. **Composition of Committees**

a. **Audit Committee**

<b>Sr. No.</b>	<b>Name of the Director</b>	<b>Category</b>	<b>Chairperson/ Membership</b>	<b>Appointment Date</b>	<b>Cessation Date</b>
1	T Kannan	ID	Chairperson	11-Oct-2001	
2	Prince Asirvatham	ID	Member	21-Apr-2009	
3	R Gopalan	ID	Member	22-Jul-2019	
4	C R Dua	ID	Member	22-Jan-2009	

Company Remarks	
Whether Permanent chairperson appointed	Yes

b. **Stakeholders Relationship Committee**

<b>Sr. No.</b>	<b>Name of the Director</b>	<b>Category</b>	<b>Chairperson/ Membership</b>	<b>Appointment Date</b>	<b>Cessation Date</b>
1	Venu Srinivasan	C & ED	Member	27-Jan-2000	
2	Sudarshan Venu	ED	Member	25-Oct-2013	
3	C R Dua	ID	Chairperson	22-Jul-2019	
4	Hemant Krishan Singh	ID	Member	17-Oct-2019	
5	Lalita D Gupte	ID	Member	17-Oct-2019	

Company Remarks	
Whether Permanent chairperson appointed	Yes



**c. Risk Management Committee**

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

Company Remarks	
Whether Permanent chairperson appointed	Yes

**d. Nomination and Remuneration Committee**

<b>Sr. No.</b>	<b>Name of the Director</b>	<b>Category</b>	<b>Chairperson/Membership</b>	<b>Appointment Date</b>	<b>Cessation Date</b>
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**

<b>Date(s) of Meeting (if any) in the previous quarter</b>	<b>Date(s) of Meeting (if any) in the relevant quarter</b>	<b>Whether requirement of Quorum met</b>	<b>Number of Directors present</b>	<b>Number of Independent Directors present</b>
22-Jul-2019	17-Oct-2019	Yes	9	4

Company Remarks	
Maximum gap between any two consecutive (in number of days)	86





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	22-Jul-2019	17-Oct-2019	Yes	3	3

Company Remarks	
Maximum gap between any two consecutive (in number of days) [Only for Audit Committee]	86

v. **Related Party Transactions**

<i>Subject</i>	<i>Compliance status (Yes/No/NA)</i>	<i>Remark</i>
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 17<sup>th</sup> October 2019 and was taken on record.**

Name :  
Designation :

*K S Srinivasan*

**K S Srinivasan**  
**Company Secretary & Compliance Officer**

