

•••• Integrity at the Core of Every Decision

At TVSM, governance is viewed as a strategic enabler of long-term value. The Company has institutionalised forward-looking oversight across environmental, social, and business risks. Backed by structured systems and specialised committees, its governance framework ensures clarity, accountability, and responsiveness at every level.

The Board at TVSM

TVSM's Board of Directors, chaired by Prof. Sir Ralf Dieter Speth, is composed of distinguished professionals with diverse global experience across sectors and disciplines. This well-rounded Board reflects a strong commitment to diversity in background, expertise, nationality, age, and gender—bringing together strategic insight, governance depth, and a global perspective essential for steering the Company through a dynamic business landscape.

The Board's collective competencies span leadership, automotive industry knowledge, finance, risk management, regulatory affairs, and sustainability. It plays a critical role in shaping strategy, overseeing performance, and safeguarding stakeholder interests. Board effectiveness is ensured through adherence to regulatory norms, regular evaluations by the Nomination and Remuneration Committee (NRC), and clearly defined expectations around participation, strategic input, and ethical governance.

Independent Directors, identified through a robust NRC-led process, uphold the highest standards of integrity and actively contribute to policy decisions and corporate oversight. Regular performance assessments and capped directorships ensure members are fully engaged and aligned with the Company's long-term goals.

Board Committees

TVSM's Board committees are structured to provide focused oversight and expert guidance on key aspects of governance. These specialised forums enable Directors to address complex issues in areas such as finance, risk, stakeholder engagement, and sustainability, and offer informed recommendations

to the Board. Each committee is composed of members with relevant expertise, ensuring decisions are well-grounded and aligned with the Company's strategic goals.

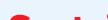
In addition to statutory committees, a non-mandatory Administrative Committee handles other pertinent matters. This comprehensive committee structure enhances the Board's effectiveness, ensuring robust, transparent, and responsive governance across the organisation.

Committees of the Board

- Audit Committee
- Risk Management Committee
- Stakeholders' Relationship Committee
- Nomination and Remuneration Committee
- Corporate Social Responsibility Committee

Board Evaluation

The Nomination and Remuneration Committee (NRC) has established a peer evaluation process to assess the performance of individual Directors, Board Committees, the Chairman, and the Board as a whole. Directors are evaluated on parameters such as commitment to fiduciary duties, attendance, active participation, strategic thinking, and their contributions to various committees. For senior managerial personnel, performance evaluation is aligned with the achievement of Board-approved business plans and annual performance incentives. These evaluations consider both financial and strategic outcomes, ensuring alignment with the Company's long-term goals. An evaluation of performance has been undertaken based on the criteria for all senior managerial personnel,



Sustainability Governance

TVS Motor follows a multi-tiered governance structure to embed sustainability from the Boardroom to the shop floor. The Board and senior leadership actively guide sustainability strategy, with regular oversight at Board meetings. The Risk Management Committee integrates sustainability into enterprise risk planning, while the CEO-led Sustainability and EHS Steering Committee oversees targets and progress. Operationally, plant-level committees drive on-ground action, supported by a Sustainability Ambassador Programme that empowers employees to champion initiatives across the organisation.

following the above process. The NRC reviews and approves compensation plans, policies, and performance-linked incentives for senior management, while delegating specific responsibilities to the Executive Directors wherever appropriate.

Risk Management

The Company's Risk Management Policy ensures a structured and proactive approach to identifying, assessing, mitigating, and monitoring risks that could impact its strategic and operational objectives. TVS Motor evaluates both internal and external risk factors — ranging from regulatory changes and market volatility to financial exposures and cybersecurity threats — and prioritises them based on impact and likelihood. The Board has approved a Risk Mitigation Policy. Mitigation strategies include process optimisation, technological upgrades, and contingency planning. Risks are continuously monitored, with key indicators regularly reviewed by the management and the Board.

The Risk Management Committee plays a central role in overseeing this process, ensuring alignment with the Company's governance framework and enabling informed, risk-aware decision-making.

Whistleblower Policy

The Company's Whistleblower Policy is designed to protect stakeholders from retaliation or victimisation when raising concerns in good faith. It provides a secure and confidential mechanism for reporting actual or suspected violations of the Company's Code of Conduct, accounting or audit irregularities, legal or regulatory breaches, and any instances of misrepresentation in financial statements or disclosures. The policy also covers concerns related to the leakage or suspected leakage of unpublished price-sensitive information, reinforcing TVSM's commitment to transparency, integrity, and ethical conduct.

Industry Certifications

- **ISO 50001:2018** — Energy Management System
- **ISO 14001:2015** — Environmental Management System
- **ISO 22301:2019** — Security and resilience
 - Business continuity management systems
 - Requirements
- **ISO/IEC 27001** — Information security, cybersecurity and privacy protection — Information security management systems
- **SA8000® Standard** — Social Accountability International (SAI)

Valued Associations



Confederation
of Indian
Industry (CII)



Affiliations with Trade
and Industry Chambers