

**QUARTERLY COMPLIANCE REPORT ON CORPORATE GOVERNANCE**

Name of the Company: **TVS MOTOR COMPANY LIMITED, CHENNAI**

Quarter ended on: **31<sup>st</sup> December 2015**

**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	AACPS3217K 00051523	<b>CMD</b>	24/04/2015	---	4	4	-
Mr	Sudarshan Venu	BKVPS7035P 03601690	<b>JMD</b>	01/02/2013		2	1	-
Dr	Lakshmi Venu	ABFPL6832M 02702020	<b>NE-NI</b>	10/09/2014		2	1	-
Mr	H Lakshmanan	AATPL4954B 00057973	<b>NE-NI</b>	24/04/2000		2	6	3
Mr	T Kannan	AAQPK8713Q 00040674	<b>NE-I</b>	14/07/2014	Five Consecutive Years.	3	3	2
Mr	C R Dua	AACPD7256P 00036080	<b>NE-I</b>			3	4	1
Mr	R Ramakrishnan	AAEPR5083Q 00809342	<b>NE-I</b>			3	8	5
Mr	Prince Asirvatham	ACOPA0648J 00193260	<b>NE-I</b>			1	1	-
Mr	H K Singh	AAAPS3112R 06467315	<b>NE-I</b>			1	-	-

**CMD** - Chairman & Managing Director  
**JMD** - Joint Managing Director  
**NE NI** - Non- Executive Non Independent  
**NE I** - Non Executive Independent

} Executive Directors

**Non - Executive Independent Directors(NE-Is)** were Appointed as Independent Directors for a term of five consecutive years at the Annual General Meeting held on 14<sup>th</sup> July 2014.



## II. Composition of Committees:

### 1. Audit Committee

Name of the Committee Members	Category
T. Kannan	Chairman – Non Executive - Independent
C.R.Dua	Non-Executive - Independent
R. Ramakrishnan	Non-Executive - Independent
Prince Asirvatham	Non-Executive - Independent

### 2. Nomination & Remuneration Committee

Name of the Committee Members	Category
T Kannan	Chairman – Non Executive - Independent
C R Dua	Non-Executive - Independent
H Lakshmanan	Non-Executive - Non - Independent

### 3. Stakeholders' Relationship Committee

Name of the Committee Members	Category
R. Ramakrishnan	Chairman – Non Executive - Independent
Venu Srinivasan	Executive
Sudarshan Venu	Executive

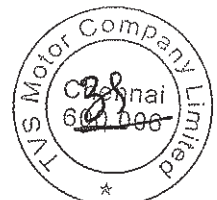
## III. Meeting of Board of Directors:

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 (in number of days)
24 <sup>th</sup> July 2015	27 <sup>th</sup> October 2015	95 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
26 <sup>th</sup> October 2015	<b>Yes</b>  <b>Members Present</b> 1. R Ramakrishnan 2. Prince Asirvatham 3. C R Dua	23 <sup>rd</sup> July 2015	95 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

List of material related party transactions is attached.

## 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
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.**

**For TVS Motor Company Limited**

  
**K S Srinivasan**  
**Company Secretary**



**TVS MOTOR COMPANY LIMITED**

**MATERIAL RELATED PARTY TRANSACTIONS - QE 31ST DECEMBER 2015 (ESTIMATES)**

Date of contract / arrangement	Name of the party with which contract is entered into	Relation with director / company / Nature of concern or interest	Nature of Contracts / Arrangements / Transactions	Amount of contract or arrangement (Rs. In Cr)	Specific Reference to Section 188 (1) of the Companies Act, 2013
1	2	3	4	5	6
01.10.2015 to 31.12.2015	Sundaram Auto Components Limited	Wholly owned Subsidiary Company	Plastic Components	106.72 (Including Taxes)	188(1)(a) - Purchase
			Two Wheelers and Three Wheelers	595.48 (Including Taxes)	188(1)(a) - Sale
			Share of Canteen Expenses, Rent and Rework	0.06	188(1)(d) - Rendering of services

