

**QUARTERLY COMPLIANCE REPORT ON CORPORATE GOVERNANCE**

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

Quarter ended on: **31<sup>st</sup> March 2016**

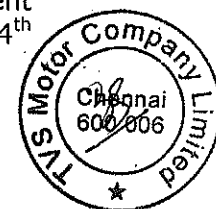
**I. Composition of Board of Directors:**

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	5	2
Mr	T Kannan	AAQPK8713Q 00040674	<b>NE-I</b>	14/07/2014	Five Consecutive Years.	3	3	3
Mr	C R Dua	AACPD7256P 00036080	<b>NE-I</b>			3	4	1
Mr	R Ramakrishnan	AAEPR5083Q 00809342	<b>NE-I</b>			2	6	3
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

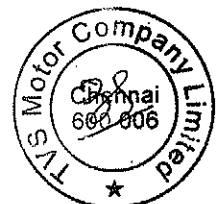
## III. Meeting of Board of Directors:

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)
27 <sup>th</sup> October 2015	29 <sup>th</sup> January 2016	93 days
	12 <sup>th</sup> March 2016	42 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
28 <sup>th</sup> January 2016	<b>Yes</b>  <b>Members Present</b> 1. T Kannan 2. R Ramakrishnan 3. Prince Asirvatham 4. C R Dua	26 <sup>th</sup> October 2015	93 days



## V. Related Party Transactions:

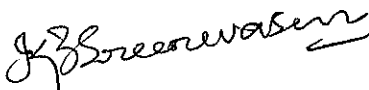
Subject	Compliance status ( Yes/No/NA)
Whether prior approval of audit committee obtained	Yes
Whether shareholder approval obtained for material RPT	N.A.
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	Yes

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. The report submitted in the previous quarter has been placed before the Board of Directors at their meeting held on 29<sup>th</sup> January 2016 and was taken on record.**

For TVS Motor Company Limited

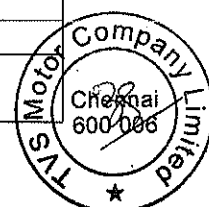


**K S Srinivasan**  
Company Secretary



## Annexure II

<b>I. Disclosure on website in terms of Listing Regulations</b>		
<b>Item</b>	<b>Compliance status (Yes/No/N.A.)</b>	
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.	
<b>II Annual Affirmations</b>		
<b>Particulars</b>	<b>Regulation Number</b>	<b>Compliance status (Yes/No/N.A.)</b>
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)	N.A.
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



**TVS MOTOR COMPANY LIMITED**

**MATERIAL RELATED PARTY TRANSACTIONS - QE 31ST MARCH 2016 (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
01.01.2016 to 31.03.2016	Sundaram Auto Components Limited	Wholly owned Subsidiary Company	Plastic Components	86.29 (Including Taxes)	188(1)(a) - Purchase
			Two Wheelers and Three Wheelers	485.29 (Including Taxes)	188(1)(a) - Sale
			Share of Canteen Expenses, Rent and Rework	0.02	188(1)(d)- Rendering of services

