

QUARTERLY COMPLIANCE REPORT ON CORPORATE GOVERNANCE

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

Quarter ended on: **31st March 2011**

| Particulars | Clause of Listing Agreement | Compliance status Yes/No/ N.A | Remarks |
|---|------------------------------------|--|--|
| I. Board of Directors | 49 I | | |
| (A) Composition of Board | 49(I A) | Yes | |
| (B) Non-Executive Directors' Compensation & Disclosures | 49(I B) | Yes | |
| (C) Other provisions as to Board and Committees | 49(I C) | Yes | |
| (D) Code of conduct | 49(I D) | Yes | |
| II. Audit Committee | 49(II) | | |
| (A) Qualified and Independent Audit Committee | 49(II A) | Yes | |
| (B) Meeting of Audit Committee | 49(II B) | Yes | |
| (C) Powers of Audit Committee | 49(II C) | Yes | |
| (D) Role of Audit Committee | 49(II D) | Yes | |
| (E) Review of Information by Audit Committee | 49(II E) | Yes | |
| III. Subsidiary Companies | 49(III) | Yes | The Company does not have any 'material unlisted subsidiary' as defined in the Listing Agreement |

QUARTERLY COMPLIANCE REPORT ON CORPORATE GOVERNANCE (continued)Name of the Company: **TVS MOTOR COMPANY LIMITED, CHENNAI****Quarter ending on: 31st March 2011**

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| Particulars | Clause of Listing Agreement | Compliance status Yes/No/ N.A | Remarks |
|--|------------------------------------|--------------------------------------|---|
| IV. Disclosures | 49(IV) | | |
| (A) Basis of related party transactions | 49(IV A) | Yes | |
| (B) Disclosure of Accounting Treatment | 49(IV B) | N.A | |
| (C) Board Disclosures – Risk Management | 49(IV C) | Yes | |
| (D) Proceeds from public issues, rights issues, preferential issues etc. | 49(IV D) | N.A | |
| (E) Remuneration of Directors | 49(IV E) | Yes | Will be complied with in the next Annual Report |
| (F) Management | 49(IV F) | Yes | Will be complied with in the next Annual Report |
| (G) Shareholders | 49(IV G) | Yes | Will be complied with in the ensuing AGM |
| V. CEO / CFO Certification | 49(V) | Yes | Will be complied with in the next Annual Report |
| VI. Report on Corporate Governance | 49 (VI) | Yes | Will be complied with in the next Annual Report |
| VII. Compliance | 49 (VII) | Yes | Will be complied with in the next Annual Report |