

QUARTERLY COMPLIANCE REPORT ON CORPORATE GOVERNANCE

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

Quarter ended on: **30th September 2017**

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	CMD	24/04/2015	---	3	3	-
Mr	Sudarshan Venu	BKVPS7035P 03601690	JMD	01/02/2013		2	1	-
Dr.	Lakshmi Venu	ABFPL6832M 02702020	NE-NI	10/09/2014		3	1	-
Mr	H Lakshmanan	AATPL4954B 00057973	NE-NI	24/04/2000		2	5	2
Mr	T Kannan	AAQPK8713Q 00040674	NE-I	14/07/2014	Five Consecutive Years.	3	3	2
Mr	C R Dua	AACPD7256P 00036080	NE-I			3	4	1
Mr	R Ramakrishnan	AAEPR5083Q 00809342	NE-I			2	6	3
Mr	Prince Asirvatham	ACOPA0648J 00193260	NE-I			1	1	-
Mr	H K Singh	AAAPS3112R 06467315	NE-I			1	-	-
Mr	Rajesh Narasimhan	AEOPR2227L 07824276	NE-I	11/08/2017	Three Consecutive Years.	1	-	-

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

Executive Directors



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 meetings (in number of days)
27 th April 2017	11 th August 2017	105 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
10 th August 2017	Yes Members Present 1. Prince Asirvatham 2. R Ramakrishnan 3. C R Dua	26 th April 2017	105 days



V. Related Party Transactions:

Subject	Compliance status (Yes/No/NA)
Whether prior approval of audit committee obtained	Yes
Whether shareholder approval obtained 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 11th August 2017 and was taken on record.**

For TVS Motor Company Limited

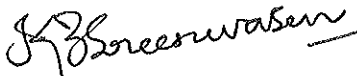


K S Srinivasan
Company Secretary

Annexure - II

I. Affirmations		
Broad heading	Regulation Number	Compliance status (Yes/No/NA) refer note below
Copy of the annual report including balance sheet, profit and loss account, directors report, corporate governance report, business responsibility report displayed on website	46(2)	Yes
Presence of Chairperson of Audit Committee at the Annual General Meeting	18(1)(d)	No (The Chairperson authorised Mr Prince Asirvatham, member of Audit Committee to represent the Chairperson of the Audit Committee.)
Presence of Chairperson of the nomination and remuneration committee at the annual general meeting	19(3)	No (The Chairperson authorised Mr H Lakshmanan, member of Nomination and Remuneration Committee to represent the Chairperson of the Nomination and Remuneration Committee.)
Whether "Corporate Governance Report" disclosed in Annual Report	34(3) read with para C of Schedule V	Yes

For TVS Motor Company Limited



K S Srinivasan
Company Secretary & Compliance Officer