

**QUARTERLY COMPLIANCE REPORT ON CORPORATE GOVERNANCE**

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

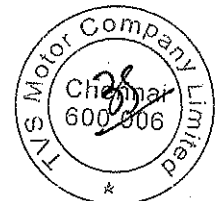
Quarter ended on: **30<sup>th</sup> June 2016**

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



## 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) |
|---|--|---|
| 29 <sup>th</sup> January 2016                       | 3 <sup>rd</sup> May 2016                             | 42 days   |
| 12 <sup>th</sup> March 2016                         |  | 51 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 |
|---|--|--|--|
| 2 <sup>nd</sup> May 2016                                    | <b>Yes</b><br><br><b>Members Present</b><br>1. T Kannan<br>2. R Ramakrishnan<br>3. Prince Asirvatham<br>4. C R Dua | 28 <sup>th</sup> January 2016                                | 94 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 3<sup>rd</sup> May 2016 and was taken on record.**

For TVS Motor Company Limited

  
**K S Srinivasan**  
Company Secretary