

QUARTERLY COMPLIANCE REPORT ON CORPORATE GOVERNANCE

Name of the Company: TVS MOTOR COMPANY LIMITED, CHENNAI

Quarter ended on: 31st December 2018

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	---	4	3	-
Mr	Sudarshan Venu	BKVPS7035P 03601690	JMD	01/02/2018		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	4	2
Mr	K N Radhakrishnan	AABPR5474L 02599393	D & CEO	23/10/2018	Five Consecutive Years	1	1	-
Mr	T Kannan	AAQPK8713Q 00040674	NE-I	14/07/2014		3	3	2
Mr	C R Dua	AACPD7256P 00036080	NE-I			3	3	1
Mr	R Ramakrishnan	AAEPR5083Q 00809342	NE-I			1	4	1
Mr	Prince Asirvatham	ACOPA0648J 00193260	NE-I			1	1	-
Mr	H K Singh	AAAPS3112R 06467315	NE-I			1	-	-
Ms	Lalita D Gupte	AAEPG5696C 00043559	NE-I	23/10/2018		6	8	2
Mr	Rajesh Narasimhan	AEOPR2227L 07824276	NE-NI	07/08/2018	---	1	-	-



- Chairman & Managing Director
- Joint Managing Director
- Director & Chief Executive Officer
- Non- Executive Non Independent
- Non Executive Independent

Executive Directors



II. Composition of Committees:

1. Audit Committee

Name of the Committee Members	Category	Date of Appointment
T. Kannan	Chairman – Non Executive - Independent	11-10-2001
C R Dua	Non-Executive – Independent	22-01-2009
R Ramakrishnan	Non-Executive – Independent	11-03-2009
Prince Asirvatham	Non-Executive - Independent	21-04-2009

2. Nomination & Remuneration Committee

Name of the Committee Members	Category	Date of Appointment
T Kannan	Chairman – Non Executive - Independent	25-02-2014
C R Dua	Non-Executive – Independent	25-02-2014
H Lakshmanan	Non-Executive - Non - Independent	25-02-2014

3. Stakeholders' Relationship Committee

Name of the Committee Members	Category	Date of Appointment
R Ramakrishnan	Chairman – Non Executive - Independent	21-03-2009
Venu Srinivasan	Executive	27-01-2000
Sudarshan Venu	Executive	25-10-2013

4. Risk Management Committee

Name of the Committee Members	Category	Date of Appointment
T Kannan	Chairman - Non-Executive – Independent	16-05-2018
R Ramakrishnan	Non-Executive – Independent	16-05-2018
Sudarshan Venu	Executive	16-05-2018
K N Radhakrishnan	President & CEO	16-05-2018

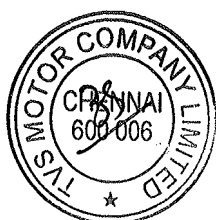
III. Meeting of Board of Directors:

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)
7 th August 2018	23 rd October 2018	76 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
22 nd October 2018	Yes	6 th August 2018	76 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

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
 - d) Risk Management 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 23rd October 2018 and was taken on record.**

For TVS Motor Company Limited


K S Srinivasan
Company Secretary