

TVS Electronics Limited - Corporate Governance Report for the quarter ended 30th September, 2016

ANNEXURE I

I. Composition of Board of Directors

Name of the Director	DIN	PAN	Category (Chairperson /Executive/ Non- Executive/ Independent / Nominee)	Date of Appoint- ment	Date of cessation	Tenure	No of Directors hip in listed entities including this listed entity	No 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. Gopal Srinivasan	00177699	AADPG9543P	C & NED	18-Jul-03			3	1	0
Mrs. Srilalitha Gopal	02329790	ABMPG2234M	NED	10-Nov-11			1	1	0
Mr. K E Ranganathan	00058990	AABPR4567Q	ED	06-Feb-14	01-Jul-16		1	0	0
Mr. D Sundaram	00016304	AANPS7428P	NED	30-Jul-09			2	3	1
Mr. R Ramaraj	00090279	AAFPR5454C	ID	01-Apr-14	31-Mar-17	3 years	3	5	2
Mr. Praveen Chakravarty	00766422	AAPPP7908P	ID	01-Apr-14	31-Mar-19	5 years	1	1	1
Mr. Kenneth Tai	01964412	ZZZZZ9999Z	ID	01-Apr-14	31-Mar-19	5 years	1	0	0
Dr. Nagendra Palle	06964686	AKWPP6095Q	ID	30-Sep-14	29-Sep-19	5 years	1	1	0
Mr. M Lakshminarayan	00064750	AAXPL6125G	ID	06-May-15	05-May-20	5 years	6	5	1
Mr. M F Farooqui	01910054	AAAPF2395P	ID	06-May-15	05-May-20	5 years	1	1	0
Mr. Narayan K Seshadri	00053563	AAVPS2486D	NED	06-May-15			6	4	3
Mr. R S Raghavan	00260912	AABPR5424L	NED	04-May-16			1	0	0

II. Composition of Committees

Audit Committee			
<i>Sr. No.</i>	<i>Name of the Director</i>	<i>Category</i>	<i>Chairperson/Membership</i>
1	D Sundaram	NED	Member
2	R Ramaraj	ID	Member
3	Praveen Chakravarty	ID	Chairperson
4	Nagendra Palle	ID	Member
5	M Lakshminarayan	ID	Member
6	M F Farooqui	ID	Member

Stakeholders Relationship Committee			
<i>Sr. No.</i>	<i>Name of the Director</i>	<i>Category</i>	<i>Chairperson/Membership</i>
1	Srilalitha Gopal	NED	Member
2	D Sundaram	NED	Member
3	R Ramaraj	ID	Chairperson

Risk Management Committee			
<i>Sr. No.</i>	<i>Name of the Director</i>	<i>Category</i>	<i>Chairperson/Membership</i>

Nomination and Remuneration Committee			
<i>Sr. No.</i>	<i>Name of the Director</i>	<i>Category</i>	<i>Chairperson/Membership</i>
1	Srilalitha Gopal	NED	Member
2	Praveen Chakravarty	ID	Member
3	M Lakshminarayan	ID	Member
4	M F Farooqui	ID	Chairperson
5	Narayan K Seshadri	NED	Member

III. Meeting of Board of Directors		
<i>Date(s) of Meeting (if any) in the previous quarter</i>	<i>Date(s) of Meeting (if any) in the relevant quarter</i>	<i>Maximum gap between any two consecutive (in number of days)</i>
04-May-2016	10-Aug-2016	97

IV. Meeting of Committees				
<i>Name of the committee</i>	<i>Date(s) of meeting of the committee in the relevant quarter</i>	<i>Whether requirement of Quorum met (details)</i>	<i>Date(s) of meeting of the committee in the previous quarter</i>	<i>Maximum gap between any two consecutive (in number of days)</i>
10-Aug-2016	Yes	04-May-2016		97
10-Aug-2016	yes	04-May-2016		
10-Aug-2016	Yes	03-May-2016		

V. Related Party Transactions	
<i>Subject</i>	<i>Compliance status (Yes/No/NA)</i>
Whether prior approval of audit committee obtained	Yes
Whether shareholder approval obtained for material RPT	Not Applicable
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
 - a. Audit Committee - **Yes**
 - b. Nomination & remuneration committee - **Yes**
 - c. Stakeholders relationship committee - **Yes**
 - d. Risk management committee (applicable to the top 100 listed entities) - **Not applicable**
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. a. This report and/or the report submitted in the previous quarter has been placed before Board of Directors. - **Yes**
b. Any comments/observations/advice of Board of Directors may be mentioned here:

Name : **S Nagalakshmi**
Designation : **Company Secretary & Compliance Officer**

ANNEXURE III

Affirmations

Broad Heading	Regulation Number	Compliance Status
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)	Yes
Presence of Chairperson of the nomination and remuneration committee at the annual general meeting	19(3)	Yes
Whether "Corporate Governance Report" disclosed in Annual Report	34(3) read with para C of Schedule V	Yes

Note:

1. In the column "Compliance Status", compliance or non-compliance may be indicated by Yes/No/N.A. For example, if the Board has been composed in accordance with the requirements of Listing Regulations, "Yes" may be indicated. Similarly, in case the Listed Entity has no related party transactions, the words "N.A." may be indicated.
2. If status is "No" details of non-compliance may be given here.
3. If the Listed Entity would like to provide any other information the same may be indicated here.

Name : **S Nagalakshmi**
Designation : **Company Secretary & Compliance Officer**