

**QUARTERLY COMPLIANCE REPORT ON CORPORATE GOVERNANCE**

 Name of the Company: **TVS ELECTRONICS LIMITED, CHENNAI**
**Quarter ended on: 30<sup>th</sup> June, 2015**

Particulars	Clause of Listing agreement	Compliance status Yes/No/ NA	Remarks
<b>II. Board of Directors</b>	<b>49(II)</b>		
(A) Composition of Board	49(II A)	<b>Yes</b>	Total strength of the Board – 11 a. Independent Directors – 6 b. Non-Independent Directors – 5 consisting of: Non-executive Chairman – 1 Non-executive Director -2 Executive Director – 1 Women, Non-executive Director – 1
(B) Independent Directors	49(II B)	<b>Yes</b>	No. of Independent Directors – 6
(C) Non-Executive Directors' Compensation & Disclosures	49(II C)	<b>Yes</b>	Non Executive Directors (NEDs) do not have any other compensation except sitting fees and they do not have any other material pecuniary relationships or transactions with Company / Subsidiary / Associates.
(D) Other provisions as to Board and Committees	49(II D)	<b>Yes</b>	----
(E) Code of conduct	49(II E)	<b>Yes</b>	Code of Conduct Policy is in place and same has been uploaded on the website <a href="http://www.tvs-e.in">www.tvs-e.in</a> .
(F) Whistle Blower Policy	49(II F)	<b>Yes</b>	Whistle Blower Policy is in place and same has been uploaded on the website <a href="http://www.tvs-e.in">www.tvs-e.in</a> .
<b>III. Audit Committee</b>	<b>49(III)</b>		
(A) Qualified and Independent Audit Committee	49(III A)	<b>Yes</b>	Total strength of the Committee – 4 out of which 3 are independent including the Chairman. All the members of the Committee and financially literate.
(B) Meeting of Audit Committee	49(III B)	<b>Yes</b>	Audit Committee meetings are held at least 4 times a year with a time gap of not more than four months between meetings.
(C) Powers of Audit Committee	49(III C)	<b>Yes</b>	The Committee has all the powers as stipulated in the listing agreement.
(D) Role of Audit Committee	49(III D)	<b>Yes</b>	The role of the Committee covers the requirements of the listing agreement and Companies Act, 2013.
(E) Review of Information by Audit Committee	49(III E)	<b>Yes</b>	The Committee reviews all the information as stipulated in the listing agreement.
<b>IV. Nomination and Remuneration Committee</b>	<b>49(IV)</b>	<b>Yes</b>	Total strength of the Committee is 4. All are Non-Executive Directors with 2 including the Chairman being independent.

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<b>V. Subsidiary Companies</b>	<b>49(V)</b>	<b>NA</b>	The Company does not have any material unlisted subsidiary.
<b>VI. Risk Management</b>	<b>49(VI)</b>	<b>Yes</b>	---
<b>VII. Related Party Transactions</b>	<b>49(VII)</b>	<b>Yes</b>	Omnibus approvals obtained for repetitive and unforeseen transactions.
<b>VIII. Disclosures</b>	<b>49(VIII)</b>		
(A) Related party transactions	49(VIII A)	<b>Yes</b>	Policy on Related party transactions is in place and uploaded on the website of the Company.
(B) Disclosure of Accounting Treatment	49(VIII B)	<b>Yes</b>	All applicable Accounting Standards are being followed with disclosures in the Annual Report.
(C) Remuneration of Directors	49(VIII C)	<b>Yes</b>	The Non Executive Directors are paid sitting fees. None of the directors except the Managing Director is paid any remuneration.
(D) Management	49(VIII D)	<b>Yes</b>	Management Discussion and Analysis report forms part of the Annual Report. The same will be complied with in the next Annual Report 2015-16.
(E) Shareholders	49(VIII E)	<b>Yes</b>	All necessary information are provided in the Annual Report and the Website as may be required.
(F) Proceeds from public issues, rights issues, preferential issues etc.	49(VIII F)	<b>NA</b>	Company has not come up with any public issues, preferential issues, etc.
<b>IX. CEO/CFO Certification</b>	<b>49(IX)</b>	<b>Yes</b>	---
<b>X. Report on Corporate Governance</b>	<b>49 (X)</b>	<b>Yes</b>	Forms part of the Annual Report for 2015-16.
<b>XI. Compliance</b>	<b>49 (XI)</b>	<b>Yes</b>	Forms part of the Annual Report for 2015-16.

**For TVS Electronics Limited**

Sd/-

**S Nagalakshmi**  
**Company Secretary**
**Place: Chennai**  
**Date: 07.07.2015**