

QUARTERLY COMPLIANCE REPORT ON CORPORATE GOVERNANCEName of the Company: **TVS ELECTRONICS LIMITED, CHENNAI****Quarter ended on: 30th September, 2014**

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Particulars	Clause of Listing agreement	Compliance status Yes/No/ NA	Remarks
I. Board of Directors	49(I)		
(A) Composition of Board	49(I A)	Yes	—
(B) Non-Executive Directors' Compensation & Disclosures	49(I B)	Yes	—
(C) Other provisions as to Board and Committees	49(I C)	Yes	—
(D) Code of conduct	49(I D)	Yes	—
II. Audit Committee	49(II)		
(A) Qualified and Independent Audit Committee	49(II A)	Yes	—
(B) Meeting of Audit Committee	49(II B)	Yes	—
(C) Powers of Audit Committee	49(II C)	Yes	—
(D) Role of Audit Committee	49(II D)	Yes	—
(E) Review of Information by Audit Committee	49(II E)	Yes	—
III. Subsidiary Companies	49(III)	Yes	-
IV. Disclosures	49(IV)		-
(A) Basis of related party transactions	49(IV A)	Yes	-
(B) Disclosure of Accounting Treatment	49(IV B)	Yes	All applicable Accounting Standards are being followed.
(C) Board Disclosures	49(IV C)	Yes	—
(D) Proceeds from public issues, rights issues, preferential issues etc.	49(IV D)	NA	—

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(E) Remuneration of Directors	49(IV E)	Yes	Complied with in the Annual Report for the financial year 2013-14
(F) Management	49(IV F)	Yes	Complied with in the Annual Report for the financial year 2013-14
(G) Shareholders	49(IV G)	Yes	—
V. CEO/CFO Certification	49(V)	Yes	—
VI. Report on Corporate Governance	49 (VI)	Yes	Report on Corporate Governance forms part of the Annual Report for the financial year 2013-14.
VII. Compliance	49 (VII)	Yes	Complied with in the Annual Report for the financial year 2013-14.

Place: Chennai**Date: 07.10.2014****For TVS Electronics Limited****S Nagalakshmi
Company Secretary**