



REF:TSL:SEC:17/

January 11, 2017

BSE Ltd.,  
Phiroze Jeejeebhoy Towers  
Dalal Street  
Fort  
Mumbai – 400 001

National Stock Exchange of India Ltd.,  
5th Floor  
Exchange Plaza  
Bandra (E)  
Mumbai - 400 051

Dear Sir,

Sub: Corporate Governance Report – quarter ended 31.12.2016

Ref: Regulation 27 of SEBI (Listing Obligations and Disclosure Requirements)  
Regulations 2015

Pursuant to Regulation 27 of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, we are enclosing the Quarterly Compliance report on Corporate Governance in the prescribed format for the quarter ended 31.12.2016.

Please take the above on record.

Thanking you

Yours faithfully,  
for TVS SRICHAKRA LIMITED

A handwritten signature in blue ink, appearing to read "P. Srinivasan", written over a blue line.

P SRINIVASAN  
SECRETARY

Encl.: a.a

rk  
tsl corporate governance/2015-16/covering ltr/5

**TVS SRICHAKRA LIMITED**

**CIN : L25111TN1982PLC009414**

**Regd. Office:** TVS Building, 7-B, West Veli Street, Madurai 625 001.

**Factory:** Perumalpatti Road, Vellaripatti Village, Melur Taluk, Madurai - 625 122.

Tel: +91 452 2443300 Fax: +91 452 2443466 website: [www.tvstyres.com](http://www.tvstyres.com)

1. Name of Listed Entity **TVS SRICHAKRA LIMITED**  
2. Quarter ended **31.12.2016**

**I. Composition of Board of Directors**

Title	Name of the Director	DIN	PAN	Category	Date of Appointment in the current term / cessation		Tenure in years	No. of Directorship in listed entities including this listed entity (Refer Regulation 25(1) of Listing Regulations, 2015)	Number of memberships in Audit / Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulations, 2015)	No. of post of Chairperson in Audit / Stakeholder Committee held in listed entities including this entity (Refer Regulation 26(1) of Listing Regulations, 2015)	Members hip in Committees of the Company
					From	To					
Mr	R Naresh	00273609	AAFPN2485B	C & ED	16.6.2014	15.6.2017		1	Nil	Nil	Nil
Ms	Shobhana Ramachandhran	00273837	ABHPS7615M	ED	25.8.2015	24.8.2020		3	2	Nil	SRC
Mr	M S Viraraghavan	00249874	AAIPV5807E	ID	11.9.2014	31.3.2019	5	1	1	1	AC NRC
Mr	P Vijayaraghavan	00633205	AAGPV5250K	NED				1	2	1	AC NRC SRC
Mr	H Janardana Iyer	02688787	AAAPI4128H	ID	11.9.2014	31.3.2019	5	1	3	Nil	AC NRC
Mr	V Ramakrishnan	00002931	ACIPR5987K	NED				1	1	Nil	SRC
Mr	Rasesh R Doshi	00538059	AACPD9213E	ID	24.5.2014	23.5.2019	5	2	2	Nil	AC
Mr	A Arumugam	00899041	ADXPA4018N	ID	3.12.2014	2.12.2019	5	1	Nil	Nil	Nil

AC - Audit Committee  
CSR - Corporate Social Responsibility Committee  
NRC - Nomination and Remuneration Committee  
SC -Stakeholders Relationship Committee





## II. Composition of Committees

Name of Committee	Audit Committee
Name of Committee Members	Category
Mr M S Viraraghavan	Chairperson- ID
Mr P Vijayaraghavan	Member- NED
Mr H Janardana Iyer	Member- ID
Mr Rasesh R Doshi	Member- ID

Name of Committee	Stakeholders Relationship Committee
Mr P Vijayaraghavan	Chairperson- NED
Ms Shobhana Ramachandhran	Member- ED
Mr V Ramakrishnan	Member- NED

Name of Committee	Nomination and Remuneration Committee
Mr M S Viraraghavan	Chairperson- ID
Mr P Vijayaraghavan	Member- NED
Mr H Janardana Iyer	Member- ID

## III. Meeting of Board of Directors

Date(s) of meeting (if any) in the previous quarter	Date(s) of Meeting (if any) in the relevant quarter	Maximum gap between any two consecutive meetings (in number of days)
20.8.2016 22.9.2016	14.12.2016	A) 32 days between 20.8.2016 and 22.9.2016 (both the meetings date excluded). B) 82 days between 22.9.2016 and 14.12.2016 (both the meetings date excluded).

## IV. Meetings of Committees

Name of the Committee	Date(s) of meeting of the committee in the relevant quarter	Whether requiremnet of Quorum met (details)	Date(s) of meeting of the committee in the previous quarter	Maximum gap between any two consecutive meetings in number of days
Audit Committee	13.12.2016	Yes. The requisite quorum was present at the meeting held on 13.12.2016	19.8.2016	115 days between 19.8.2016 and 13.12.2016 (Date of both the meetings excluded)
Nomination and Remuneration Committee	-	-	19.8.2016	-
Stakeholders Relation ship Committee	14.12.2016	Yes. The requisite quorum was present at the meeting held on 14.12.2016	20.8.2016	-





## 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	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 and Remuneration Committee Yes
  - c) Stakeholders Relationship Committee Yes
  - d) Risk Management Committee 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. This report and / or the report submitted in the previous quarter has been placed before the Board of Directors. Any Comment / observations / advice of Board of Directors may be mentioned here.

Previous quarter report (quarter ended 30.9.2016) placed before the Board of Directors and there were no comments

for TVS SRICHAKRA LIMITED

P. Srinivasan  
P. SRINIVASAN  
SECRETARY

NAME  
DESIGNATION

P SRINIVASAN  
SECRETARY & COMPLIANCE OFFICER