

REF:TSL:SEC:2020/

May 13, 2020

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 31.3.2020

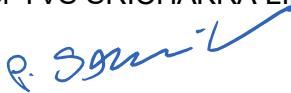
Ref: Regulation 27 of SEBI (Listing Obligations and Disclosure Requirements)
Regulations 2015

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 31.3.2020

Please take the above on record.

Thanking you

Yours faithfully,
for TVS SRICHAKRA LIMITED



P SRINIVASAN
SECRETARY

Encl.: a.a

rk/mr
tsl corporate governance/2019-20/31.3.2020/covering ltr

TVS Srichakra Limited

CIN: L25111TN1982PLC009414

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

Tel:+91 0452 2356400, Fax: +91 0452 2443466 | Website: www.tvseurogrip.com

Manufacturing Unit: Vellaripatti, Melur Taluk, Madurai-625 122, Tel:+91 452 2443300



1. Name of Listed Entity **TVS SRICHAKRA LIMITED**

2. Quarter ended **31.03.2020**

I. Composition of Board of Directors

Title	Name of the Director	DIN	PAN	Category	Date of Birth	Whether special resolution passed? [Refer Reg. 17(1A) of Listing Regulations]	Date of passing special resolution	Initial Date of appointment	Date of Appointment in the current term / cessation		Tenure of Director (in months)	No. of Directorship in listed entities including this listed entity (Refer Regulation 25(1) of Listing Regulations, 2015)	No of Independent Directorship in listed entities including this listed entity (Refer Regulation 17A(1) of Listing Regulations)	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 entites including this entity (Refer Regulation 28(1) of Listing Regulations, 2015)
									From	To					
Mr	R Naresh	00273609	AAFPN2485B	Chairperson & Executive Director	28-02-1957	NA	NA	6/2/1982	16.6.2017	15.6.2020		1	Nil	Nil	Nil
Ms	Shobhana Ramachandhran	00273837	ABHPS7615M	Executive Director	30-01-1960	NA	NA	3/28/1986	25.8.2015	24.8.2020		4	2	2	Nil
Mr	M S Viraraghavan	00249874	AAIPV5807E	Independent Director	09-05-1937	Yes	27-09-2018	11-09-2014	1.4.2019	31.3.2024	60	1	1	1	1
Mr	P Vijayaraghavan	00633205	AAGPV5250K	Non Executive Director	03-01-1948	NA	NA	8/25/2006				1	Nil	2	1
Mr	H Janardana Iyer	02688787	AAAPI4128H	Independent Director	17-06-1943	Yes	27-09-2018	11-09-2014	1.4.2019	31.3.2024	60	1	1	3	Nil
Mr	V Ramakrishnan	00002931	ACIPR5987K	Independent Director	22-07-1955	NA	NA	27-09-2018	27.9.2018	26.9.2023	60	1	1	1	Nil
Mr	Rasesh R Doshi	00538059	AACPD9213E	Independent Director	29-10-1962	NA	NA	24-05-2014	24.5.2019	23.5.2024	60	2	2	2	Nil
Mr	Dr. V Anantha Nageswaran	00760377	AJBPA4266C	Independent Director	05-10-1963	NA	NA	13-11-2018	13.11.2018	12.11.2023	60	1	1	Nil	Nil

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 Ramachandran	Member- ED
Mr V Ramakrishnan	Member- ID

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)	Number of Directors present*	No. of Independent Directors attending the meeting*
13.11.2019	11.02.2020	89 days	8	5
	10.03.2020	27 days	5	3

IV. Meetings of Committees

Name of the Committee	Date(s) of meeting of the committee in the relevant quarter	Whether requirement 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	Number of Directors present*	No. of Independent Directors attending the meeting*
Audit Committee	11.02.2020	Yes	12.11.2019	90 days	4	3
Nomination and Remuneration Committee	-	-	12.11.2019	-	-	-
Stakeholders Relationship Committee	-	-	13.11.2019	-	-	-

* to be filled in only for the current quarter meetings

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 31.12.2019) placed before the Board of Directors and there were no comments.

NAME
DESIGNATION

P SRINIVASAN
SECRETARY & COMPLIANCE OFFICER

Annexure II				
Annexure II to be submitted by listed entity at the end of the financial year (for the whole of financial year)				
I. Disclosure on website in terms of Listing Regulations				
Sr	Item	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.	Web address
1	Details of business	Yes		www.tvseurogrip.com
2	Terms and conditions of appointment of independent directors	Yes		www.tvseurogrip.com
3	Composition of various committees of board of directors	Yes		www.tvseurogrip.com
4	Code of conduct of board of directors and senior management personnel	Yes		www.tvseurogrip.com
5	Details of establishment of vigil mechanism/ Whistle Blower policy	Yes		www.tvseurogrip.com
6	Criteria of making payments to non-executive directors	Yes		www.tvseurogrip.com
7	Policy on dealing with related party transactions	Yes		www.tvseurogrip.com
8	Policy for determining 'material' subsidiaries	Yes		www.tvseurogrip.com
9	Details of familiarization programmes imparted to independent directors	Yes		www.tvseurogrip.com
10	Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes		www.tvseurogrip.com
11	email address for grievance redressal and other relevant details	Yes		www.tvseurogrip.com
12	Financial results	Yes		www.tvseurogrip.com
13	Shareholding pattern	Yes		www.tvseurogrip.com
14	Details of agreements entered into with the media companies and/or their associates	Yes		www.tvseurogrip.com
15	Schedule of analyst or institutional investor meet and presentations made by the listed entity to analysts or institutional investors simultaneously with submission to stock exchange	Yes		www.tvseurogrip.com
16	New name and the old name of the listed entity	NA		
17	Advertisements as per regulation 47 (1)	Yes		www.tvseurogrip.com
18	Credit rating or revision in credit rating obtained	Yes		www.tvseurogrip.com
19	Separate audited financial statements of each subsidiary of the listed entity in respect of a relevant financial year	Yes		www.tvseurogrip.com
20	Whether company has provided information under separate section on its website as per Regulation 46(2)	Yes		www.tvseurogrip.com
21	Materiality Policy as per Regulation 30	Yes		www.tvseurogrip.com
22	Dividend Distribution policy as per Regulation 43A (as applicable)	Yes		www.tvseurogrip.com
23	It is certified that these contents on the website of the listed entity are correct	Yes		www.tvseurogrip.com

Annexure II

II. Annual Affirmations

Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
1	Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'	16(1)(b) & 25 (6)	Yes	
2	Board composition	17(1), 17(1A) & 17(1B)	Yes	
3	Meeting of Board of directors	17(2)	Yes	
4	Quorum of Board meeting	17(2A)	Yes	
5	Review of Compliance Reports	17(3)	Yes	
6	Plans for orderly succession for appointments	17(4)	Yes	
7	Code of Conduct	17(5)	Yes	
8	Fees/compensation	17(6)	Yes	
9	Minimum Information	17(7)	Yes	
10	Compliance Certificate	17(8)	Yes	
11	Risk Assessment & Management	17(9)	NA	
12	Performance Evaluation of Independent Directors	17(10)	Yes	
13	Recommendation of Board	17(11)	Yes	
14	Maximum number of Directorships	17A	Yes	
15	Composition of Audit Committee	18(1)	Yes	
16	Meeting of Audit Committee	18(2)	Yes	
17	Composition of nomination & remuneration committee	19(1) & (2)	Yes	
18	Quorum of Nomination and Remuneration Committee meeting	19(2A)	Yes	
19	Meeting of Nomination and Remuneration Committee	19(3A)	Yes	
20	Composition of Stakeholder Relationship Committee	20(1), 20(2) & 20 (2A)	Yes	

Annexure II				
II. Annual Affirmations				
Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
21	Meeting of Stakeholders Relationship Committee	20(3A)	Yes	
22	Composition and role of risk management committee	21(1),(2),(3), (4)	NA	
23	Meeting of Risk Management Committee	21(3A)	NA	
24	Vigil Mechanism	22	Yes	
25	Policy for related party Transaction	23(1),(1A), (5), (6), (7) & (8)	Yes	
26	Prior or Omnibus approval of Audit Committee for all related party transactions	23(2), (3)	NA	
27	Approval for material related party transactions	23(4)	NA	
28	Disclosure of related party transactions on consolidated basis	23(9)	Yes	
29	Composition of Board of Directors of unlisted material Subsidiary	24(1)	NA	
30	Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3),(4), (5) &(6)	Yes	
31	Annual Secretarial Compliance Report	24(A)	Yes	
32	Alternate Director to Independent Director	25(1)	NA	
33	Maximum Tenure	25(2)	Yes	
34	Meeting of independent directors	25(3) & (4)	Yes	
35	Familiarization of independent directors	25(7)	Yes	
36	Declaration from Independent Director	25(8) & (9)	Yes	
37	D & O Insurance for Independent Directors	25(10)	Yes	
38	Memberships in Committees	26(1)	Yes	
39	Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel	26(3)	Yes	
40	Disclosure of Shareholding by Non-Executive Directors	26(4)	Yes	
41	Policy with respect to Obligations of directors and senior management	26(2) & 26(5)	Yes	

Annexure II

III. Affirmations

Sr	Particulars	Compliance status (Yes/No/NA)
1	The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied	Yes