

REF:TSL:SEC:2022/110

April 12, 2022

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

Scrip Code: 509243
by Listing Centre

Scrip Code: TVSSRICHAK
by NEAPS

Dear Sir,

Sub: Corporate Governance Report – March 31, 2022

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 Compliance report on Corporate Governance in the prescribed format for the quarter and year ended March 31, 2022

Please take the above on record.

Thanking you

Yours faithfully,
for **TVS SRICHAKRA LIMITED**

V R Venkatakrisnan
Compliance Officer

Encl.: a.a

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

Annexure I

1. Name of Listed Entity **TVS SRICHAKRA LIMITED**
 2. Quarter ended **31.03.2022**
 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 Re-appointment	Date of cessation	Tenure in years	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, 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)
Mr	R Naresh	00273609	AAFPN2485B	Chairperson & Executive Director	28-02-1957	NA	NA	02-06-1982	16.6.2020		3	1	Nil	Nil	Nil
Ms	Shobhana Ramachandhran	00273837	ABHPS7615M	Executive Director	30-01-1960	NA	NA	28-03-1986	25.8.2020		5	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		5	1	1	1	Nil
Mr	H Janardana Iyer	02688787	AAAPI4128H	Independent Director	17-06-1943	Yes	27-09-2018	11-09-2014	1.4.2019		5	1	1	3	1
Mr	V Ramakrishnan	00002931	ACIPR5987K	Independent Director	22-07-1955	NA	NA	27-09-2018	27.9.2018		5	1	1	1	1
Mr	Rasesh R Doshi	00538059	AACPD9213E	Independent Director	29-10-1962	NA	NA	24-05-2014	24.5.2019		5	2	2	2	Nil
Mr	Dr. V Anantha Nageswaran	00760377	AJBPA4266C	Independent Director	05-10-1963	NA	NA	13-11-2018	13.11.2018	25.01.2022	5	Nil	Nil	Nil	Nil
Ms	S V Mathangi	02596421	AGWPM7325G	Woman Independent Director	12-08-1974	NA	NA	01-04-2020	1.4.2020		3	1	1	1	Nil
Mr	S Ravichandran	01485845	AACPR8217J	Non-Executive Non-Independent Director	01-06-1955	NA	NA	13-08-2020	09-09-2021			1	Nil	1	Nil
Mr	P Srinivasavaradhan	08701214	ABPPS8417B	Non-Executive Non-Independent Director	02-05-1963	NA	NA	13-08-2020	13-08-2020			1	Nil	Nil	Nil



II. Composition of Committees

Name of Committee - Audit Committee

Whether Regular Chairperson appointed - Yes

Name of Committee Members	Category	Date of Appointment	Date of Cessation
Mr H Janardana Iyer	Chairperson- ID*	11-09-2014	
Mr M S Viraraghavan	Member- ID	11-09-2014	
Mr Rasesh R Doshi	Member- ID	11-09-2014	
Mr S Ravichandran	Member- NE-NID**	13-08-2020	

Name of Committee - Nomination and Remuneration Committee

Whether Regular Chairperson appointed - Yes

Mr M S Viraraghavan	Chairperson- ID	15-05-2014	
Mr H Janardana Iyer	Member- ID	15-05-2014	
Mr Rasesh R Doshi	Member- ID	03-08-2020	

Name of Committee - Stakeholders Relationship Committee

Whether Regular Chairperson appointed - Yes

Ms Shobhana Ramachandhran	Member- ED***	11-09-2014	
Mr V Ramakrishnan	Chairperson- ID	11-09-2014	
Ms S V Mathangi	Member- ID	13-08-2020	

Name of Committee - Risk Management Committee

Whether Regular Chairperson appointed - Yes

Mr V Ramakrishnan	Chairperson- ID	25-10-2021	
Dr V Anantha Nageswaran	Member- ID	25-10-2021	25-01-2022
Mr S Ravichandran	Member- NE-NID	25-10-2021	
Ms S V Mathangi	Member- ID	25-10-2021	

Name of Committee - Corporate Social Responsibility Committee

Whether Regular Chairperson appointed - Yes

Ms Shobhana Ramachandhran	Chairperson- ED	15-05-2014	
Mr Rasesh R Doshi	Member- ID	11-09-2014	
Mr V Ramakrishnan	Member- ID	13-08-2020	

* - Independent Director

** - Non-Executive Non-Independent Director

*** - Executive Director



III. Meeting of Board of Directors

Date(s) of meeting (Enter dates of Previous quarter and Current quarter in chronological order)	Maximum gap between any two consecutive (in number of days)	Notes for not providing Date	Whether requirement of Quorum met (Yes/No)	Number of Directors present* (All directors including Independent Director)	No. of Independent Directors attending the meeting*
11-11-2021		-	Yes	-	-
28-01-2022	77	-	Yes	9	5
11-11-2021	14	-	Yes	9	5

IV. Meetings of Committees

Name of Committee	Date(s) of meeting (Enter dates of Previous quarter and Current quarter in chronological order)	Maximum gap between any two consecutive (in number of days)	Name of other committee	Reason for not providing date	Whether requirement of Quorum met (Yes/No)	Number of Directors present* (All directors including Independent Director)	No. of Independent Directors attending the meeting*
Audit Committee	11-11-2021	-	-	-	Yes	-	-
Audit Committee	27-01-2022	76	-	-	Yes	4	3
Audit Committee	12-02-2022	15	-	-	Yes	4	3
Risk Management Committee	25-03-2022	-	-	-	Yes	3	2
Risk Management Committee	31-03-2022	-	-	-	Yes	3	2
Corporate Social Responsibility Committee	11-02-2022	-	-	-	Yes	3	2

* 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 Yes
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 31.12.2021) placed before the Board of Directors and there were no comments.

Name
Designation

V R Venkatakrishnan
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
As per regulation 46(2) of the LODR:				
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	email address for grievance redressal and other relevant details	Yes		www.tvseurogrip.com
11	Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	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	NA		
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
As per other regulations of the LODR:				
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)	Yes	
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)	Yes	
23	Meeting of Risk Management Committee	21(3A)	Yes	
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)	Yes	
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)	Yes	
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	Directors and Officers insurance	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	

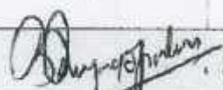


Annexure II		
III. Affirmations		
Sr	Particulars	Compliance status (Yes/No/NA)
1	The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied	Yes



Annexure-IV
Compliance Report on Corporate Governance
Refer: SEBI Circular
SEBI/HO/CFD-3/P/CR/2021/567 DATED MAY 31,2022

TVS SRICHAKRA LTD
For the Six months period ended 31st March 2022

Additional Half yearly Disclosure			
Applicability of disclosure	YES		
Reason for Non Applicability	NA		
I. Disclosure of loans/ guarantees/comfort letters / securities etc refer note below.			
(A) Any loan or any other form of debt advanced by the listed entity directly or indirectly to			
Entity	Aggregate amount advanced during six months	Balance outstanding at the end of six months	
Promoter or any other entity controlled by them	NIL	NIL	
Promoter Group or any other entity controlled by them	NIL	NIL	
Directors (including relatives) or any other entity controlled by them	NIL	NIL	
KMPs or any other entity controlled by them	NIL	NIL	
(B) Any guarantee / comfort letter (by whatever name called) provided by the listed entity directly or indirectly, in connection with any loan(s) or any other form of debt availed by			
Entity	Type (guarantee, comfort letter etc.)	Aggregate amount of issuance during six months	Balance outstanding at the end of six months (taking into account any invocation)
Promoter or any other entity controlled by them	NIL	NIL	NIL
Promoter Group or any other entity controlled by them	NIL	NIL	NIL
Directors (including relatives) or any other entity controlled by them	NIL	NIL	NIL
KMPs or any other entity controlled by them	NIL	NIL	NIL
(C) Any security provided by the listed entity directly or indirectly, in connection with any loan(s) or any other form of debt availed by			
Entity	Type of security (cash, shares etc.)	Aggregate value of security provided during six months	Balance outstanding at the end of six months
Promoter or any other entity controlled by them	NIL	NIL	NIL
Promoter Group or any other entity controlled by them	NIL	NIL	NIL
Directors (including relatives) or any other entity controlled by them	NIL	NIL	NIL
KMPs or any other entity controlled by them	NIL	NIL	NIL
(D) Additional Information			
II. Affirmations			
Affirmations		Compliance Status	Company Remarks
All loans (or other form of debt), guarantees, comfort letters (by whatever name called) or securities in connection with any loan(s) (or other form of debt) given directly or indirectly by the listed entity to promoter(s), promoter group, director(s) (including their relatives), key managerial personnel (including their relatives) or any entity controlled by them are in the economic interest of the company.		YES	NA
Name : B Rajagopalan			
Designation : Chief Finance officer			
Place :Madurai			
Date: 11-04-2022			



TVS Srichakra Limited

Central Marketing Office : 14, Whites Road, Sudarsan Building, 5th Floor, Chennai - 600 014.
Tel : 044 - 2852 6007 - 09, 2841 6878 Fax : 044 - 28522992
CIN : L25111TN1982PLC009414