

ANNEXURE I

Format to be submitted by listed entity on quarterly basis

1. Name of Listed Entity - **TVS Electronics Limited**
 2. Quarter ending - **31-Mar-2019**

i. Composition Of Board Of Director

Title (Mr./Ms)	Name of the Director	DIN	PAN	Category (Chairperson /Executive /Non-Executive/ Independent/ Nominee)	Sub Category	Date of Appointment	Date of cessation	Tenure	No of Directorship in listed entities including this listed entity	No of memberships in Audit/ Stakeholder Committee(s) including this listed entity	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity	Membership in Committees of the Company	Remarks
Mr.	Gopal Srinivasan	00177699	AADPG9543P	C & NED		18-Jul-2003			4	2	0	AC,SC	
Mrs.	Srilalitha Gopal	02329790	ABMPG2234M	ED	MD	11-May-2018		60	1	1	0	AC,SC	
Mr.	D Sundaram	00016304	AANPS7428P	NED		30-Jul-2009			5	6	4	AC,SC	
Mr.	M Lakshminarayan	00064750	AAXPL6125G	ID		06-May-2015	05-May-2020	60	6	4	2	AC,SC	
Mr.	M F Farooqui	01910054	AAAPF2395P	ID		06-May-2015	05-May-2020	60	2	1	0	AC,SC	
Mr.	Narayan K Seshadri	00053563	AAVPS2486D	NED		06-May-2015			6	5	3	AC,SC	
Mr.	R S Raghavan	00260912	AABPR5424L	NED		04-May-2016			1	0	0	AC,SC	

Mr.	K Balakrishna n	007224 47	AAOPB 3644H	ID		09-Aug- 2018	08-Aug- 2023	60	1	2	0	AC,SC	Appointed as Member of the Audit Committee and Stakeholders Relationship Committee with effect from 7th February, 2019
Mr.	V Sumantran	021539 89	AAKPS 5105J	ID		09-Aug- 2018	08-Aug- 2023	60	3	3	0	AC,SC	Appointed as Member of the Audit Committee with effect from 7th February, 2019
Mrs.	Subhasri Sriram	019985 99	ABGPS 1708J	ID		07-Feb- 2019		60	2	0	0	AC,SC	Appointed as Non Executive Independent Director with effect from 7th February, 2019
Mr.	Nagendra Palle	069646 86	AKWPP 6095Q	ID		30-Sep- 2014	31-Jan- 2019	60	1	1	0	AC,SC	Resigned from the Board with effect from 31st January, 2019

Company Remarks	
Whether Permanent chairperson appointed	Yes

ii. Composition of Committees

a. Audit Committee

Sr. No.	Name of the Director	Category	Chairperson/Membership	Appointment Date	Cessation Date
1	K Balakrishnan	ID	Member	07-Feb-2019	
2	V Sumantran	ID	Member	07-Feb-2019	
3	D Sundaram	NED	Member	31-Jul-2009	
4	M F Farooqui	ID	Member	06-Aug-2015	
5	M Lakshminarayan	ID	Chairperson	06-Aug-2015	
6	Nagendra Palle	ID	Member	30-Sep-2014	31-Jan-2019

Company Remarks	
Whether Permanent chairperson appointed	Yes

b. Stakeholders Relationship Committee

Sr. No.	Name of the Director	Category	Chairperson/Membership	Appointment Date	Cessation Date
1	K Balakrishnan	ID	Member	07-Feb-2019	
2	Srilalitha Gopal	ED	Member	06-Aug-2015	
3	D Sundaram	NED	Chairperson	08-May-2014	

Company Remarks	Mr. K Balakrishnan was appointed as member of the Stakeholders Relationship Committee with effect from 7th February, 2019.
Whether Permanent chairperson appointed	Yes

c. Risk Management Committee

<i>Sr. No.</i>	<i>Name of the Director</i>	<i>Category</i>	<i>Chairperson/Membership</i>	<i>Appointment Date</i>	<i>Cessation Date</i>
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Company Remarks	Not applicable since the Company is not in the top 100 Listed Entities as on 31st March, 2019
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Whether Permanent chairperson appointed	
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d. Nomination and Remuneration Committee

<i>Sr. No.</i>	<i>Name of the Director</i>	<i>Category</i>	<i>Chairperson/Membership</i>	<i>Appointment Date</i>	<i>Cessation Date</i>
1	M Lakshminarayan	ID	Member	06-Aug-2015	
2	M F Farooqui	ID	Chairperson	06-Aug-2015	
3	Narayan K Seshadri	NED	Member	06-Aug-2015	

Company Remarks	
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Whether Permanent chairperson appointed	Yes
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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
02-Nov-2018	07-Feb-2019

Company Remarks	within the time limit of 120 days between 2 meetings
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Maximum gap between any two consecutive (in number of days)	96
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iv. **Meeting of Committees**

Name of the Committee	Date(s) of meeting during of the committee in the previous quarter	Date(s) of meeting of the committee in the relevant quarter	Requirement of Quorum met (details)	Whether requirement of Quorum met (Yes/No)
Audit Committee	02-Nov-2018	07-Feb-2019	4	Yes
Nomination & Remuneration Committee	01-Nov-2018	07-Feb-2019	2	Yes

Company Remarks	The NRC meeting of 1st November 2018 was adjourned and the adjourned meeting was held on 7th February, 2019
Maximum gap between any two consecutive (in number of days) [Only for Audit Committee]	96

v. **Related Party Transactions**

Subject	Compliance status (Yes/No/NA)	Remark
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	

Disclosure of notes on related party transactions and Disclosure of notes of material related party transactions	
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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 & remuneration committee - **Yes**
 - c. Stakeholders relationship committee - **Yes**
 - d. Risk management committee (applicable to the top 100 listed entities) - **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. a. This report and/or the report submitted in the previous quarter has been placed before Board of Directors. - **Yes**
b. Any comments/observations/advice of Board of Directors may be mentioned here:

Name : **K Santosh**
Designation : **Compliance Officer**

ANNEXURE II

Format 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			
Item	Compliance status	Company Remark	Website
Details of business	Yes		www.tvse.in
Terms and conditions of appointment of independent directors	Yes		www.tvse.in
Composition of various committees of board of directors	Yes		www.tvse.in
Code of conduct of board of directors and senior management	Yes		www.tvse.in
Details of establishment of vigil mechanism/ Whistle Blower	Yes		www.tvse.in
Criteria of making payments to non-executive directors	Yes		www.tvse.in
Policy on dealing with related party transactions	Yes		www.tvse.in
Policy for determining 'material' subsidiaries	Yes		www.tvse.in
Details of familiarization programs imparted to independent	Yes		www.tvse.in
Contact information of the designated officials of the listed entity who are responsible for assisting and	Yes		www.tvse.in
email address for grievance redressal and other relevant details	Yes		www.tvse.in
Financial results	Yes		www.tvse.in
Shareholding pattern	Yes		www.tvse.in
Details of agreements entered into with the media companies and/or their associates	Not Applicable		
New name and the old name of the listed entity	Not Applicable		
II Annual Affirmations			
Particulars	Regulation Number	Compliance status (Yes/No/NA)	Company Remark
<i>Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'</i>	16(1)(b) & 25(6)	Yes	
<i>Board composition</i>	17(1)	Yes	
<i>Meeting of Board of directors</i>	17(2)	Yes	
<i>Review of Compliance Reports</i>	17(3)	Yes	
<i>Plans for orderly succession for appointments</i>	17(4)	Yes	
<i>Code of Conduct</i>	17(5)	Yes	
<i>Fees/compensation</i>	17(6)	Yes	
<i>Minimum Information</i>	17(7)	Yes	
<i>Compliance Certificate</i>	17(8)	Yes	
<i>Risk Assessment & Management</i>	17(9)	Not Applicable	

<i>Performance Evaluation of Independent Directors</i>	17(10)	Yes	
<i>Composition of Audit Committee</i>	18(1)	Yes	
<i>Meeting of Audit Committee</i>	18(2)	Yes	
<i>Composition of nomination & remuneration committee</i>	19(1) & (2)	Yes	
<i>Composition of Stakeholder Relationship Committee</i>	20(1) & (2)	Yes	
<i>Composition and role of risk management committee</i>	21(1),(2),(3),(4)	Not Applicable	
<i>Vigil Mechanism</i>	22	Yes	
<i>Policy for related party Transaction</i>	23(1),(5),(6),(7) & (8)	Yes	
<i>Prior or Omnibus approval of Audit Committee for all related party transactions</i>	23(2), (3)	Yes	
<i>Approval for material related party transactions</i>	23(4)	Not Applicable	
<i>Composition of Board of Directors of unlisted material Subsidiary</i>	24(1)	Not Applicable	
<i>Other Corporate Governance requirements with respect to subsidiary of listed entity</i>	24(2),(3),(4),(5) & (6)	Yes	
<i>Maximum Directorship & Tenure</i>	25(1) & (2)	Yes	
<i>Meeting of independent directors</i>	25(3) & (4)	Yes	
<i>Familiarization of independent directors</i>	25(7)	Yes	
<i>Memberships in Committees</i>	26(1)	Yes	
<i>Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel</i>	26(3)	Yes	
<i>Disclosure of Shareholding by Non- Executive Directors</i>	26(4)	Yes	
<i>Policy with respect to Obligations of directors and senior</i>	26(2) & 26(5)	Yes	

Other Information	The Company?has disposed its entire shareholding in M/s. Benani Foods Private Limited, Subsidiary of the Company?to M/s. Waycool Foods and Products Private Limited by entering into Share Purchase Agreement on 22nd March, 2019. The same was intimated to the Stock Exchange. The Company do not have any other subsidiary Company.
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III Affirmations:

The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied. - **Yes**

Other Information	The Company do not have any Material Subsidiary. However, the Company formulated the Material Subsidiary Policy and the same is updated in the Company's website.
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Name : **K Santosh**
Designation : **Compliance Officer**