

**QUARTERLY COMPLIANCE REPORT ON CORPORATE GOVERNANCE**

Name of the Company: **TVS ELECTRONICS LIMITED, CHENNAI**



**Quarter ended on: 30<sup>TH</sup> JUNE, 2013**

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<b>Particulars</b>	<b>Clause of Listing agreement</b>	<b>Compliance status Yes/No/ NA</b>	<b>Remarks</b>
<b>I. Board of Directors</b>	<b>49(I)</b>		
(A) Composition of Board	49(I A)	<b>Yes</b>	—
(B) Non-Executive Directorsq Compensation & Disclosures	49(I B)	<b>Yes</b>	—
(C) Other provisions as to Board and Committees	49(I C)	<b>Yes</b>	—
(D) Code of conduct	49(I D)	<b>Yes</b>	—
<b>II. Audit Committee</b>	<b>49(II)</b>		
(A) Qualified and Independent Audit Committee	49(II A)	<b>Yes</b>	—
(B) Meeting of Audit Committee	49(II B)	<b>Yes</b>	—
(C) Powers of Audit Committee	49(II C)	<b>Yes</b>	—
(D) Role of Audit Committee	49(II D)	<b>Yes</b>	—
(E) Review of Information by Audit Committee	49(II E)	<b>Yes</b>	—
<b>III. Subsidiary Companies</b>	<b>49(III)</b>	<b>Yes</b>	-
<b>IV. Disclosures</b>	<b>49(IV)</b>		-
(A) Basis of related party transactions	49(IV A)	<b>Yes</b>	-
(B) Disclosure of Accounting Treatment	49(IV B)	<b>Yes</b>	All applicable Accounting Standards are being followed.
(C) Board Disclosures	49(IV C)	<b>Yes</b>	—
(D) Proceeds from public issues, rights issues, preferential issues etc.	49(IV D)	<b>Yes</b>	Appropriate disclosures about allotment of Equity shares, pursuant to the conversion of warrants issued on preferential basis have been made in the financial results for the year ended 31 <sup>st</sup> March 2013. The listing process of the aforesaid equity shares are in progress.

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<b>Particulars</b>	<b>Clause of Listing agreement</b>	<b>Compliance status Yes/No/NA</b>	<b>Remarks</b>
(E) Remuneration of Directors	49(IV E)	<b>Yes</b>	Will be complied with in the Annual Report for the financial year 2012-13.
(F) Management	49(IV F)	<b>Yes</b>	Will be complied with in the Annual Report for the financial year 2012-13.
(G) Shareholders	49(IV G)	<b>Yes</b>	—
<b>V. CEO/CFO Certification</b>	<b>49(V)</b>	<b>Yes</b>	—
<b>VI. Report on Corporate Governance</b>	<b>49 (VI)</b>	<b>Yes</b>	Will be complied with in the Annual Report for the financial year 2012-13.
<b>VII. Compliance</b>	<b>49 (VII)</b>	<b>Yes</b>	Will be complied with in the Annual Report for the financial year 2012-13.

**Place: Chennai**  
**Date: 09 07 2013****For TVS Electronics Limited****S Nagalakshmi**  
**Company Secretary**