

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-2022**

i. Composition Of Board Of Director

Title (Mr./Ms)	Name of the Director	DIN	PAN	Category (Chairperson /Executive/Non-Executive/)	Sub Category	Initial Date of Appointment	Date of Appointment	Date of cessation	Tenure	Date of Birth	Whether special resolution passed?	Date of passing special resolution	No. of Directorship in listed entities including this listed entity	No of Independent 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	18-Jul-2003			04-Aug-1958	NA		2	1	2	0	NA	
Mr s.	Srilalitha Gopal	02329790	ABMPG2234M	ED	M D	10-Nov-2011	11-May-2018			27-May-1967	NA		1	0	1	0	SC	

Mr .	M Lakshminarayan	00064750	AAXPL6125G	ID		06-May-2015	08-Feb-2020		83	07-Sep-1946	Yes	08-Aug-2020	7	7	8	3	AC,NRC	
Mr .	M F Farooqui	01910054	AAAPF2395P	ID		06-May-2015	08-Feb-2020		83	28-Jun-1954	NA		2	2	1	0	AC,NRC	
Mr .	R S Raghavan	00260912	AABPR5424L	NED		04-May-2016	04-May-2016			08-Jul-1955	NA		1	0	1	0	AC	
Mr .	K Balakrishnan	00722447	AAOPB3644H	ID		09-Aug-2018	09-Aug-2018		44	12-Apr-1964	NA		1	1	3	1	AC,SC,NRC	
Mr .	V Sumantran	02153989	AAKPS5105J	ID		09-Aug-2018	09-Aug-2018		44	27-Sep-1958	NA		3	3	5	1	AC,SC	
Mr s.	Subhasri Sriram	01998599	ABGPS1708J	ID		07-Feb-2019	07-Feb-2019		38	08-Apr-1969	NA		3	2	2	2	AC,NRC	

Company Remarks	The Hon'ble NCLT approved the Composite Scheme of Amalgamation and Arrangement inter-alia involving amalgamation of TVS Investments Pvt Ltd with Geeyes Family Holdings Pvt Ltd (Geeyes) w.e.f. 4th February, 2022. Subsequently, as part of the Scheme, Geeyes Family Holdings Pvt Ltd was renamed as TVS Investments Pvt Ltd (TVSI). Consequent to the merger, TVSI and Mr. Gopal Srinivasan (Holding Majority Stakes in TVSI) have become promoters of the Company with effect from 4th February, 2022.
Whether Permanent chairperson appointed	Yes
Whether Chairperson is related to MD or CEO	Yes

ii. Composition of Committees

a. Audit 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	Subhasri Sriram	ID	Chairperson	11-May-2019	
2	M Lakshminarayan	ID	Member	06-Aug-2015	
3	R S Raghavan	NED	Member	08-Aug-2020	
4	M F Farooqui	ID	Member	06-Aug-2015	
5	K Balakrishnan	ID	Member	07-Feb-2019	
6	V Sumantran	ID	Member	07-Feb-2019	

Company Remarks	
Whether Permanent chairperson appointed	Yes

b. Stakeholders Relationship 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	V Sumantran	ID	Member	08-Aug-2020	
2	Srilalitha Gopal	ED	Member	06-Aug-2015	
3	K Balakrishnan	ID	Chairperson	07-Feb-2019	

Company Remarks	
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>

Company Remarks	
Whether Permanent chairperson appointed	

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 F Farooqui	ID	Chairperson	06-Aug-2015	
2	K Balakrishnan	ID	Member	11-May-2019	
3	Subhasri Sriram	ID	Member	11-May-2019	
4	M Lakshminarayan	ID	Member	06-Aug-2015	

Company Remarks	
Whether Permanent chairperson appointed	Yes

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	Whether requirement of Quorum met	Number of Directors present	Number of Independent Directors present
13-Nov-2021	12-Feb-2022	Yes	8	5
	05-Mar-2022	Yes	8	5
	19-Mar-2022	Yes	6	4

Company Remarks	
Maximum gap between any two consecutive (in number of days)	90

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	Whether requirement of Quorum met (Yes/No)	Number of Directors present	Number of independent directors present
Audit Committee	13-Nov-2021	12-Feb-2022	Yes	6	5
Audit Committee		19-Mar-2022	Yes	5	4

Company Remarks	
Maximum gap between any two consecutive (in number of days) [Only for Audit Committee]	90

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:

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Name : **K Santosh**
Designation : **Company Secretary & 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 (Yes/No/NA)	Company Remark	Website
As per regulation 46(2) of the LODR:			
Details of business	Yes		www.tvs-e.in
Terms and conditions of appointment of independent directors	Yes		www.tvs-e.in
Composition of various committees of board of directors	Yes		www.tvs-e.in
Code of conduct of board of directors and senior management personnel	Yes		www.tvs-e.in
Details of establishment of vigil mechanism/ Whistle Blower policy	Yes		www.tvs-e.in
Criteria of making payments to non-executive directors	Yes		www.tvs-e.in
Policy on dealing with related party transactions	Yes		www.tvs-e.in
Policy for determining 'material' subsidiaries	Yes		www.tvs-e.in
Details of familiarization programs imparted to independent directors	Yes		www.tvs-e.in
Email address for grievance redressal and other relevant details entity who are responsible for assisting and handling investor grievances	Yes		www.tvs-e.in
Contact information of the designated officials of the listed entity who are	Yes		www.tvs-e.in
Financial results	Yes		www.tvs-e.in
Shareholding pattern	Yes		www.tvs-e.in
Details of agreements entered into with the media companies and/or their associates	Not Applicable		
Schedule of analyst or institutional investor meet and presentations made by the listed entity to analysts or institutional investors simultaneously with submission to	Not Applicable		
New name and the old name of the listed entity	Not Applicable		
Advertisements as per regulation 47 (1)	Yes		www.tvs-e.in
Credit rating or revision in credit rating obtained by the entity for all its outstanding	Yes		www.tvs-e.in
Separate audited financial statements of each subsidiary of the listed entity in	Not Applicable		
As per other regulations of the LODR:			
Whether company has provided information under separate section on its website as per Regulation 46(2)	Yes		www.tvs-e.in
Materiality Policy as per Regulation 30	Yes		www.tvs-e.in
Dividend Distribution policy as per Regulation 43A (as applicable)	Yes		www.tvs-e.in
It is certified that these contents on the website of the listed entity are correct.	Yes		www.tvs-e.in

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), 17(1A) & 17(1B)	Yes	
<i>Meeting of Board of directors</i>	17(2)	Yes	
<i>Quorum of Board meeting</i>	17(2A)	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)	Yes	
<i>Performance Evaluation of Independent Directors</i>	17(10)	Yes	
<i>Recommendation of Board</i>	17(11)	Yes	
<i>Maximum number of directorship</i>	17A	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>Quorum of Nomination and Remuneration Committee meeting</i>	19(2A)	Yes	
<i>Meeting of nomination & remuneration committee</i>		Yes	
<i>Composition of Stakeholder Relationship Committee</i>	20(1), 20(2) and 20(2A)	Yes	
<i>Meeting of stakeholder relationship committee</i>	20(3A)	Yes	
<i>Composition and role of risk management committee</i>	21(1),(2),(3),(4)	Not Applicable	
<i>Meeting of Risk Management Committee</i>	22	Not Applicable	
<i>Vigil Mechanism</i>	22	Yes	
<i>Policy for related party Transaction</i>	23(1),(1A),(5),(6),(7)	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>Disclosure of related party transactions on consolidated basis</i>	23(9)	Yes	
<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)	Not Applicable	
<i>Annual Secretarial Compliance Report</i>	24(A)	Yes	
<i>Alternate Director to Independent Director</i>	25(1)	Not Applicable	
<i>Maximum Tenure</i>	25(2)	Yes	
<i>Meeting of independent directors</i>	25(3) & (4)	Yes	
<i>Familiarization of independent directors</i>	25(7)	Yes	
<i>Declaration from Independent Director</i>	25(8) & (9)	Yes	
<i>D & O Insurance for Independent Directors</i>	25(10)	Not Applicable	
<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 management</i>	26(2) & 26(5)	Yes	

Other Information	
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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. - **Not Applicable**

Other Information	
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Name : K.Santosh
Designation : Company Secretary & Compliance Officer

ANNEXURE IV

%symbol%	%companyName%	%quarterEnded%
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(A) Any loan or any other form of debt advanced by the listed entity directly or indirectly to

Aggregate amount advanced during six months				Balance outstanding at the end of six months			
<i>Promoter or any other entity controlled by them</i>	<i>Promoter Group or any other entity controlled by them</i>	<i>Directors (including relatives) or any other entity controlled by them</i>	<i>KMPs or any other entity controlled by them</i>	<i>Promoter or any other entity controlled by them</i>	<i>Promoter Group or any other entity controlled by them</i>	<i>Directors (including relatives) or any other entity controlled by them</i>	<i>KMPs or any other entity controlled by them</i>
0	0	0	0	0	0	0	0

(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)
<i>Promoter or any other entity controlled by them</i>	NIL	0	0
<i>Promoter Group or any other entity controlled by them</i>	NIL	0	0
<i>Directors (including relatives) or any other entity controlled by them</i>	NIL	0	0
<i>KMPs or any other entity controlled by them</i>	NIL	0	0

(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
<i>Promoter or any other entity controlled by them</i>	NIL	0	0
<i>Promoter Group or any other entity controlled by them</i>	NIL	0	0
<i>Directors (including relatives) or any other entity controlled by them</i>	NIL	0	0
<i>KMPs or any other entity controlled by them</i>	NIL	0	0

(D) If the Listed Entity would like to provide any other information the same may be indicated here

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Affirmations

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

Company Remarks in case of non-compliant status

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Name: A Kulandai Vadivelu
Designation: Chief Financial Officer
Place: Chennai
Date: 20-Apr-2022