

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-2023**

i. Composition Of Board Of Director

Title (Mr./Ms)	Name of the Director	DIN	PAN	Category (Chairperson /Executive/Non- Executive/ Independent/ Nominee)	Sub Category	Initial Date of Appointment	Date of Appointment	Date of cessation	Tenure	Date of Birth	Whether the director is disqualified?	Start Date of disqualification	End Date of disqualification	Details of disqualification	Current status	Whether special resolution passed? [Refer Reg. 17 (1A) of Listing Regulations]	Date of passing special resolution	No. of Directorship in listed entities including this listed entity [in reference to	No of Independent Directorship in listed entities including this listed entity [in	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	No				Active	NA		2	1	2	0		
Mrs.	Srilalitha Gopal	02329790	ABMPG2234M	ED	MD	10-Nov-2011	11-May-2018			27-May-1967	No				Active	NA		1	0	1	0	SC	

Mr.	M Lakshminarayan	00064750	AAXPL6125G	ID		06-May-2015	08-Feb-2020	95	07-Sep-1946	No				Active	Yes	08-Aug-2020	6	6	7	2	AC,N RC	
Mr.	M F Farooqui	01910054	AAAPF2395P	ID		06-May-2015	08-Feb-2020	95	28-Jun-1954	No				Active	NA		2	2	2	0	AC,SC ,NRC	
Mr.	R S Raghavan	00260912	AABPR5424L	NED		04-May-2016	04-May-2016		08-Jul-1955	No				Active	NA		1	0	1	0	AC	
Mr.	K Balakrishnan	00722447	AAOPB3644 H	ID		09-Aug-2018	09-Aug-2018	56	12-Apr-1964	No				Active	NA		1	1	2	1	AC,SC ,NRC	
Mr.	V Sumantran	02153989	AAKPS5105J	ID		09-Aug-2018	09-Aug-2018	56	27-Sep-1958	No				Active	NA		3	3	4	2	AC	
Mrs.	Subhasri Sriram	01998599	ABGPS1708 J	ID		07-Feb-2019	07-Feb-2019	50	08-Apr-1969	No				Active	NA		3	2	4	3	AC,N RC	

Company Remarks	
Whether Regular chairperson appointed	Yes
Whether Chairperson is related to MD or CEO	Yes

ii. Composition of Committees

a. Audit Committee

Sr. No.	Name of Committee members	Category	Chairperson/Member	Date of Appointment	Date of Cessation
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 Regular chairperson appointed	Yes

b. Stakeholders Relationship Committee

Sr. No.	Name of Committee members	Category	Chairperson/Member	Date of Appointment	Date of Cessation
1	Srilalitha Gopal	ED	Member	06-Aug-2015	
2	K Balakrishnan	ID	Chairperson	07-Feb-2019	
3	M F Farooqui	ID	Member	13-Aug-2022	

Company Remarks	
Whether Regular chairperson appointed	Yes

c. Risk Management Committee

Sr. No.	Name of Committee members	Category	Chairperson/Member	Date of Appointment	Date of Cessation
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Company Remarks	
Whether Regular chairperson appointed	

d. Nomination and Remuneration Committee

Sr. No.	Name of Committee members	Category	Chairperson/Member	Date of Appointment	Date of Cessation
1	M F Farooqui	ID	Chairperson	06-Aug-2015	
2	M Lakshminarayan	ID	Member	06-Aug-2015	
3	K Balakrishnan	ID	Member	11-May-2019	
4	Subhasri Sriram	ID	Member	11-May-2019	

Company Remarks	
Whether Regular chairperson appointed	Yes

iii. Meeting of Board of Directors

Date(s) of meeting (Enter dates of Previous quarter and Current quarter in chronological order)	Whether requirement of Quorum met (Yes/No)	Total Number of Directors as on date of the meeting	Number of Directors present (All directors including Independent Director)	No. of Independent Directors attending the meeting
12-Nov-2022	Yes	8	7	5
11-Feb-2023	Yes	8	7	4
04-Mar-2023	Yes	8	8	5
20-Mar-2023	Yes	8	7	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 (Enter dates of Previous quarter and Current quarter in chronological order)	Whether requirement of Quorum met (Yes/No)	Total Number of Directors in the Committee as on date of the meeting	Number of Directors present (All directors including Independent Director)	Number of Independent directors attending the meeting	Number of Members attending the Meeting (Other than Board of Directors)
Audit Committee	12-Nov-2022	Yes	6	6	5	0
Audit Committee	11-Feb-2023	Yes	6	5	4	0

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 1000 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 : **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	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	Yes		https://www.tvs-e.in/wp-
Composition of various committees of board	Yes		https://www.tvs-
Code of conduct of board of directors and	Yes		https://www.tvs-e.in/wp-
Details of establishment of vigil mechanism/	Yes		https://www.tvs-e.in/wp-
Criteria of making payments to non-executive	Yes		https://www.tvs-e.in/wp-
Policy on dealing with related party	Yes		https://www.tvs-e.in/wp-
Policy for determining 'material' subsidiaries	Yes		https://www.tvs-e.in/wp-
Details of familiarization programs imparted	Yes		https://www.tvs-
Email address for grievance redressal and other relevant details entity who are	Yes		https://www.tvs-e.in/investor- query
Contact information of the designated	Yes		https://www.tvs-
Financial results	Yes		https://www.tvs-e.in/financial-
Shareholding pattern	Yes		https://www.tvs-
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	Yes		https://www.tvs- e.in/communication-to-stock- subscribers
New name and the old name of the listed	Not Applicable		
Advertisements as per regulation 47 (1)	Yes		https://www.tvs-
Credit rating or revision in credit rating	Yes		https://www.tvs-e.in/details-
Separate audited financial statements of each	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		https://www.tvs-e.in/investor- relations/
Materiality Policy as per Regulation 30	Yes		https://www.tvs-e.in/wp-
Dividend Distribution policy as per Regulation	Not Applicable		
It is certified that these contents on the	Yes		www.tvs-e.in

II Annual Affirmations			
Particulars	Regulation Number	Compliance status	Company Remark
Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'	16(1)(b) & 25(6)	Yes	
Board composition	17(1), 17(1A) & 17(1B)	Yes	
Meeting of Board of directors	17(2)	Yes	
Quorum of Board meeting	17(2A)	Yes	
Review of Compliance Reports	17(3)	Yes	
Plans for orderly succession for appointments	17(4)	Yes	
Code of Conduct	17(5)	Yes	
Fees/compensation	17(6)	Yes	
Minimum Information	17(7)	Yes	
Compliance Certificate	17(8)	Yes	
Risk Assessment & Management	17(9)	Yes	
Performance Evaluation of Independent Directors	17(10)	Yes	
Recommendation of Board	17(11)	Yes	
Maximum number of directorship	17A	Yes	
Composition of Audit Committee	18(1)	Yes	
Meeting of Audit Committee	18(2)	Yes	
Composition of nomination & remuneration committee	19(1) & (2)	Yes	
Quorum of Nomination and Remuneration Committee meeting	19(2A)	Yes	
Meeting of nomination & remuneration committee	19(3A)	Yes	
Composition of Stakeholder Relationship Committee	20(1), 20(2) and 20(2A)	Yes	
Meeting of stakeholder relationship committee	20(3A)	Yes	
Composition and role of risk management committee	21(1),(2),(3),(4)	Not Applicable	
Meeting of Risk Management Committee	21(3A)	Not Applicable	

Vigil Mechanism	22	Yes	
Policy for related party Transaction	23(1),(1A),(5),(6),	Yes	
Prior or Omnibus approval of Audit Committee for all related party transactions	23(2), (3)	Yes	
Approval for material related party transactions	23(4)	Not Applicable	
Disclosure of related party transactions on consolidated basis	23(9)	Yes	
Composition of Board of Directors of unlisted material Subsidiary	24(1)	Not Applicable	
Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3),(4),(5) & (6)	Not Applicable	
Annual Secretarial Compliance Report	24(A)	Yes	
Alternate Director to Independent Director	25(1)	Not Applicable	
Maximum Tenure	25(2)	Yes	
Meeting of independent directors	25(3) & (4)	Yes	
Familiarization of independent directors	25(7)	Yes	
Declaration from Independent Director	25(8) & (9)	Yes	
D & O Insurance for Independent Directors	25(10)	Not Applicable	
Memberships in Committees	26(1)	Yes	
Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel	26(3)	Yes	
Disclosure of Shareholding by Non- Executive Directors	26(4)	Yes	
Policy with respect to Obligations of directors and senior management	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			
Promoter or any other entity controlled by them	Promoter Group or any other entity controlled by them	Directors (including relatives) or any other entity controlled by them	KMPs or any other entity controlled by them	Promoter or any other entity controlled by them	Promoter Group or any other entity controlled by them	Directors (including relatives) or any other entity controlled by them	KMPs or any other entity controlled by them
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)
Promoter or any other entity controlled by them	NIL	0	0
Promoter Group or any other entity	NIL	0	0

<i>controlled by them</i>			
<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

KMPs or any other entity controlled by them	NIL	0	0
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(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: 19-Apr-2023