



S. Krishnamurthy & Co.,
Company Secretaries

Secretarial Compliance Report of

TVS Motor Company Limited for the year ended 31st March 2023

[Pursuant to Regulation 24A (2) of the Securities and Exchange Board of India

(Listing Obligations and Disclosure Requirements) Regulations, 2015 read with SEBI Circular No.

CIR/CFD/CMD1/27/2019 dated February 08, 2019]

To,

TVS Motor Company Limited

[CIN: L35921TN1992PLC022845]

"Chaitanya", No.12, Khader Nawaz Khan Road,

Nungambakkam, Chennai - 600 006.

A. We, **S. KRISHNAMURTHY & CO.**, Company Secretaries, have **examined:**

- (a) all the documents and records made available to us and explanations / representations provided by **TVS MOTOR COMPANY LIMITED** (*'the listed entity'*);
- (b) the filings/ submissions made by the listed entity to the following stock exchanges:
 - (i) the National Stock Exchange of India Limited (*NSE*) where its equity shares and non-convertible securities are listed; and
 - (ii) BSE Limited (*BSE*), where its equity shares are listed;
- (c) website of the listed entity; and
- (d) other relevant documents/filings which have been relied upon to make this report **for the year ended 31st March 2023** (*'review period'*) in respect of compliance with the provisions of:

- (a) the Securities and Exchange Board of India Act, 1992 (*'SEBI Act'*) and the Regulations, circulars, guidelines issued thereunder; and
- (b) the Securities Contracts (Regulation) Act, 1956 (*'SCRA'*), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India (*'SEBI'*).

B. The **Specific Regulations**, whose provisions and the circulars/ guidelines issued thereunder, have been examined, are:

- (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (*'SEBI LODR'*);
- (b) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;



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- (c) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- (d) Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021; and
- (e) Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018; and circulars /guidelines issued thereunder.
- C. Based on the above examination and the information, explanations and representations provided to us by the listed entity, its officers, agents and authorised representatives during such examination, **we hereby report that**, during the review period:
- (a) The listed entity has generally complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder.
- (b) The listed entity has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued thereunder insofar as it appears from our examination of those records.
- (c) As there were no observations in the previous reports for the financial years ended 31st March 2019, 31st March 2020, 31st March 2021 and 31st March 2022 the requirement to report on the actions taken by the listed entity to comply with the observations made therein does not arise.
- (d) The following SEBI Regulations were not applicable to the listed entity during the review period:
- (i) Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations 2021;
- (ii) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018; and
- (iii) Securities and Exchange Board of India (Buy-back of Securities) Regulations, 2018.
- D. The terms of appointment of Statutory Auditors of the listed entity and its material subsidiary incorporated in India, are in compliance with the provisions of Para 6(A) and Para 6 (B) of SEBI Circular CIR/CFD/CMD1/114/2019 dated 18th October 2019.
- E. In terms of NSE Circular numbers NSE/CML/2023/21 dated 16th March 2023 and NSE/CML/2023/30 dated 10th April 2023 and BSE circular numbers 20230316-14 dated 16th March 2023 and 20230410-41 dated 10th April 2023, the compliance status of the listed entity is as stated below:



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| Sr. No. | Particulars | Compliance Status (Yes/No/NA) | Observations/Remarks by PCS |
|---------|---|-------------------------------|--|
| 1. | <p>Secretarial Standards:</p> <p>The compliances of the listed entity are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries India (ICSI), as notified by the Central Government under Section 118(10) of the Companies Act, 2013 and mandatorily applicable.</p> | Yes | Nil |
| 2. | <p>Adoption and timely updation of the Policies:</p> <ul style="list-style-type: none"> • All applicable policies under SEBI Regulations are adopted with the approval of board of directors of the listed entities • All the policies are in conformity with SEBI Regulations and have been reviewed & updated on time, as per the regulations/ circulars/ guidelines issued by SEBI | Yes Yes | Nil Nil |
| 3. | <p>Maintenance and disclosures on Website:</p> <ul style="list-style-type: none"> • The Listed entity is maintaining a functional website • Timely dissemination of the documents/ information under a separate section on the website • Web-links provided in annual corporate governance reports under Regulation 27(2) are accurate and specific which re-directs to the relevant document(s)/section of the website | Yes Yes Yes | Nil Nil Reference given to the website |
| 4. | <p>Disqualification of Director</p> <p>None of the Director(s) of the Company is/are disqualified under section 164 of Companies Act, 2013 as confirmed by the listed entity.</p> | Yes | Nil |



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| Sr. No. | Particulars | Compliance Status (Yes/No/NA) | Observations/Remarks by PCS |
|---------|---|-------------------------------|---|
| 5. | <p>Details related to Subsidiaries of listed entities have been examined w.r.t.:</p> <p>(a) Identification of material subsidiary companies</p> <p>(b) Disclosure requirement of material as well as other subsidiaries</p> | <p>Yes</p> <p>Yes</p> | <p>Nil</p> <p>Nil</p> |
| 6. | <p>Preservation of Documents:</p> <p>The listed entity is preserving and maintaining records as prescribed under SEBI Regulations and disposal of records as per Policy of Preservation of Documents and Archival policy prescribed under SEBI LODR Regulations, 2015.</p> | <p>Yes</p> | <p>Nil</p> |
| 7. | <p>Performance Evaluation:</p> <p>The listed entity has conducted performance evaluation of the Board, Independent Directors and the Committees at the start of every financial year as prescribed in SEBI Regulations.</p> | <p>Yes</p> | <p>Conducted once in every financial year</p> |
| 8. | <p>Related Party Transactions:</p> <p>(a) The listed entity has obtained prior approval of Audit Committee for all related party transactions;</p> <p>(b) In case no prior approval has been obtained, the listed entity has provided detailed reasons along with confirmation whether the transactions were subsequently approved/ratified/rejected by the Audit Committee.</p> | <p>Yes</p> <p>Yes</p> | <p>Nil</p> <p>Nil</p> |
| 9. | <p>Disclosure of events or information:</p> <p>The listed entity has provided all the required disclosure(s) under Regulation 30 along with Schedule III of SEBI LODR Regulations, 2015 within the time limits prescribed thereunder.</p> | <p>Yes</p> | <p>Nil</p> |



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| Sr. No. | Particulars | Compliance Status (Yes/ No/NA) | Observations/ Remarks by PCS |
|---------|--|--------------------------------|---|
| 10. | Prohibition of Insider Trading: The listed entity is in compliance with Regulation 3(5) & 3(6) of SEBI (Prohibition of Insider Trading) Regulations, 2015 | Yes | NSE inspected the Structured Digital Database |
| 11. | Actions taken by SEBI or Stock Exchange(s), if any: No action(s) has been taken against the listed entity/its promoters /directors/subsidiaries either by SEBI or by Stock Exchanges (including under the standard Operating Procedures issued by SEBI through various circulars) under SEBI Regulations and Circulars/ Guidelines issued thereunder except as provided under separate paragraph herein. | Yes | Nil |
| 12. | Additional Non-Compliances, if any: No additional non-compliance observed for any SEBI Regulation/Circular/Guidance Note etc. | Yes | Nil |

This report has to be read along with our submissions in Annexure "A" and Annexure "B" hereto.

For **S. KRISHNAMURTHY & CO.,**
 Company Secretaries
 [Firm Unique Identification No. **P1994TN045300**]
 [Peer Review Certificate No. **739/2020**]



K SRIRAM

Partner

Membership number: **F6312**

Certificate of Practice No: **2215**

UDIN: **F006312E000415633**



Date: **29th May 2023**

Place: Chennai

**Secretarial Compliance Report of TVS MOTOR COMPANY LIMITED
for the year ended 31st March 2023**

Annexure - A to Secretarial Compliance Report of even date

To

TVS Motor Company Limited

[CIN: L35921TN1992PLC022845]

"Chaitanya", No.12, Khader Nawaz Khan Road,
Nungambakkam, Chennai – 600 006.

Our Secretarial Compliance Report of even date for the financial year ended 31st March 2023 is to be read along with this letter.

1. Management's Responsibility:

The Company's management is responsible for ensuring compliance with the provisions of applicable laws, rules, regulations and standards, making the statutory/ regulatory disclosures/ filings and also ensuring the authenticity of records, documents and information furnished to us for the purpose of this Report.

2. Our Responsibility:

Our responsibility is to report based upon our examination of the relevant records, documents and information provided to us.

3. We have followed such practices and processes as we considered appropriate to obtain reasonable assurance about the correctness of the contents of the records and our verification was conducted in accordance with applicable auditing standards issued by The Institute of Company Secretaries of India. Those Standards require that we comply with statutory and regulatory requirements and plan and perform the verification to obtain reasonable assurance about compliance with applicable laws and maintenance of records.
4. While forming an opinion on compliance and issuing this report, we have also considered compliance related action taken by the Company after 31st March 2023 but before the issue of this report.
5. We have considered compliance related actions taken by the Company based on independent legal/ professional opinion obtained as being in compliance with law.
6. We have verified the records furnished to us on a test basis to see whether the correct facts are reflected therein. We also examined the compliance procedures followed by the Company on a test basis. We believe that the processes and practices we followed provide a reasonable basis for our report.
7. We have not verified the correctness and appropriateness of financial statements, financial records and books of accounts of the Company.



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8. We have obtained the Management's representation about compliance of laws, rules and regulations and happening of events, wherever required.
9. Our Secretarial Compliance Report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.
10. Due to the inherent limitations of an audit including internal, financial and operating controls, there is an unavoidable risk that some misstatements or material non-compliances may not be detected, even though the audit is properly planned and performed in accordance with the Auditing Standards.

For **S. KRISHNAMURTHY & CO.,**

Company Secretaries

[Firm Unique Identification No. **P1994TN045300**]

[Peer Review Certificate No. **739/2020**]



K SRIRAM

Partner

Membership number: **F6312**

Certificate of Practice No: **2215**

UDIN: **F006312E000415633**



Date: **29th May 2023**

Place: Chennai

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for the year ended 31st March 2023**

Annexure – B to Secretarial Compliance Report of even date

The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder, except in respect of the matters specified below:-

Sr. No. 1

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|--|---|
| <i>Compliance Requirement (Regulations/ circulars/ guidelines including specific clause)</i> | SEBI LODR |
| <i>Regulation / Circular No.</i> | Regulation 21(3C) |
| <i>Deviations</i> | NSE observation on compliance with the SEBI LODR with respect to gap between two consecutive Risk Management Committee (RMC) meeting |
| <i>Action taken by</i> | Observation from NSE dated 8 th February 2023 |
| <i>Type of action (Advisory/ clarification/ fine/ show cause notice/ warning, etc)</i> | Clarification/ observation |
| <i>Details of violation</i> | Referring to the Corporate Governance Report filed for the quarter ended 31 st December 2022, NSE requested the Company to clarify as to how the requirement that the gap between two consecutive RMC Meeting should not be more than 180 days has been complied with. |
| <i>Fine amount</i> | Nil |
| <i>Observations/ Remarks of the Practising Company Secretary</i> | Two RMC meetings were held during the financial year ended 31 st March 2023 on 28 th July 2022 and 11 th January 2023 respectively and the gap between them was less than 180 days. |
| <i>Management Response</i> | The Company is required to have a meeting of the RMC on or before 24 th January 2023 as per Regulation 21(3C) of SEBI LODR as it had held meeting on 28 th July 2022. A meeting of RMC was held on 11 th January 2023. Hence, the Company is in compliance with the aforesaid Regulation for having meetings of RMC in such a matter that the gap should not be more than 180 days between any two consecutive meetings. |
| <i>Remarks</i> | Nil |



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Sr. No. 2

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|--|---|
| <i>Compliance Requirement (Regulations/ circulars/ guidelines including specific clause)</i> | SEBI LODR |
| <i>Regulation / Circular No.</i> | Regulation 30 |
| <i>Deviations</i> | Clarification sought with reference to media report that appeared on Economic Times dated 15 th February 2023. |
| <i>Action taken by</i> | NSE and BSE |
| <i>Type of action (Advisory/ clarification/ fine/ show cause notice/ warning, etc)</i> | Clarification |
| <i>Details of violation</i> | Disclosure of events under Regulation 30 arising from media reports |
| <i>Fine amount</i> | Nil |
| <i>Observations/ Remarks of the Practising Company Secretary</i> | Nil |
| <i>Management Response</i> | The Company has been regularly disseminating information, if any, from time to time in due compliance with Regulation 30 of SEBI LODR and the Company shall continue making applicable disclosures within the stipulated time, as may be required. There is no material impact of this article on the Company. |



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|---------|-----|
| Remarks | Nil |
|---------|-----|

For **S. KRISHNAMURTHY & CO.,**
Company Secretaries
[Firm Unique Identification No. **P1994TN045300**]
[Peer Review Certificate No. **739/2020**]



K SRIRAM

Partner

Membership number: **F6312**

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Date: **29th May 2023**

Place: **Chennai**