

Upholding transparency, accountability, and integrity

The Company has always sought to uphold the highest corporate governance standards, emphasising accountability, responsibility, and reliability. TVSM has a dedicated Risk Committee that evaluates ESG risks and sustainability objectives, keeping the Board informed about challenges. Furthermore, it follows a structured governance approach to reviewing sustainability initiatives through dedicated committees to evaluate their impact.

✓ ESG Governance

TVSM's organisational structure ensures a seamless flow of sustainability reporting. The CEO oversees sustainability initiatives, with the Chief Sustainability Office, reporting directly to the Board, facilitates communication on sustainability matters across the organisation. The Company tracks its sustainability performance on a quarterly basis and undertakes annual plans to implement its objectives.

The Company has established a robust governance model to integrate ESG issues into our core operations and business strategy. The Risk Committee plays a crucial role in assessing ESG risks, setting sustainability goals, objectives, and targets, and keeping the Board informed of our ESG journey and challenges overcome. Leading our ESG strategy is the Sustainability and EHS Steering Committee, chaired by the CEO, which oversees sustainability strategy, reporting, and target setting.

Reporting directly to the CEO and Board, the Chief Sustainability Officer (CSO) ensures clear communication on sustainability throughout the organisation. The Unit EHS and Sustainability Committee, co-chaired by the CSO and Operations Head, oversees the design, budgeting, implementation, and monitoring of sustainability initiatives.

At the operational level, Plant Heads oversee sustainability and EHS activities, supported by the Sustainability Ambassador Programme led by EHS Coordinators and site EHS and Sustainability Heads on the shop floor. This team plans, executes, and reviews sustainability actions.

TVS Motor Company monitors sustainability performance regularly through quarterly reviews and annual planning to achieve its objectives. This structured approach to sustainability governance reinforces our commitment to environmental stewardship and social responsibility.

TVSM Board of Directors

The Board consists of eminent industry veterans, known for their expertise and experience, and provides leadership and guidance to the management. The Company recognises the importance of a diverse Board and its Board members hail from diverse backgrounds, enabling them to leverage their unique perspectives, knowledge, skills, industry experience to ensure the Company is able to channelise growth and retain its competitive advantage.

Board Committees

The Board and Board committees maintain their oversight on strategy execution, risk management and protection of stakeholder interests through strict internal controls against unethical practices. Board committees include the Audit Committee, Risk Management Committee, Stakeholders' Relationship Committee, Nomination and Remuneration Committee, and Corporate Social Responsibility Committee. Additionally, there is a non-mandatory Administrative Committee to address other pertinent matters.

Evaluation of Board Performance

The performance of all Independent Directors is assessed against a range of criteria such as contribution to the development of business strategy and performance of the Company, understanding the significant risks affecting the Company, clear direction to the management and contribution to Board cohesion. The Nomination and Remuneration Committee has laid down the criteria for evaluating the performance of the Directors, Committees of the Board, and the Board as a whole, and the performance of key managerial personnel and senior managerial personnel.

The Nomination and Remuneration Committee has prescribed a peer evaluation methodology for the evaluation of the performance of individual Directors, Committee(s) of the Board, the Chairman and the Board as a whole. Individual Directors are assessed on the basis of their commitment to the role and fiduciary responsibilities as a Board member, attendance and active participation, strategic and lateral thinking, contribution, and recommendations given professionally, and heading/acting as a member of various Committees.

The performance of senior managerial personnel is measured against their achievement of the business plans approved by the Board during and after the financial year and their annual performance incentive, which reflects their business plan achievements. An evaluation of performance has been undertaken based on the criteria for all senior managerial personnel, following the above process. The Nomination and Remuneration Committee is responsible for evaluating and approving the compensation plans, policies, and programmes applicable to senior managerial personnel. The Nomination and Remuneration Committee also delegated its authority to the Executive Directors, wherever appropriate, for this purpose.

Risk Management

The Company's risk management framework is robust and regularly reviewed by the Risk Management Committee. This framework enables the Board to identify, assess, and monitor key risks and actively mitigate those that could impact the Company's objectives.

Risk identification and prioritisation are based on the Company's risk appetite, strategy, severity, and likelihood. The Board is confident in the effectiveness of the systems and procedures for risk identification, assessment, monitoring, and management.

The Risk Management Committee oversees various risks, including strategic, financial, market, IT, legal, regulatory,

reputational, and others, and recommends appropriate actions. The Board has approved a risk mitigation policy.

Whistleblower Policy

TVSM's Whistleblower Policy aims to provide necessary safeguards for protecting all its stakeholders from reprisals or victimisation, for whistleblowing in good faith and to provide a means to raise actual or suspected violations. Hence, this Policy sets out ways through which the stakeholders of the Company can raise concerns related to actual or alleged violations of the Code, any accounting/audit matters and/or breaches of legal, statutory, and/or regulatory requirements such as incorrect or misrepresentation of any financial statements, reports, disclosures, and/or report instances of leakage/suspected leakage of unpublished price-sensitive information.

✓ Best-in-class Certifications

- ISO 14000 — Environmental Management System
- ISO 22301 Societal Security — Business Continuity Management Systems
- ISO 27001 — Information Security Management
- ISO 45001 — Occupational Health and Safety Management Systems
- SA8000® Standard — SAI (Social Accountability International)

✓ Enduring Affiliations



Confederation
of Indian
Industry (CII)



Affiliations
with Trade and
Industry Chambers