

Directors' Report



All stunts on our products are performed by trained professionals under controlled conditions.

The Directors have the pleasure of presenting the 32nd Annual Report and the audited accounts of the Company for the year ended 31st March 2024.

1. General Overview

1.1. Key Performance Snapshot of FY 2023-24

As a testimony to customers confidence in our products, the Company has secured top position across multiple product segments by winning seven out of ten JD Power awards.

4.04 Mn

Two-wheelers sold

0.15 Mn

Three-wheelers sold

₹31,776 Cr

Turnover

₹2,781 Cr

Profit before tax

1.2. Economy Macro Overview – India

In FY 2023-24, India continued to outperform other economies in a show of resilience amidst global uncertainties by maintaining a strong growth momentum. This was evidenced by a GDP growth of more than 8% in the first three quarters of FY 2023-24. Active and prudent management of fiscal and monetary macro policies by the Government and RBI helped to achieve and foster this growth, ably supported by the inherent fundamentals of the economy.

FY 2023-24 saw a revival of the manufacturing sector, with more than 10% growth in the first three quarters. On the supply side, the industry and services sectors showed consistent growth of ~8%. The agriculture sector reported modest growth of ~1%. India evinced the highest growth among major advanced and emerging economies during the period.

RBI has significantly reduced interest rates as a spur to the growth of Industry. It has been consistent with its macro policy stance of bringing down interest rates to help provide stability to the valuation of INR. Core inflation has subsided and may further get moderated in the next fiscal due to predicted normal monsoons.

The Government has been making a consistent and significant push towards building infrastructure over the last few years. In FY 2022-23, the public capital expenditure stood at ₹ 7.28 lakh crore. This strong support from the Government continues, with value increasing to ₹ 10 lakh crore in FY 2023-24 and an outlay of ₹ 11.1 lakh crore in FY 2024-25. This consistent infrastructure build will vitalise the economy in the short term and improve quality of life in the mid and long term.

In FY 2024-25, India is expected to continue the trend and outpace all other major economies. As the Indian economy increasingly digitises, financialisation, formalisation, urbanisation, and premiumisation will become significant drivers of growth.

Strong economic fundamentals, a growing young skilled population, cost competitive workforce, rising discretionary consumption, access to vast natural resources, and a stable polity will drive future growth.

Furthermore, gradually increasing 'new-wave entrepreneurship' aided by the improved ease of doing business is providing renewed impetus for growth. India is increasingly transforming itself to be one of the most sought-after FDI destinations.

As per the IMF India is likely to become the third-largest economy by 2027.



1.3. Economy Macro Overview – Global

The global geopolitical strife that started two years ago remains unresolved, and additional issues have emerged in a few more regions. The Company is cognizant of the fact that these events shall have negative externalities across the globe.

Commercial shipping has been affected in some key maritime routes, impacting crude oil prices. As a result, despite the reduction in global demand and excess supply, prices have not reduced significantly.

Interest rate cycles have peaked out, and therefore, rates are expected to go down in FY 2024-25. This will support emerging and low-income countries in the short and medium term by providing greater economic stability.



Overall 2W ICE Industry

6.35% ↑

H1 FY 2023-24

23.65% ↑

H2 FY 2023-24

Overall 2W ICE-Scooter Industry

11.5%

Growth in
FY 2023-24

5.4 Mn

Volume in
FY 2023-24

31%

Category share
in FY 2023-24

A decline of 0.4%
from FY 2022-23

2W ICE – Motorcycle Industry

13.6%

Growth in
FY 2023-24

11.6 Mn

Volume in
FY 2023-24

66.3%

Category share
in FY 2023-24

A growth of 0.5%
from FY 2022-23

A deep dive into the Motorcycle Industry is enumerated –

Premium Motorcycles grew by 24.4% in FY 2023-24 with 1.5 million units sold compared to 1.21 million units in FY 2022-23. The category share moderately increased to 8.6% from 7.8%.

Commuter Motorcycles commanded a dominant category share of 50.3% (50.5% in FY 2022-23) of the overall 2W industry. This resilient category share is a clear indicator of the critical role played by this segment in meeting India's mobility needs. This category, which is comprised of executive and economy segments, saw a volume growth of 11.2% in FY 2023-24 with sales of 8.8 million units (from 7.9 million units in FY 2022-23).

The executive segment growth was 23.4% with a sizeable increase in category share, from 18.5% in FY 2022-23 to 20.3% in FY 2023-24. However, the economy segment showed muted demand growth.

The Company recorded a growth of 18.6% as compared to the industry growth of 12.8% in FY 2023-24.

18.6%

Growth recorded in FY 2023-24

1.4. Mobility Industry Performance

1.4.1. Two-Wheeler ICE (India)

Industry retail grew by 8.7% in FY 2023-24 (all-India VAHAN, excluding Telangana). The last three quarters of FY 2023-24 have posted a healthy growth of ~10% indicating a good momentum Q2 FY2024 - 12.6%, Q3 FY2024 - 11%, and Q4 FY2024 - 9.4%.

Industry wholesale stood at 17.5 million units compared to 15.5 million units in the last fiscal year. While this reflects a growth of 12.8%, the industry is yet to reach its highest-ever volume of 21.2 million recorded in FY 2018-19.

This indicates a growth momentum for the upcoming year. The significant performance markers for FY 2023-24 are enumerated.



1.4.2. Two-Wheeler EV (India)

The industry retail on VAHAN reached 0.93 million units in FY 2023-24, up from 0.71 million units in FY 2022-23, a 32% growth over last year. The average penetration of EV two-wheelers for the year FY 2023-24 stood at 5.4%, with an exit of 6.8% for Q4.

The support extended by the Central Government in the form of Faster Adoption and Manufacturing of Hybrid and Electronic vehicles in India (FAME II) and PLI combined with EV policies extended by State Governments have contributed to drive growth.

FY 2023-24 saw the formalisation of the industry due to the introduction of FAME regulations on safety and governance. This has resulted in the movement from low-quality, low-cost product offerings to products with significantly higher quality and improved safety.

In May 23, a sudden reduction in FAME II subsidy from ₹ 15k/kWh to ₹ 10k/kWh (effective from June 23) led to a significant drop in industry sales volumes. In February 2024, the government announced the ceasing of the FAME subsidy from 31st March 2024 and introduced the EMPS scheme valid from April 2024 to July 2024, with a reduced benefit of ₹ 5k/kWh.

Attractive TCO (total cost of ownership) remains the primary driver of sales, combined with the superior technology proposition offered by EVs. The Company is proactively investing in concerted strategies across five areas to help realise the government's vision of accelerated EV adoption –



New product development



Capacity and capability building



Customer segment prioritisation



Software development



Charging infrastructure

As with ICE 2Ws, India will emerge as a major hub for EV 2W exports in addition to serving the large domestic market.

The Company retained 0.18 million EVs for the year with a 124% growth. The phased expansion of iQube continued with availability in 712 dealerships and a public charging network expanding to 2,000 charging points.

1.4.3. Three-Wheeler ICE+EV (India)

The industry retail has exhibited robust growth, increasing from an average of 29,551 units to 42,661 units per month. This translates to a 44% growth based on VAHAN registrations (excluding Telangana state). The industry wholesale has grown by 41% during FY 2023-24 with monthly average volume rising from 34,252 to 48,128 units. This sharp recovery was primarily due to the increased availability of retail finance.

The small passenger segment grew by 47% in FY 2023-24 (from 193,431 units in FY 2022-23 to 284,844 units in FY 2023-24). The contribution of the small-passenger segment in the overall 3W industry increased from 47% to 49%. The cargo segment growth was aided by an increase in demand for last mile delivery and e-commerce applications.

The adoption of electric vehicles (L3 and L5) in the overall 3W industry has increased to 55%, up from 52% in FY 2022-23. L5 EV segment has increased sales from 29,868 units in FY 2022-23 to 1,00,084 units in FY 2023-24, registering a growth of 235%.



The Company has grown by 29% during the year with monthly average volume increasing from 1,340 to 1,733 units.

1.4.4. International Business (2W and 3W)

In International Business, the industry exports of 2W in FY 2023-24 stood at 3.5 million units, a decline of 6.9% over FY 2022-23.

The industry was affected by liquidity crunch, high inflation, currency devaluation, and country-specific socio-political strife. Although Q1 FY2024 saw higher decline, it progressively improved largely towards the lower base. The exports to the African region continued to be under pressure. Exports to the Middle East region registered higher growth, thus helping overall industry exports.

The Company's 2W exports stood at 0.89 million units down from 0.92 million in the previous year. Three-wheeler exports during the year reached 0.13 million units, a decline of 17.9% compared to FY 2022-23.

TVSM is cautious, yet optimistic regarding the industry recovery; it expects the industry to bounce back progressively in the upcoming year.



2. Financial Performance Report

2.1. Company Financial Performance in FY 2023-24

Details	Year Ended 31st March 2024	Year Ended 31st March 2023
SALES		
Quantitative	(Number in Lakh)	
Motorcycles	19.90	17.33
Mopeds	4.85	4.46
Scooters	15.70	13.34
Three Wheelers	1.46	1.69
Total Vehicles Sold	41.91	36.82
Financials	(₹ in Crore)	
Revenue from Operations	31,776	26,378
Other Income	149	101
Profit/loss before Depreciation, Finance Costs, Exceptional items, and Tax Expense	3,663	2,775
Less: Depreciation/ Amortisation/ Impairment	700	631
Profit loss before Finance Costs, Exceptional items, and Tax Expense	2,963	2,144
Less: Finance Costs	182	141
Profit loss before Exceptional items and Tax Expense	2,781	2,003
Add/(less): Exceptional items	-	-
Profit loss before Tax Expense	2,781	2,003
Less: Tax Expense (Current and Deferred)	698	512
Profit loss after Tax	2,083	1,491
Total Comprehensive Income/loss	-20	-28
Total	2,063	1,463
Less: Dividend on Equity Shares	380	238
Balance Carried Forward	1,683	1,226

2.2. Dividend

The Board of Directors of the Company (the Board) at their meeting held on 11th March 2024, declared an interim dividend of ₹ 8/- per share (800%) on 47,50,87,114 equity shares of ₹ 1/- each for the year FY 2023-24 absorbing a sum of ₹ 380 crore. The same was paid on 28th March 2024.

The Board does not recommend any further dividend for the year under consideration. The dividend payout is in accordance with the Company's Dividend Distribution Policy. The Board is not considering any transfer of amount to General Reserves for the year under review, as it is not mandatorily required.

3. Management Discussion and Analysis Report

3.1. Company Business Performance in FY 2023-24

The Company achieved the highest sales of 3.85 million units of 2W ICE in FY 2023-24.

3.1.1. Domestic Business

The Company outperformed the broader Industry which grew by 12.8%. The Company recorded healthy volume growth across segments as enumerated.

Motorcycles

1.22 Mn

Domestic Sales in FY 2023-24

34.4% Y-o-Y increase

0.40 Mn

Premium Sales in FY 2023-24

Primary Growth Driver:
TVS Apache Series

0.82 Mn

Commuter Sales in FY 2023-24

47.6% Y-o-Y increase

Primary Growth Driver:
TVS Raider in executive segment

Commercial Mobility

20,791

Domestic Commercial Mobility Sales in FY 2023-24

29.3% Y-o-Y increase

Primary Growth Driver: TVS King

Scoters

1.45 Mn

Domestic Scooter Sales in FY 2023-24

16.5% Y-o-Y increase

Primary Growth Driver: Jupiter

3.1.2. International Business

The Company's 2W exports in FY 2023-24 were 0.89 million units, a decline of 3% over FY 2022-23 due to the global industry slowdown. Three-wheeler exports during the year reached 0.13 million units, a decline of 18.1% over last year.

2W business is anticipated to rebound in FY 2024-25. The African market is expected to show improvement in

recovering from the global slowdown, inflation moderation, currency devaluation, and effects of maritime disruption.

The Company has put adequate countermeasures in place to address the challenges and expects a good recovery in the international market in FY 2024-25.

3.2. New Product Launches and Initiatives in FY 2023-24



3.2.1. TVS X

At a glittering global event in Dubai, the Company launched its flagship electric 2W, the TVS X. The product bears testimony to the Company's global ambitions. It brings style, performance, and connected technology like no other product available in the market right now. With many industry-first features - the largest 10-inch TFT touchscreen on a 2W, industry-leading performance, and connected features, TVS X is a demonstration of cutting-edge technological innovation.



3.2.2. TVS Apache RTR 310

The latest addition to the Apache line-up is the Apache RTR310 which redefines two-wheeled exhilaration with its impressive blend of power, agility, and style and is poised to captivate motorcycle enthusiasts and adrenaline aficionados around the world. It comes with many segment-first features like Race Tuned Dynamic Stability Control, Climate Control Seat, 5 Ride Modes, Cruise Control, Dynamic Head and Tail Lamp, a 5" TFT Cluster with multiway connectivity, TPMS, and bi-directional quick shifter.



3.2.4. TVS Raider Super Squad Edition (SSE)

India's most award-winning 125cc motorcycle has continuously lived up to its promise of being a thrilling ride with many firsts in the segment and has been a rage amongst the Gen-Z audience since its launch. To further the legacy, Raider SSE was launched – India's first Marvel-themed motorcycle.



3.2.3. TVS Ronin

A special edition was launched with new graphics and triple-tone colour scheme. The special edition has pre-fitted accessories, including a USB charger, a visor, and a new EFI cover.



3.2.5. TVS Jupiter 125 SmartXconnectTM

The new variant comes with segment-leading technology and a Bluetooth-enabled TFT digital cluster which enhances the riding experience. This state-of-the-art technology ensures that the rider is always connected, and stays updated while on the move, guaranteeing a smooth, convenient, and safe journey.



3.2.6. TVS iQUBE

To further enhance the riding experience of consumers, additional features like a larger 31L under seat storage, voice assist, and Alexa skillset were introduced. It has expanded its presence to 690+ dealers and has maintained a strong No. 2 position in the market segment.



3.2.8. TVS NEO AMI 125

The Company launched this Bebek - designed around three core principles of perfect dimension, ultimate convenience, and intelligent innovation, across Africa. It is aimed at fulfilling evolving commuting needs by offering customers 72 exciting new features.



3.2.7. TVS HLX 150F

TVS HLX line of 2Ws, crossed the milestone of 3.5 million customers in international markets. The HLX was first made available 10 years ago in Africa and is now available in 50 countries across Latin America, Africa, and Asia. This model was further enhanced with a powerful yet efficient Ecothrust engine, added safety features, a superior suspension, better styling, and exciting colours.



3.2.9. TVS Racing

The Company launched India's first Electric Racing Championship with the TVS Apache RTE.

Factory racer Harith Noah scripted history by becoming the first Indian to win the Rally 2 Class and finishing in the top 11 at the Dakar Rally 2024.

The Petronas-TVS Racing association has completed 2 seasons with 80% wins across different race formats in India. The partnership will now also focus on introducing co-branded merchandise that aligns with the values and identity of both brands. A new endurance record was set with the Apache RR 310 at the 24-Hour Indian National Speed Endurance by covering 3,658 km at an average speed of 152 kmph, validating the machine's consistent performance and endurance.



→→
TVS Apache RTR 160SP



TVS MotoSoul, our flagship motorcycling festival marked the unveiling of the new TVS Apache RTR 160 4V, the most powerful motorcycle in the 160cc segment. Thrilling partnerships with 'Alpinestars', the world's leading manufacturer of high-performance riding apparel and gear were also announced.

3.3 Awards and Recognition in FY 2023-24



The Company earned four out of the five awards presented and has been adjudged No.1 in ICE Scooter and Motorcycle in the JD Power APEAL study.

Awards

- TVS Jupiter 110 is the most Appealing Economy Scooter
- TVS Radeon is the most Appealing Economy Motorcycle
- TVS Raider is the most Appealing Executive Motorcycle
- TVS Apache RTR 2V is the most Appealing Premium Motorcycle
- TVS NTORQ is the second most Appealing Executive Scooter

Several products from the Company have emerged as top performers in the Initial Quality Study (IQS), which evaluates the quality of 2Ws within the first six months of ownership.

Awards

- TVS Jupiter 125 is the #1 Executive Scooter in Initial Quality
- TVS Radeon is the #1 Economy Motorcycle in Initial Quality
- TVS Apache RTR 160 2V is the #1 Premium Motorcycle in Initial Quality
- TVS Raider is the #2 Executive Motorcycle in Initial Quality



The Company won various awards, significant among them:

Bike India Awards 2023 and 2024

- Overall Best 2W Manufacturer of the Year
- TVS Raider - 'Bike Variant of the Year'
- TVS Apache RTR 310 - Reader's Choice Bike of the Year and Bike of the Year up to 350cc

Car and Bike Awards 2024

- TVS X – Viewer's Choice Electric Scooter of the Year
- TVS Apache RTR 310 - Viewer's Choice Bike of the Year

Other Awards

- Autocar India Awards 2023 - Green 2W of the Year for TVS iQUBE S
- Jagran Hi-Tech Award 2023 – 2W EV of the Year for TVS X
- Zee Auto Awards 2023 - Most Trusted Brand of the Year (2W)
- Motor Vikatan Technology of the Year 2024 for TVS Apache RTR 310
- Faster Awards Auto Tech Award 2024 for Climate Control Seats in RTR 310
- The Company showcased a suite of made-in-India, made-for-the-world mobility solutions to the Hon'ble Prime Minister of India at Bharat Mobility Global Expo 2024

The Company's leadership was recognised with multiple awards in FY 2023-24.

Awards

- Chairman Emeritus, Venu Srinivasan was awarded 'Outstanding Institution Builder' at the 13th Managing India Awards and the 'Lifetime Achievement' Award by EY
- Managing Director, Sudarshan Venu won the Next-Gen Leader Award in the second edition of Moneycontrol's Indian Family Business Awards



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BMW CE02, co-developed by TVSM

3.4. BMW Association

Scripting a stellar and exemplary partnership amongst the global 2W industry, TVS and BMW Motorrad celebrated ten years of their strategic partnership which has resulted in the development of five products on the 310cc platform.

With over 1,90,000 customers worldwide, the motorcycles have been well accepted across all leading markets like the EU, USA, Latin America, Japan, China, and India.

The partnership is further expanding through the joint development of, and future technologies, including Electric Vehicles. Under this enhanced cooperation, both companies have identified a range of products and technologies to deliver mutual business benefits.

The recently unveiled BMW CE 02, carves a new segment for itself with its trend-setting design and innovative solutions to deliver a new kind of mobility experience that is fun in an urban environment.

3.5. Business Overview and Outlook for FY 2024-25

As TVSM moves into FY 2024-25, it holds a positive outlook for the future. India's GDP growth is anticipated to surpass initial estimates, with expectations of around 6.5%, maintaining its position as one of the highest amongst major economies. This growth is underpinned by key socio-economic fundamentals and proactive and consistent policy management by the Government and RBI.

Growth Drivers

- Stable urban discretionary consumption demand, particularly in services like travel, tourism, and hospitality
- Improved consumer sentiment, as evidenced by the RBI's Consumer Confidence survey
- Increased disposable income among the mid-income group due to previous fiscal year's tax reforms
- Enhanced investment climate supported by well-regulated banking and financial practices
- Record capex outlay of ₹ 11.11 lakh crore in the Central Government budget for FY 2024-25
- Moderate global crude oil and commodity prices



In addition to the above factors, the fast-developing corporate sector coupled with the favourable demography are expected to further fuel the growth of the economy.

The focus of the Union Budget for FY 2023-24 was on boosting capital expenditure while reducing fiscal deficit to pave the way for higher growth and lower future liabilities. The upturn in the consumption cycle is linked to a broad-based increase in economic activity, which the Indian Government is fostering through investments.

Although rural recovery remains sluggish, an expected normal monsoon could help the rural economy to recover faster. The slow rural demand is impacting moped and economy motorcycle segments. The Company is confident that the India growth story has a strong thread of personal, and commercial mobility. The demand for commuter, premium and commercial segments will be driven by the growth aspirations of customers aided by the initiation of the replacement cycle and supported by a favourable overall ecosystem.

Looking ahead to 2030, both the per capita income and vehicle ownership are expected to double driven by formalisation, digitisation, and urbanisation. Enhancements in road infrastructure, economic conditions, and mass transit systems will further fuel the demand for mobility. The 2W segment is currently best positioned to meet this demand, making its fundamentals highly appealing to a resurging India.

Export of 2Ws is anticipated to see recovery in FY 2024-25. The African market is expected to show improvement in recovering from the global slowdown and moderation of inflation. Expansion initiatives in LATAM, ASEAN, and the Middle East will provide additional momentum.

African markets currently face significant challenges due to currency devaluation, persistent inflation, and disruptions caused by maritime issues. However, considering the base effect, further decline is unlikely. The Company anticipates that globally implemented counter measures will mitigate these challenges, fostering a favourable business climate.

To sum up, India has positioned itself as the world's fastest-growing economy, simultaneously claiming the title of the most populous nation. With a substantial demand base, robust infrastructure development, strong fundamentals, and diversified sectoral strength coupled with increased global investments, India is well-positioned to maintain its growth trajectory in FY 2024-25.

3.6. Operations Review

3.6.1. Risks and Concerns

Environmental and Geopolitical Factors

The effect of the ongoing global geopolitical strife is continuing to cause large-scale impact on global trade and economy. It has impacted global liquidity, currency depreciation, food, and energy availability in several emerging markets where the Company has a good presence.

In international business, the recovery is slower than expected due to the volatile political climate and the availability of excess funds. The liquidity and inflationary trends are likely to slow down further compared to last year. However, the nature of risk is expected to be more regional than systemic. The recent attacks on commercial and merchant vessels transiting through the Red Sea's vital shipping lane have led to elevated transport costs; however, the Company expects this to cause limited long-term passover into the global inflation and trade landscape.

Additionally, the two- and three-wheeler export industry is expected to be influenced by changing regulatory policies, especially in some markets like Egypt and Iraq. Strong 2W markets like Sri Lanka, Bangladesh, Afghanistan, and Myanmar are taking longer than expected time to recover.

FY 2024-25 is anticipated to be exceptionally busy in terms of elections, with more than 80 countries globally preparing for major electoral events. Among the significant economies heading to the polls are India, the United States, the United Kingdom, the European Union, and Mexico. Notably, during India's 2019 general elections, a total expenditure of ₹ 55,000 crore was recorded. This time around, it is estimated to surpass ₹ 1,00,000 crore, which is expected to provide a boost to the consumption-driven economy within a relatively short timeframe.

Supply Side Factors

The likelihood of broader supply chain disruptions is projected to be lower than in the previous year. However, EV components might still encounter hurdles, potentially causing delays in service levels and financial performance. Any new geopolitical developments that affect the global supply chain could result in short-term or medium-term disruptions. The Company manages a diverse, multi-sourced, global supply chain to counteract these risks.

Demand Side Factors

Consumption growth has been slow in recent quarters. Nevertheless, domestic 2W demand is anticipated to be robust, as it decouples consumption and growth, driven by a strong replacement cycle. Currently, water reservoir levels are lower than normal. Any further monsoon-related irregularities could lead to agricultural output being affected. This could negatively impact the demand conditions.

A significant portion of Indian 2W buyers rely on retail finance for their mobility needs. New regulatory norms and liquidity controls could potentially impact the 2W sales.

Over the past few years, a variety of factors have contributed to a 35-45% increase in 2W prices in India. This affordability issue has already had an impact on demand. The low and mid-market segments have limited capacity to absorb further price increases without facing demand consequences.

Risk Management Policy

The Company's risk management framework is robust and regularly reviewed by the Risk Management Committee. This framework allows 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, recommending appropriate actions. The Board has approved a Risk Mitigation Policy.

Internal Control and their Adequacy

The Board holds the responsibility for assessing and approving the efficiency of internal controls, including financial, operational, and compliance aspects. The Company has implemented a robust and sufficient internal control system to safeguard its assets against loss and ensure proper authorisation and recording of all transactions.

The internal control system is continuously enhanced and evaluated for effectiveness. The information provided to management is accurate and prompt. The Company prioritises the reliability of financial reporting and adherence to legal and regulatory requirements. To strengthen controls, the Company utilises technology and centralises processes, enhances monitoring, and maintains effective tax and treasury strategies.

The Audit Committee oversees the effectiveness of internal controls, employing new technologies that influence financial controls and risk management.

The Company has established an Internal Financial Control framework, encompassing internal controls over financial reporting, operating controls, and an anti-fraud framework. The framework undergoes regular reviews by management and is tested by both an independent audit firm and the internal audit team.

The results are presented to the Audit Committee. Based on periodic testing, the framework is fortified to ensure the adequacy and effectiveness of Internal Financial Controls.

3.6.2. Total Quality Management (TQM)

Total Quality Management (TQM) remains the central focus within the organisation to drive performance excellence and mitigate business risks in an uncertain industry landscape. This steadfast commitment has been instrumental in keeping the organisation on a growth trajectory over time.

Utilising digital and AI initiatives, the Company continuously enhances customer experience processes and improves forecasting accuracy at the front end. These projects are geared toward achieving specific customer, business, and departmental objectives.

The Company operates with lean stock practices and implements a cash and carry system to maintain stock freshness for consumers and boost profitability for its channel partners. Senior management conducts periodic change management workshops with dealer partners to reinforce a culture of the process for results, emphasising execution excellence through rigorous daily work management.

The introduction of a Dealer TQM cluster approach, involving TQM consultants at the front end, aims to achieve breakthrough targets in customer satisfaction, market share, and profits.

The supplier excellence team runs an ongoing programme to embed the TVS production system within suppliers. The goal is to enhance maturity levels, quality, and delivery performance ratings of selected priority suppliers by establishing sustainable manufacturing systems and focusing on waste reduction.

Cutting-edge tools like Vision AI and predictive maintenance algorithms are being widely implemented as best practices. This initiative is set to expand to a larger number of suppliers in the current year.

Community of Practice (CoP) groups unite individuals with shared expertise and passion in specific areas such as OR, TRIZ, Reliability, and Taguchi methods. These CoPs are leveraged to drive strategic initiatives, swiftly solve complex problems, optimise solutions, transfer best practices, and enhance professional skills and competencies across the organisation, aligning with business objectives.

A culture of total employee involvement is deeply ingrained to achieve safety, quality, and profitability targets by promoting kaizen and cross-functional project initiatives. Emphasising 'waste elimination' in inventory and asset management has significantly improved the Company's working capital management.



3.6.3. Cost and Price Management

The Company provides high-value offerings to consumers achieved through aggressive waste reduction and quality improvement strategies such as value engineering, modularity, lightweight, alternative materials, localisation, and process innovation. These efforts extend across the entire supply chain, incorporating productivity enhancements, process improvements, and low-cost automation.

From Q2 FY2024, TVSM witnessed a softening of commodity prices and the improvement of semi-conductor availability which positively impacted pressure on cost and premium buy. This, coupled with the structured cost-reduction approach comprising alternate sourcing, alternate material, alternate design, lightweighting helped in improving the overall cost realisation across products.

Employee engagement is a cornerstone, driving one of the industry's most active employee suggestion programmes. The staff, at all levels, focus on cost reduction, operational enhancements, and waste elimination.

Digitalisation of internal processes is increasing to reduce waste and improve efficiency, particularly in fixed costs. Intense focus on cost management has enabled the Company to navigate commodity price inflation successfully, achieving record profits and earning recognition in JD Power APEAL and IQS studies, highlighting customer satisfaction.



3.6.4. Research and Development

The Company has consistently pursued in-house research and development excellence since its inception. In recent years, it has further intensified the R&D investments that are sharply focussed on chosen strategic areas.

Towards investing in building world-class in-house skill sets in technology research, product design and development, an exclusive team of specialised engineers has been formed for in-house software development. With mobility solutions becoming smart, connected, and increasingly dependent on software, electronics, and control, the focus on research in connected and embedded systems has been further enhanced.

Retaining the strength of in-depth customer understanding, cutting-edge technology, and design innovations at its core, the Company's R&D has adopted an agile, vigorous trans-disciplinary approach towards creating mobility solutions that are exciting, responsible, safe, and sustainable.

The Company's R&D remains one of the most prolific generators of innovations and patents, not only in India but globally also.

FY 2023-24 saw the launch of two exciting new products that are technologically advanced and provide a peek into the future

- **TVS X** is an electric-native smart electric scooter born out of the Company's future vision. It was created in-house, leveraging decades of know-how and cutting-edge technologies developed in the recent years. It's an innovative and lean design delivering high performance, convenient charging, and state-of-the-art connectivity. A highly advanced all-new technology solution has been built for the infotainment and control architecture which has helped deliver an unparalleled product experience with very high security and cutting-edge OTA capability.
- The **Apache RTR 310** comes loaded with several world-leading technology features in the areas of Intelligent assist, aerodynamically efficient design, state-of-the-art connectivity and climatic controlled seat. The intelligent assist is a bouquet of advanced features offered never before in any other global product of its class, the features enhancing fun and joy of riding, providing assist and enhancing safety under various conditions of ride.

TVS R&D has aligned its future focus in support of the Company's vision for 2030. R&D efforts and investments are directed toward electric mobility, alternate fuels, advanced safety systems, and sustainability. The current product range has more than 87% of parts recyclable and about 95% recoverable parts.



→ Paint shop in Hosur Plant

3.6.5. Digital and AI Technologies

The Company considers Digital and AI as a key organisation-wide accountability area. Currently, it prioritises digitalising the Company's operations in customer experience, retail and service management, manufacturing and supply chain, New Product Introduction (NPI), and enterprise functions.

By enhancing customer facing digital and AI capabilities as part of the TVS Xverse programme in FY 2023-24 by strengthening the web presence globally, the Company aims to increase organic traffic and lead capture of digital visitors. The Company has implemented new social media and marketing automation modules to improve reach, responsiveness, customer experience, and marketing effectiveness. The Company unified the companion mobile application for 2W customers globally and introduced a similar application for its three-wheeler customers.

Digital products used in dealerships, in both sales and service operations, have been improved increasing both retail and service penetration levels. Several AI technologies have been infused into the retail and service operations such as voice AI for lead management, vision AI for dealer upkeep, and auto-ordering systems for parts. The Company is also revamping the parts wholesale and connecting with service stations globally. It launched a new digital commerce capability for accessories and merchandise retail improvement.

The Company has launched an order management system for its international business distribution partners and is piloting a Sales and Operations (S&OP) programme for its vehicle and parts businesses globally, that will be scaled in FY 2024-25. It has deployed its track and trace systems for industrial IoT across its manufacturing locations along with associated digital and AI systems like computer vision AI to improve quality, efficiency, and safety. Warehouse digitalisation also improved transparency and efficiency of operations.

Progressing in its multi-year NPI digitalisation programme, the Company aims to improve the time to market of its new products. It has upgraded and standardised the software and new product introduction processes including for Norton Motorcycle Co, UK. Digital and AI technologies were made available for its new product launches including live commerce at launch, and the vehicle telemetry solution was strengthened to include all connectivity types and AI-based detection and prediction capabilities. Self-serve decision support technologies, including data harmonisation and AI tools, have been implemented for modularity and other NPI initiatives.

Automation of business operations workflows to improve employee experience, productivity, and quality continued this year with several self-serve employee applications in TVS Sampark and similar applications in finance, contract management, policy, and quality management.

Cybersecurity governance improved in line with its plans for information security governance, detection, and response. The Company continued to leverage the cyber governance council, consisting of senior management and industry experts, to expand the coverage of cyber defences and data privacy programmes for coordinated capability improvements for itself and the group companies.

The Company also leveraged its digital and AI capabilities to improve the operations of its subsidiaries. Lead capture and AI engines were deployed in PTTVS Indonesia.

Digital modernisation by leveraging the cloud and new collections system were implemented in TVS Credit. ERP and Product lifecycle management were deployed at The Norton Motorcycle Co. Limited, UK. Marketing and sales automation has been implemented in Swiss E-Mobility Group (Holding) AG, Switzerland (SEMG) along with digital commerce standardisation with Ego Movement.

In FY 2024-25, the Company is continuing its digital and AI investments to holistically enable omnichannel commerce capabilities for the group-wide digital transformation.

3.6.6. Environment, Occupational Health and Safety

All manufacturing Plants at Hosur, Mysuru and Nalagarh locations have been certified under the 'Integrated Management System' of ISO 14001:2015 and ISO 45001:2018. These facilities are also certified under the 'Social Accountability Standard', SA 8000:2014. Canteen facilities operated in-house at Hosur, Mysuru and Nalagarh Plants are certified under Food Safety Management system, ISO 22000:2018.

Impact of Reduce, Reuse, Recycle, Re-purpose Practices and Conservation Projects during FY 2023-24

- Reducing specific water consumption over 10%
- Apart from natural groundwater recharging, 16 million litres of rainwater were directly harvested
- Continuing efforts towards preserving Biodiversity, different varieties of RET - Rare, Endangered and Threatened - plant species were planted as a part of 'World Environment Day-2023'

Impact of 'Renewable Energy - 100%', efforts and projects implemented during FY 2023-34

- Achieving renewable power contribution of 93% in overall share of power and 58,000+ TCO₂e emissions reduction
- The Company won the '4th India Green Energy Award – 2023', by Indian Federation of Green Energy – IFGE - in recognition of Excellence in 2W and three-wheeler category
- Also won the 2nd highest 'Outstanding Green Energy User' in India for Industrial/commercial sector

Health and Wellness Initiative

- Several physical and mental health programmes implemented at all plant locations
- Regular periodic health checkups and vaccination drives conducted for all categories of employees including employees of service providers
- Collaborating with leading hospitals, eye camps organised for fleet drivers of outbound and inbound logistics
- Health care support provided to nearby villages of plant locations
- Road Safety training with experiential learning and defensive riding skills through a Virtual Reality (VR) simulator implemented
- Road safety campaign covering 7,600 employees was carried out during January 2024 commemorating National Road Safety Month at all plant locations
- Strides were taken to transform safety culture from 'dependent' to 'independent', partnering with dss+ - Dupont Sustainable Solutions
- Projects as a part of TICK (Transform, Inspire, Commit, Keep-up) programme were implemented through the five-pillar approach viz. Safety Interaction, Standards-Rules-Procedures, Incident Management, Training and Communication, and Road Safety
- Improving supply chain safety, 30 suppliers were audited for their safety compliance and supported in identifying around 800 improvements
- Plant Safety Rating System'- PSRS score, lead measure of safety performance among plants have improved by 12%





Champion Award

Received for TVSM Hosur plant in the Occupational Health, Safety and Environment Awards Assessment 2023 for Efforts on Safety, in 'National Safety Council – Tamil Nadu chapter'

Continuing the efforts on safety improvement, 624 proactive hazard control measures have been implemented across plants viz., equipment safety features for Robots and COBOTs conforming to ISO standards, 'Advanced Water Mist Fire Protection' for battery assembly and cell storage areas.

The overall 'Plant Safety Rating System' - PSRS score, which is a lead measure of safety performance among plants, has improved by 12%.

624

Proactive hazard control measures implanted in plants

During FY 2023-24, the Company was recognised with 'Excellence' level in the biodiversity category under CII-ITC Sustainability Awards, in addition to the earlier declaration of OECM - other effective area-based conservation measures, based on its exemplary promotion of biodiversity within the campus. Three species of birds, hitherto not seen, have been reported and photographically documented viz. white-bellied sea eagle, cinnamon bittern, and garganey teal. The appearance of the sea eagle is of particular interest because this is a shore-hugging bird, rarely seen far from the coast, yet here it appeared on the Hosur campus.

The Company's policy of maintaining 15% of its factory site area for wild and native forest has yielded a few incredible occurrences, the entry of some of India's largest and most prominent predators into its Mysuru Plant campus viz. leopard, wild dog (dhole), and tiger. While the leopard has made its entrance into the campus earlier, the dhole and tiger are new arrivals. All these exciting 'invaders' have clearly demonstrated that the Mysuru Plant green cover area, which is wholly 'company manufactured', is as good as any natural habitat. These potentially dangerous animals came and left silently and unobtrusively, as observed through recordings from CCTV camera traps at appropriate spots.

In pursuance of furthering its biodiversity conservation endeavours, naturalists have been enrolled to observe, analyse, and implement counter measures to improve its natural richness. At the Hosur Plant location, the obsolete solar pond was converted into a wetland with open water, marsh, and wader habitat. This has proved a success beyond expectation with new records of birds mentioned earlier arriving at the location.

Continuing the efforts on imparting nature education to school children in 6 schools at Mysuru yielded awareness creation and ownership of environment to a larger badge of 130 young student minds as a part of the TVS Greening Minds Initiative. The Centre for Environment Education, Bangalore has been engaged with the responsibility of running this programme at the Mysuru location.

As a part of horizontal deployment of TVS Greening Minds Initiative at Hosur, 5 schools were inducted into the programme covering 157 students from Class 6. Bhoomi College, Hosur has been engaged with the responsibility of running this programme at the Hosur location. Efforts are on towards increasing the number of schools at both locations under this programme.

9,500

Employees attended safety trainings

3.6.7. Human Resource Development

Towards the long-term vision of the Company, the people strategy has pivoted towards building a high performance, future-ready organisation. The Company recognises that business thrives on the contributions of people, and investing in their development is crucial for continued success.

The Company has been recognised among the “Best Company for Women in India”, ranking 11th across all companies and industries; also certified as a 'Great Place to Work in Manufacturing, Top 50' by GPTW.

TVSM has received the prestigious Helen Keller Award for the esteemed work done towards creating equal opportunities for Persons with Disabilities (PwD). Today, PwD are 2% of the employees. Policies have been created to upskill and improve retainment of PwD on merit basis.

In the journey of building a future-ready organisation, the Company adopted a multi- pronged approach for building people capability. Initiatives have been launched to embrace the reinstated TVS values and leadership competencies at all levels. Leadership building through current and future competency development is done through in-house programmes and partnership with globally acclaimed institutions. In addition to continuing education, challenging project assignments and job rotations.

Online learning on a variety of topics and skills has been made available to all employees through launch of learning platform – Pathways. The Company has been able to successfully integrate new capabilities like EV, software, data analytics and AI into the current teams. Sustainability has also been recognised as a key pillar in the future organisation and is being embedded in all processes.

TVS Institute of Quality and Leadership (IQL) focuses on building cultural capabilities, collective capabilities, supporting strategy delivery and enhancing sustainability. IQL initiated key learning solutions such as courses for future mobility, Communities of Practice (CoPs) for business impact in strategic areas, leveraging digital technologies for skill training, dojo centre for collective capability and Conferences to enhance momentum for learning as a community.

The information on no. of persons employed have been provided in BRSR report (Annexure no. VII)



Best Overall Corporate University – Bronze

Received by TVS Institute of Quality and Leadership (IQL) at the 2023 Global Council of Corporate Universities (GlobalCCU) Awards



3.6.8. Corporate Social Responsibility

Committed to social responsibility, the Company works to drive positive change in rural communities through the Srinivasan Services Trust (SST). SST prioritises health, education, environmental well-being, and economic empowerment in these areas. The core approach centres around total community involvement, ensuring all stakeholders participate and that projects are sustainable in the long run.

This participation is central to SST's success. SST has developed a mature model that emphasises community involvement in every project, even adapting best practices from Total Quality Management (TQM) to the rural development landscape. This results in programmes and structures that foster not only growth but also long-term sustainability for these communities.


SST fosters integrated, holistic, and participatory village development, working together with both communities and the Government. This collaborative approach ensures sustainable progress in the villages supported. Over the past 28 years, SST has empowered over 60,000 women by organising them into Self Help Groups (SHGs). Furthermore,

SST has implemented over 350 water conservation projects, including desilting tanks and irrigation channels, and has repaired and renovated over 2,600 pieces of rural government infrastructure. Looking ahead, SST is committed to continuous improvement.

60,000
Women empowered by SST

350
Water conservation projects undertaken by SST

2,600+
Rural government infrastructure renovated by SST



In the last few years, SST has stitched partnerships with several NGOs and foundations to work on specific areas of water, health and hygiene, capacity building of SHGs, quality education and livelihoods through effective livestock management and entrepreneurship.

Awards Won by Srinivasan Services Trust (SST) in FY 2023-24

- Best CSR and Sustainability Practices Award 2022-23 (awarded in 2023-24) by Asian Centre for Corporate Governance & Sustainability
- Economic Times Human Capital Awards 2023 – Winner (Gold) in Change Management
- CSR Journal Excellence Award 2023 – Special commendation for water conservation work in Tiruvannamalai
- Maharashtra CSR Awards 2023 by India CSR for Silage: Livestock Development
- CII National HR Circle Award for Best practices – Winners in two platinum in Change Management and Digitisation
- NHRD 12th showcase Best Corporate HR Practice – Runner-up

CSR activities have already been textured into the Company's value system through Srinivasan Services Trust (SST), established in 1996 with the vision of building self-reliant rural community.

Over 28 years of service, SST has played a pivotal role in changing lives of people in rural India by creating self-reliant communities that are models of sustainable development.

The Committee formulated and recommended a CSR Policy in terms of Section 135 of the Companies Act, 2013 along with a list of projects/programmes to be undertaken for CSR spending in accordance with the Companies (Corporate Social Responsibility Policy) Rules, 2014. The projects/programmes undertaken by SST and other eligible Trusts are falling within the CSR activities as specified under Schedule VII to the Act, 2013.

Based on the recommendation of the CSR Committee, the Board has approved the projects/programmes carried out as CSR for an amount of ₹ 30 crore for undertaking similar projects/programmes constituting more than 2% of the average net profits of the Company, made during the three immediately preceding financial years, towards CSR spending for FY 2023-24 and the Company has met the CSR spending through SST. CFO of the Company has also ensured the spending through SST for FY 2023-24.

The work, SST has been doing, has matured into a model centered on community participation in all its projects. SST's focus is to bring about sustainable development in villages. The key focus areas are women empowerment, repairing and renovating the village government infrastructure like the balwadis, primary schools, health centres and veterinary centres, creation of water conservation structures, desilting of water bodies and preserving the environment. SST encourages the community to alter their attitudes and take ownership of changes that bring about lasting development.

To bring in expertise in specific intervention areas like education, health and hygiene and livelihoods through livestock, SST is working in collaboration with organisations like Agastya International Foundation, Villmart, Navsahyog Foundation, Sankara Eye Foundation, Gramalaya and Shreeja Mahila Milk Producers Company Limited.

All of the projects undertaken through SST, are within the limit of ₹ 1 crore individually and do not require impact assessment.

However, SST is working with Tata Institute of Social Sciences (TISS) and Deloitte to carry out social impact studies. TISS is working to study the impact created on livelihoods by SST in the rural Pabal area in Pune district, Maharashtra. Deloitte is working to study the impact created on livelihoods by NABARD's Wadi programme. This was implemented by SST in Javadhu hills in Tamil Nadu.

As required under Section 135 of the Act, 2013 read with Rule 8 of the Companies (Corporate Social Responsibility Policy) Rules, 2014, the annual Report on CSR, containing the particulars of the projects/programmes approved and recommended by the CSR Committee and approved by the Board for the FY 2023-24 are given by way of Annexure

IV attached to this Report. It may also be noted that the CSR Committee has approved the projects or programmes to be undertaken by the SST and other eligible trusts for the year 2024-25, preferably in local areas including the manner of execution, modalities of utilisation of funds and implementation schedules and also monitoring and reporting mechanism for the projects or programmes, as required under the Companies Amendment Act, 2020.

4. Cautionary Statement

Statements in the Management Discussion and Analysis Report describing the Company's objectives, projections, estimates and expectations may be 'forward looking statements' within the meaning of applicable securities laws and regulations. Actual results could differ materially from those expressed or implied. Important factors that could make a difference to the Company's operations include, amongst others, economic conditions affecting demand/supply and price conditions in the domestic and overseas market in which the Company operates, changes in the Government Regulations, Tax Laws and Other Statutes and incidental factors.

5. Directors' Responsibility Statement

In accordance with the provisions of Section 134(5) of the Companies Act, 2013 (the Act, 2013) with respect to Directors' Responsibility Statement, it is hereby stated -

- i. that in the preparation of annual accounts for the financial year ended 31st March 2024, the applicable Accounting Standards had been followed along with proper explanation relating to material departures;
- ii. that the Directors had selected such accounting policies and applied them consistently and made judgements and estimates that were reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit of the Company for the year under review;
- iii. that the Directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- iv. that the Directors had prepared the annual accounts for the financial year ended 31st March 2024 on a "going concern basis";
- v. that the Directors, had laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and are operating effectively; and
- vi. that the Directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

6. Financial Performance of Subsidiaries & Associates

Acquisitions

During the year under review the Company has:

- a) acquired additional stake of 25% in Swiss E-Mobility Group (Holding) AG ("SEMG"), Switzerland through its overseas subsidiary viz., TVS Motor (Singapore) Pte Limited on 9th June 2023 from the existing shareholders, thereby SEMG has become a wholly owned subsidiary of TVS Motor (Singapore) Pte Ltd. and the Company.

SEMG is a fully integrated e-bike platform with its core business consisting of the purchase and re-sale of own branded e-bikes, third-party branded e-bikes and spare parts through retail and online stores in Switzerland and Germany.

- d) subscribed to 28.57% stake in Indian Foundation for Quality Management ("IFQM") by way of newly issued shares of IFQM on 15th February 2024, a not-for-profit Company, registered under Section 8 of the Companies Act, 2013 that aims to bridge the significant gap in quality & perception of Indian-made goods and bring a positive change in the perception of the 'Made in India' brand.
- b) acquired additional stake of 9.40% in ION Mobility Pte. Ltd. (ION Mobility) on 14th March 2024 by way of subscription of shares through TVS Motor (Singapore) Pte Limited, a wholly owned subsidiary and thereby ION Mobility has become an associate of TVS Motor (Singapore) Pte Limited as well as the Company. TVS Motor (Singapore) Pte Limited holds 25.64% of the paid-up share capital of Ion Mobility.

ION Mobility, a tech and automotive OEM startup, which aims to create and deliver aspirational and sustainable mobility and energy solutions to customers across South-East Asia.

- d) acquired additional stake of 24% in Killwatt GmbH, in two tranches viz. on 15th November 2023 and 20th March 2024, through TVS Motor (Singapore) Pte Limited, a wholly owned subsidiary by way of subscription of shares and thereby TVS Motor (Singapore) Pte Limited holds 49% of the paid-up share capital of Killwatt GmbH, associate company.

Killwatt GmbH, carrying on development, design, manufacture, sale and distribution of high-tech products and components in the field of, inter alia, electric two-wheeler and three-wheeler vehicles.

Disinvestments

- a) During the year under review, the Company has divested the entire shareholding of 43.54% in Emerald Haven Realty Limited (EHRL), an associate on 14th June 2023 and thereby EHRL & its subsidiaries ceased as associates of the Company effective that date.
- b) The Company had sold its entire stake of 23.50% in Tagbox Solutions Private Limited ("Tagbox India") on

30th March 2024 and thereby Tagbox India ceased as an associate of the Company effective that date.

As on 31st March 2024, the following companies and bodies corporate are the subsidiaries/associates of the Company:

Subsidiaries

1. TVS Credit Services Limited (TVS CS), Chennai
2. Sundaram Auto Components Limited, Chennai
3. TVS Digital Limited (Formerly known as TVS Housing Limited), Chennai
4. TVS Motor Services Limited, Chennai
5. TVS Electric Mobility Ltd., Chennai
6. PT TVS Motor Company Indonesia, Jakarta
7. TVS Motor (Singapore) Pte. Limited, Singapore (TVSM Singapore)
8. TVS Motor Company (Europe) B.V., Amsterdam

Subsidiaries of TVS CS

1. Harita ARC Private Limited, Chennai
2. TVS Housing Finance Private Limited, Chennai
3. Harita Two-wheeler Mall Private Limited, Chennai

Subsidiaries of TVSM Singapore Pte. Limited

1. The Norton Motorcycle Co Limited, UK
2. Swiss E-Mobility Group (Holding) AG, Switzerland
3. The GO Corporation, Switzerland
4. TVS Digital Pte Ltd., Singapore
5. EBCO Limited, UK
6. Celerity Motor GmbH, Germany

Subsidiaries of GO AG

1. EGO Movement, Stuttgart GmbH, Germany

Subsidiaries of SEMG

1. Swiss E-Mobility Group (Schweiz), Switzerland
2. Colag E-Mobility GmbH, Germany
3. Alexand'Ro Edouard'O Passion Vélo Sàrl

Associates

1. Ultraviolette Automotive Private Limited, Bengaluru
2. DriveX Mobility Private Limited, Coimbatore
3. Indian Foundation for Quality Management, Bengaluru (w.e.f 15.02.2024)
4. Tagbox Solutions Private Limited, Bengaluru (upto 30.03.2024)
5. Emerald Haven Realty Limited, Chennai and its subsidiaries (upto 14.06.2023)

Associates of TVSM Singapore Pte. Limited

1. Killwatt GmbH, Germany
2. ION Mobility Limited, Singapore (w.e.f. 14.03.2024)

Associates of TVS Digital Pte Ltd.

1. Tagbox Pte Limited, Singapore
2. Predictronics Corp., USA
3. Scienaptic Systems Inc., USA
4. Altizon Inc, USA

SUBSIDIARIES PERFORMANCE

TVS Credit Services Limited (TVS CS)

TVS CS is the retail finance arm of the Company for financing of two wheelers, used cars, used and new tractors, used commercial vehicles, consumer durables, digital finance products, emerging and corporate business loans and personal loans. Along with these, it started offering gold loans during this FY. TVS CS primarily caters to self-employed, new to credit borrowers in the semi-urban and rural areas in India.

During FY 2023-24, TVS CS's overall disbursements registered at ₹ 25,018 crore as compared to ₹ 21,652 crore in the previous year registering growth of 16%.

The book size of TVS CS registered a robust growth of 26% and is presently at around ₹ 25,900 crore. Total income during FY24 grew by 40% at ₹ 5,796 crore from ₹ 4,152 crore during FY23. The PBT grew by 49% at ₹ 763 crore as against ₹ 512 crore during the previous year.

TVS CS raised ₹ 380 crore from PI Opportunities Fund I Scheme II, an alternative investment fund controlled by Premji Invest Limited. PI Opportunities Fund had made an aggregate investment of ₹ 828.52 crore in TVS CS as a combination of primary and secondary investment.

The following companies are the subsidiaries of TVS CS:

1. Harita ARC Private Limited, Chennai
2. TVS Housing Finance Private Limited, Chennai
3. Harita Two-wheeler Mall Private Limited, Chennai

All the above subsidiaries are yet to commence their operations.

Sundaram Auto Components Limited (SACL)

SACL is a wholly owned subsidiary of the Company. SACL manufactures plastics components used in the automobile industry. It has manufacturing plants located at Chennai and Hosur in Tamil Nadu, Mysore in Karnataka, Bhiwadi in Rajasthan, Nalagarh in Himachal Pradesh, and Sanand in Gujarat.

The total income of SACL was ₹ 765 crore in the current year as against ₹ 787 crore in the previous year 2022-23.

SACL earned a profit before tax of ₹ 29 crore after incurring a NIL exceptional cost during FY 2023-24 as against profit of ₹ 24 crore in the previous year after exceptional cost of ₹ 1.9 crore. Exceptional cost includes separation cost.

During the year under review, SACL has distributed a sum of ₹ 310 crore to the Company towards extinguishment of 3,26,31,578 equity shares held by the Company, consequent to the reduction of share capital under Section 66 of the Companies Act, 2013 as approved by the Hon'ble National Company Law Tribunal, Chennai.

SACL declared a dividend of ₹ 1.64 per share on the equity shares for the year ended 31st March 2024 absorbing a sum of ₹ 1.96 crore.

TVS Digital Limited (TVS Digital)

TVS Digital Limited (formerly known as TVS Housing Limited) is a wholly owned subsidiary of the Company.

The name and the main objects of the Company was changed during FY 2023-24 from TVS Housing Limited to TVS Digital Limited to reflect its new objects and carry on the business activities relating to Digital Information Technology and other related services.

TVS Motor Services Limited (TVS MS)

TVS MS was initially the investment SPV of the Company, for funding TVS Credit Services Limited (TVS CS).

TVS MS now holds 0.48% only in TVS CS and TVS MS continues to be a wholly owned subsidiary of the Company.

TVS Electric Mobility Ltd., Chennai (TVSEM)

The Company was incorporated on 13.12.2021 to undertake Electric Mobility business. The entire shares of TVSEM have been subscribed by the Company and hence, TVSEM is a wholly owned subsidiary of the Company. The Company is yet to commence its operations.

TVS Motor Company (Europe) B.V.

TVS Motor Company (Europe) B.V. was incorporated with a view to serve as special purpose vehicle for making and protecting the investments made in overseas operations of PT TVS.

TVS Motor (Singapore) Pte. Ltd.

TVS Motor (Singapore) Pte Limited, is a wholly owned subsidiary of the Company.

During the year, the Company has invested a sum of SGD 199.50 million in the ordinary shares of SGD 1/- each of TVS Motor (Singapore) Pte Limited.

The Company serves as a special vehicle for investments in overseas subsidiaries/associates.

TVS Digital Pte Ltd., Singapore

TVS Digital Pte Limited, Singapore is a wholly owned subsidiary of TVS Motor Company. The Digital start-up offers a range of solutions across their Auto-tech and Fintech platforms and has secured clients in Bangladesh, Bolivia, India, Indonesia, Nepal, Philippines and Singapore. The product offerings centre around AI Driven Credit Decisioning and Collections in Fintech and a suite of Sales acceleration and Consumer Experience enhancements apps in the Auto-tech platform that is also finding applicability in Real Estate and B2B businesses. Revenue streams have commenced, and the team is now focused on scaled profitable growth to help deliver focused unit economics objectives. The Company has recently established an entity in India as well which is focused on IT professional services and is also scaling rapidly.

PT. TVS Motor Company Indonesia (PT TVS)

During the financial year, PT TVS two-wheeler sales grew by 37%, standing at 0.11 million units as against 0.08 million units during the previous financial year, and three-wheeler sales is at 7,000 units as against 19,000 units during the previous financial year. During the year PT TVS reported Operating EBITDA of \$8 million as against \$8.3 million during the last year.

Swiss E-Mobility Group (Holding) AG (SEMG)

The Swiss E-Mobility Group (SEMG), along with its subsidiaries Swiss E-Mobility Group (Schweiz) and Colag E-Mobility GmbH, Germany and Alexand'Ro Edouard'O Passion Vélo Sàrl, operates under the full ownership of TVS Motor (Singapore) Pte Ltd. This organisational structure supports SEMG's strategic initiatives across the European markets, particularly focusing on the e-bike segment.

SEMG is strategically expanding its footprint in Europe, aiming to capitalise on the region's status as the second-largest e-bike market after China. The Company is enhancing its presence through a portfolio of both premium and technologically advanced brands. As a leading provider



in the DACH region (Germany, Austria, and Switzerland), SEMG operates the largest pure-play e-bike retail chain, m-way, with new expansions including two stores in Austria, bringing their total to 35 physical stores across Switzerland and Austria. Additionally, SEMG maintains a robust online presence through two e-commerce platforms.

With a diverse e-bike brand portfolio like Cilo, Sempel, Allegro, and Zenith-Bikes, SEMG has developed a strong omnichannel distribution network. This not only enhances its market presence but also aligns with consumer aspirations within the e-mobility sector.

In FY 2023-24, SEMG reported revenues of \$76.6 million, yet faced a loss of \$25.4 million, mainly due to challenging conditions in the European e-bike market. Holding a dominant position with approximately 20% market share in Switzerland, SEMG stands as the region's leading provider. For 2024, the Company is strategically focusing on reaching profitability by improving operational efficiencies and expanding its B2C (both offline and online) and B2B segments. SEMG is currently piloting the B2C offline model in Germany and Austria and is investing in the introduction of a B2B e-bike brand portfolio. The revenue goal for 2024 is set at \$105 million.

SEMG is leveraging emerging trends in the personal mobility sector by focusing on various e-bike categories, including e-city, e-urban, e-trekking, e-mountain, and e-cargo bikes. As e-bikes gain recognition for their sustainability and user-friendliness, the European market is experiencing increased regulatory backing and consumer uptake. E-bikes currently make up about 17% of all bicycles in Europe, with an expected annual growth rate of approximately 8%, signalling significant market opportunities. The global e-bike industry is projected to reach \$25 billion within the next five years.

In conclusion, SEMG's strong market presence and strategic initiatives highlight its capability to carve out a distinct niche in the European e-bike industry. By concentrating on enhancing operational efficiencies and expanding its market reach, SEMG is well-positioned to transform into a profitable entity, all while contributing to the advancement of sustainable transportation solutions.

The GO Corporation, Switzerland (the GO AG)

In September 2021, the Company acquired majority stake in the GO AG, Switzerland and its subsidiary EGO Movement through TVS Motor (Singapore) Pte Ltd. EGO Movement is a Swiss technology company providing innovative mobility solutions through a portfolio of e-bikes, e-cargo bikes and matching accessories. The Company has a strong presence in Switzerland, Austria and Germany with customer-centric products, a unique omnichannel network and a visionary team at its helm.

The GO Corporation and its subsidiaries have a strong presence in Europe with customer-centric products and a unique omnichannel network. In CY23, the GO Corporation group reported a revenue of CHF 4.9 million as against CHF 4.6 million during CY22. With the further expansion/upgrade

of retail networks, and expansion of e-commerce channels along with the recovery in the economy we expect GO Corporation to do better in the year 2024.

Over the past decade, the personal mobility landscape has evolved significantly with the global sustainability agenda, increasing urbanisation and advancement in battery technology.

EGO Movement's product portfolio focuses on delivering sustainable products with the latest technology and stylish designs. A powerful battery is blended harmoniously into the frame, whose ergonomic design allows for a comfortable upright sitting position. In addition, EGO Movement's connectivity platform is enhancing security and convenience for the vehicle's user with smart features such as keyless go, GPS location with theft alarm and access-sharing. The unique and innovative design philosophy has earned the Company multiple awards, including the prestigious Red Dot Award and in 2022 the German Brand Award.

This acquisition is in line with the Company's commitment towards electrification and the broader sustainability agenda for building an aspirational product portfolio while nurturing sustainable and scalable brands. EGO Movement is a Swiss technology company providing innovative mobility solutions through a portfolio of e-bikes, e-cargo bikes, and matching accessories.

EBCO

In April 2022, the Company acquired a 70% share in EBCO Ltd., a British company providing mobility solutions through E-Bikes, across the Adventure, Urban and City bikes segments.

EBCO offers innovative and high-quality e-bikes in the UK region. During FY24, EBCO reported a revenue of GBP 0.8 million as against GBP 0.5 million during FY23.



→
EBCO Street 2

2023 saw a complete revamp of the range to update and modernise the offering providing a premium quality product at affordable pricing to hit the volume market. A new sales team was onboarded in Q3. The UK market was impacted on account of overall market sentiments and huge accumulation of stock in the market.

2024 will be the first full trading period with products available ready for the season's start. There was a small existing network of retail partners in place, and the addition and expansion of retail partnerships is developing to obtain national coverage, whilst working and developing the omnichannel also.

With the new products and strong dealerships planned, EBCO is placed in a good position to obtain good market share.

The Norton Motorcycle Co Limited, UK

Since the acquisition of Norton in 2020, the Company has built a strong foundation by setting up a state-of-the-art facility and a new engineering and design centre to further the growth of Norton. During FY24, Norton has launched special editions to celebrate 125 years of brand legacy.

Overall, the premium and super-premium markets are expected to grow consistently, and Norton is preparing its portfolio to become a strong player with a series of products getting closer to market readiness. The Company will continue to invest during the upcoming 8 quarters. The Company's engineering, design & development and supply chain capabilities will be leveraged to ensure high quality products are delivered in a cost-efficient and timely manner.



Ultraviolette Automotive Private Limited (UV)

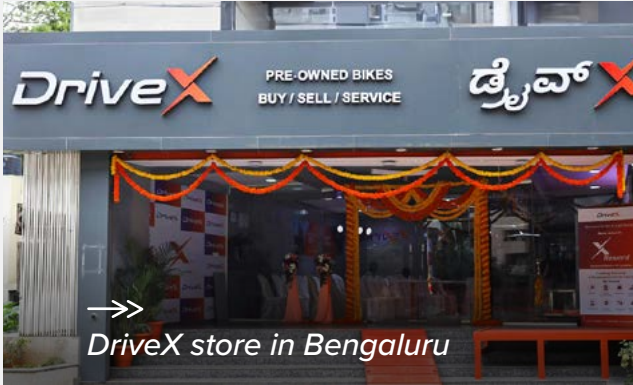
UV incurred a loss of ₹ 59.52 crore in the year 2023-24 as against loss of ₹ 9.03 crore in the previous year 2022-23. UV is a start-up company engaged in developing electric mobility solutions.

Tagbox Solutions Pvt. Ltd., India/Tagbox Pte Ltd., Singapore (Tagbox)

Tagbox is a start-up company which provides an IoT-based monitoring solution to predict and prevent unfavourable events, optimise reefer fleet and routes and manage inventory. On 30th March 2024, the Company sold its entire shareholding of 4,29,693 shares (consisting of 45,710 equity shares and 3,83,983 compulsorily convertible preference shares) constituting 23.50% in Tagbox Solutions Private Limited ('Tagbox India'), an associate company and thereby it ceased as an Associate Company

DriveX Mobility Private Limited (DriveX)

DriveX Mobility Pvt. Ltd. is engaged in the business of procurement, refurbishment and retailing of the pre-owned multi-brand two-wheeler motorcycles and scooters through its own stores (COCO) or through its franchisee dealers (FOFO). The Company is also engaged in trading of spare parts, accessories and engine oils for two-wheelers. The Company presently has 4 COCOs and around 50 FOFOs. The Company has a presence across India through its FOFOs but predominantly operates in the Southern part of India spreading Karnataka, Tamil Nadu and Kerala.



During FY 2023-24, the Company earned revenue of ₹ 36.61 crore against revenue of ₹ 9.72 crore for FY 2022-23. The Company has incurred a Net loss of ₹ 30.98 crore as against the Net loss of ₹ 11.12 crore incurred during FY 2022-23.

Predictronics Corp, (Predictronics) USA

Predictronics is a start-up company engaged in predictive analytics solution for critical assets, vertical software

for industrial robots and consulting services. Revenue of Predictronics was at ₹ 4.7 crore in 2023-24 as against ₹ 4.9 crore in the previous year 2022-23 with the y-o-y reduction driven by lower spending by the US Public Sector which is their major clientele. Predictronics made a loss of ₹ 4.4 crore in the year 2023-24 as against a loss of ₹ 4.9 crore in the previous year 2022-23 but has since transformed its business model and Go-to-Market approach and also streamlined its solution offerings to help facilitate a more profitable business in 2024-2025.

Scienaptic System Inc (Scienaptic), USA

Scienaptic is a start-up company engaged in explainable AI-powered Advanced underwriting decisioning platform. They have 137 clients currently and have established a niche market with SME Credit Unions in the US. They are now profitable as part of their focused efforts around unit economics. Total income of Scienaptic was at ₹ 62.5 crore in 2023-24 as against ₹ 36.1 crore in the previous year 2022-23. Scienaptic delivered a profit of ₹ 1.2 crore in the year 2023-24 as against a loss of ₹ 17.1 crore in the previous year 2022-23.

Altizon Inc, (Altizon) USA

Altizon is a start-up company which provides industrial IoT solutions and helps enterprises use machine data to drive business decisions. Featured in the top 10 IoT platform's globally and in the Gartner Magic Quadrant consistently, they are now profitable as part of their focused efforts around unit economics. Total income of Altizon was at ₹ 7.2 crore in 2023-24 as against ₹ 7.2 crore in the previous year 2022-23. Altizon delivered a profit of ₹ 0.4 crore in the year 2023-24 as against loss of ₹ 2.3 crore in the previous year 2022-2023.

7. Key Financial Ratios

As required under Regulation 34 of the Listing Regulations, there was a significant change in Debt Service Coverage ratio and Return on Net worth. Details of changes are:

Ratios	UOM	Standalone		Consolidated	
		2023-24	2022-23	2023-24	2022-23
Debt Service Coverage Ratio*	Times	2.50	5.40	1.50	3.10
Return on Net worth	%	30.23	27.43	27.45	26.83

*Reflects the repayment of borrowings during the year which results variance in debt service coverage ratio is more than 25%

8. Debentures

(a) NON-CONVERTIBLE DEBENTURES (NCDs)

The Company had earlier issued and allotted 5,000 Listed, unsecured, redeemable, non-convertible debentures (NCD) of face value of ₹ 10 lakh each on 15th May 2020 aggregating to ₹ 500 crore at 7.5% pa and the same was redeemed on 15th May 2023.

The Company issued and allotted 12,500 Rated, Unsecured, Redeemable, Floating Rate, NCDs having a face value of ₹ 1,00,000/- each aggregating to ₹ 125 crore (Rupees One Hundred and Twenty Five Crore only) on 14th March 2023 and the same were listed on the National Stock Exchange of India Limited on 15th March 2023. The above NCDs were issued at a coupon rate i.e. sum of Benchmark Rate (Repo Rate as declared by RBI) and spread of 140 basis points and the same redeemable at the end of the third year.

(b) ZERO COUPON DEBENTURES (ZCDs)

The Company had allotted 310 nos. of Unlisted, Unsecured, Redeemable, Non-Convertible Zero Coupon Debentures having a face value of ₹ 1,00,00,000/- each (Rupees One Crore only) on 7th December 2022 on a private placement basis.

During the year, the ZCDs were fully redeemed.

9. Employees Stock Option Plan

The Board at its meeting held on 20th March 2024, based on the recommendation of the Nomination and Remuneration Committee, approved the adoption of 'TVS Motor Company Employee Stock Option Plan' ('ESOP Plan') by way of secondary acquisition of fully paid-up equity shares of the Company having face value of ₹ 1/- ('Equity Shares') through TVSM Employees Stock Option Trust ('Trust') to be set up as per the provisions of all Applicable Laws.

The Company intends to implement the ESOP Plan with an objective to achieve sustained growth of the Company and to create shareholder value by aligning the interests of the employees with the long-term interests of the Company; to attract, incentivise and retain key talent and as well as to motivate the employees to contribute to its growth and profitability; and to recognise and reward the efforts of employees and their continued association with the Company.

The total pool of maximum number of Equity Shares that could be granted under the ESOP Plan to the Eligible Employees shall not exceed 0.25% of the total paid-up equity share capital of the Company as on 31st December 2023 i.e. 11,87,717 Nos. of equity shares of ₹ 1/- each, which may be adjusted for any corporate action(s) in terms of the ESOP Plan.

Board also approved to grant an interest free unsecured loan to TVSM Employees Stock Option Trust 'Trust' for an amount not exceeding ₹ 250 crore (Rupees Two Hundred and Fifty Crore Only) for the purpose of purchasing the equity shares of the Company through secondary acquisition, in one or more tranches which shall not exceed 0.25% of the total paid-up equity share capital of the Company.

There would be no equity dilution for the shareholders of the Company as the ESOP Plan is by way of acquisition of Equity Shares from the secondary market and shall be administered through Trust.

The Company has sought approval of the shareholders by way for the purpose of issue of Employees Stock Option Plan and secondary acquisition of equity shares by way of Special Resolutions through Postal Ballot and the same is pending.

The details of the including terms of reference, and the requirement specified under Regulation 14 of the SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021, will be made available on the Company's website post approval.

10. Issue of Bonus Redeemable Preference Shares

The Company has built up substantial surplus reserves, from its retained profits. The surplus reserves are well above the Company's current and likely future business needs. Overall reserves position is expected to improve further even after considering cash requirements for Company's capex programme and working capital requirements.

Accordingly, the Company is of the view that these excess funds can be optimally utilised to reward its shareholders. At the same time, in keeping with Company's tradition of conventional cash management and being mindful of the challenging business environment, the Company is of the view that it would be prudent to retain liquidity as well. Accordingly, the Company has proposed, inter alia, to distribute such funds amongst its shareholders, by issuing fully paid up listed non-convertible redeemable preference shares by way of bonus.

Upon approval of the Scheme of Arrangement in terms of Sections 230 to 232 and other applicable provisions of the Companies Act, 2013 by National Company Law Tribunal (NCLT), Chennai Bench, the Company shall issue 4 NCRPS of face value of INR 10 each fully paid up, for every 1 equity share of ₹ 10/- each fully paid up held by equity shareholder of the Company, which will be listed on both the Stock Exchanges viz. BSE Limited and National Stock Exchange of India Limited. The issue size is ₹1,900.35 crore. The NCRPS shall be redeemed on the

expiry of 12 months from the date of allotment, and these NCRPS will carry a coupon rate of 6% per annum and payable at the time of redemption.

The Company has made an application to both the Stock Exchanges viz. BSE Limited and National Stock Exchange of India Limited for obtaining No Objection Certificate (NOC). Post receipt of NOC, the Company will file necessary application with NCLT, Chennai for its approval.

11. Consolidated Financial Statements

The consolidated financial statements of the Company are prepared in accordance with the provisions of Section 129 of the Act, 2013 read with the Companies (Accounts) Rules, 2014 and Regulation 33 of the Listing Regulations along with a separate statement containing the salient features of the financial performance of subsidiaries/associates in the prescribed form. The audited consolidated financial statements together with the Auditors' Report form part of the Annual Report.

The financial statements of the subsidiary companies will be made available to the Shareholders, on receipt of a request from any Shareholder. The financial statements of the subsidiaries have also been placed on the website of the Company. This will also be available for inspection by the Shareholders at the Registered Office during business hours as mentioned in the Notice of AGM.

The consolidated Profit Before Tax of the Company and its subsidiaries & associates amounted to ₹ 2,703 crore for FY 2023-24 as compared to ₹ 1,936 crore in the previous year.

12. Directors & Key Managerial Personnel

Special Recognition to Mr. Venu Srinivasan, Chairman Emeritus & Managing Director

During the year under review, Mr. Venu Srinivasan, was conferred with an "Outstanding Institution Builder" Award at the 13th Managing India Awards – recognising his exceptional vision and leadership in building an organisation and who has been the driving force of an organisation.

Mr. Venu Srinivasan also received the 'Lifetime Achievement Award' at the EY Entrepreneur of the Year 2023 in recognition of his visionary leadership and for his decades of entrepreneurial excellence in revolutionising the two-wheeler industry in India.

Special Recognition to Mr. Sudarshan Venu, Managing Director

Mr. Sudarshan Venu received 'Next Gen Leader' award at the Indian Family Business Awards 2022. This remarkable recognition was a testament to his visionary leadership and unwavering commitment to innovation in the automotive industry.

Directors' Appointment/Re-appointment/Cessation

During the year under review, Dr. Lakshmi Venu, Director, expressed her unwillingness for re-appointment at the ensuing Annual General Meeting (AGM), due to her pressing commitments in Tractors and Farm Equipment Limited (TAFE) and Sundaram Clayton Limited (SCL) and hence, would not be re-appointed. The vacancy of the retiring director was not filled up by the shareholders.

The Directors recorded their appreciation for Dr. Lakshmi Venu's insightful contributions in discussions, particularly within her areas of expertise by adding immense value to deliberations on account of her diverse expertise and exposure to other businesses.

In terms of the provisions of sub-section (6) read with explanation to Section 152 of the Act, 2013, two-thirds of the total number of Directors i.e. excluding IDs, are liable to retire by rotation and out of them, one-third is liable to retire by rotation at every AGM. Accordingly, Mr. K N Radhakrishnan, Director & Chief Executive Officer, is liable to retire by rotation, at the ensuing AGM.

The Directors have recommended their re-appointment for the approval of shareholders. Brief resume of the Director is furnished in the Notice convening the AGM of the Company.

Independent Directors (IDs)

All IDs hold office for a fixed term and are not liable to retire by rotation.

Appointments

- (a) During the year under review, the Board appointed Dr. Deepali Pant Joshi, as Non-Executive Independent Director (NE-ID) on the board at its meeting held on 11th September 2023, on the recommendation of the Nomination and Remuneration Committee, for a term of five consecutive years effective 11th September 2023. The shareholders have approved her appointment by way of special resolution through postal ballot on 20th October 2023.
- (b) Further, the Board at its meeting held on 20th March 2024 had appointed Mr. Vijay Sankar and Mr. Shailesh Haribhakti, as Non- Executive Independent Directors (NE-ID) on the board, on the recommendation of the Nomination and Remuneration Committee, for a term of five consecutive years effective 20th March 2024 and 1st April 2024 respectively. The approval of the shareholders for the appointment have been sought by way of a special resolution through Postal Ballot and the results will be declared post completion of e-voting on 10th May 2024.

The appointment of new directors is recommended by the Nomination and Remuneration Committee ('NRC') on the basis of requisite qualifications, skills, proficiency, experience, expertise in industry knowledge and competencies as identified and finalised by the Board considering the industry and sector in which the Company operates.

The Board, on the recommendation of the NRC, independently evaluates and recommends to the shareholders. In the opinion of the Board, the Independent Directors appointed during the year are persons of high repute, integrity and possesses the relevant expertise and experience in the respective fields

Cessation

- (a) Mr. T Kannan, Independent Director upon demise on 23rd May 2023.
- (b) Mrs. Lalita D. Gupte, Independent Director had completed her tenure on 22nd October 2023 and she had ceased to be Director effective that date.
- (c) Mr. R Gopalan, Independent Director had resigned from his position as Independent Director of the Company effective 2nd March 2024 due to his personal reasons and confirmed that there are no other material reasons other than those provided. He thereby ceased to be a Director effective that date.
- (d) Mr. Kuok Meng Xiong, Independent Director has expressed his inability to continue as a Director on the Board due to his increasing business commitments & personal reasons and submitted his resignation from the Board effective close of the business hours of the ensuing Annual General Meeting 2024 viz., 6th August 2024.

On 5th March 2019, the IDs viz. M/s. C R Dua and Hemant Krishan Singh were reappointed for the second term of 5 consecutive years from 14th July 2019 and their tenure will be get completed on 13th July 2024.

The Directors appreciated and placed on record the valuable contribution, support and insight provided by the Independent Directors during their tenure.

The terms of appointment of IDs include the remuneration payable to them by way of fees and profit-related commission, if any.

The terms of appointment of IDs cover, inter-alia, duties, rights of access to information, disclosure of their interest/concern, dealing in Company's shares, remuneration and expenses, insurance and indemnity. The IDs are provided with copies of the Company's policies and charters of various committees of the Board.

In accordance with Section 149(7) of the Act, 2013, all IDs have declared that they meet the criteria of independence as provided under Section 149(6) of the Act, 2013 and Regulation 25 of the Listing Regulations and the Board confirms that they are independent of the management.

The detailed terms of appointment of IDs is disclosed on the Company's website in the link as provided in page no 186 of this Annual Report.

All the IDs have registered with the databank of Independent Directors developed by the Indian Institute of Corporate Affairs in accordance with the provisions of Section 150 of the Companies Act, 2013 and obtained ID registration certificate and renewed the same for five years/life time, as the case may be.

Separate meeting of Independent Directors

During the year under review, a separate meeting of IDs was held on 11th March 2024.

Based on the set of questionnaires, complete feedback on Non-Independent Directors and details of various activities undertaken by the Company were provided to IDs to facilitate their review/evaluation.

a) Non-Independent Directors (Non-IDs)

IDs used various criteria prescribed by the Nomination and Remuneration Committee (NRC) for evaluation of Non-IDs and Executive Directors viz., M/s Venu Srinivasan, Sudarshan Venu, K N Radhakrishnan and Non-IDs Non Executive Directors viz. Prof. Sir Ralf D Speth and Dr. Lakshmi Venu, and also of Chairman of the Board and the Board as a whole, for the year 2023-24.

IDs evaluated the performance of all Non-IDs individually, through a set of questionnaires.

IDs reviewed the major events and milestones achieved by the Company during the year 2023-24 and products launched, major acquisitions & strategic partnerships and awards & accolades received and the comparative data on financial/market cap for the year 2023-24.

They also reviewed the developing strategic plans aligned with the vision and mission of the Company, displaying leadership qualities for seizing the opportunities and priorities, developing and executing business plans aware of the risks involved, establishing an effective organisational structure, and demonstrating high ethical standards and integrity and commitment to the organisation besides participation at the Board/Committee meetings, effective deployment of knowledge and expertise and constructive comments/guidance provided to management by the Non-IDs.

IDs appreciated and recorded that:

Mr. Venu Srinivasan, Chairman Emeritus and Managing Director's vision is a driving force that facilitated the Company to emerge as third largest two-wheeler manufacturer in India and has also made major contribution to the automotive industry and nation building at large for the last four decades;

His experience and innovative excellence that helped the Company in broadening its product portfolio and market presence in more than 80 countries across the globe and his dedication to the transformation of rural India by empowering women in the rural areas can be seen through his passion towards setting up the Srinivasan Services Trust which has touched the lives of 1.6 million people in 2500 villages across the country in the last 28 years

Mr. Sudarshan Venu, Managing Director's vision of transforming the Company into a leading global mobility player which paved the way for launch of various new products in EV segment. His leadership drove the e-mobility

initiative, resulting in significant market share gains, and the Company recently crossing 25% in the EV market.

His focus on investing in future technologies and acquiring talent in software electronics and digital analytics was notable, and he was positioned to lead TVS Motor to even greater global success and he is also a pivotal role in expanding international business into markets in Africa, Southeast Asia, LATAM, and Europe;

His global experience and leadership skills that helped the Company in various acquisitions across the globe and strategic partnerships with major automotive distributors.

IDs were satisfied fully with the performance of all Non-IDs.

b) Chairman

IDs reviewed the performance of the Chairman of the Board.

IDs also placed on record, their appreciation of the Chairman's exemplary leadership skills, exceptional vision, and unwavering dedication, Instrumental in leading the Company through a period of significant transformation, providing both strategic guidance and strong leadership to the Board of Directors and leverages his extensive experience to steer board discussions and decisions that maximise value for the Company and its shareholders.

IDs also noted that his vast experience to bear on steer Board discussions and decisions for the benefit of the Company and Shareholders.

c) Board

IDs also evaluated the Board's composition, size, the mix of skills and experience, meeting sequence, the effectiveness of discussion, decision making, and follow up action, so as to improve governance and enhance the personal effectiveness of Directors.

The evaluation process focused on Board Dynamics. The Company has a Board with a wide range of expertise in all aspects of business and outstanding diversity of the Board with the presence of varied personalities with an expert in each domain viz. Engineering, Finance, Marketing, Legal, Information Technology, Administration and International trades and is well balanced with the addition of directors, with domestic and international experience and also from new industries

The Company's management is well-guided by the Non-Executive Directors; and Board benchmarks well in terms of its overall composition and the value it adds to the business.

As far as shareholders' interest is concerned, IDs noted that a proper system has been established to ensure that the Company is prompt, relevant and transparent.

They were satisfied with the Company's performance in all fronts and finally concluded that the Board operates with best practices. Board composition of the Company is in compliance with the SEBI Listing Regulations and ahead of the benchmark as per the Corporate Governance Scorecard in overall position.

d) Quality, Quantity and Timeliness of flow of information between the Company, Management and the Board

All IDs have expressed their overall satisfaction with the support received from the management and the excellent work done by the management during the year under review and also that the relationship between the top management and Board is smooth and seamless.

The Company is in compliance with the statutory requirements under both the Companies Act and the Listing Regulations and all the information provided to the Directors are very wholesome.

The information provided for the meetings were clear, concise and comprehensive to facilitate detailed discussions and periodic external presentations on specific areas well supplemented the management inputs. The emerging e-technology was duly incorporated in the overall review of the Board.

Key Managerial Personnel (KMP)

Mr. Venu Srinivasan, Chairman Emeritus and Managing Director, Mr. Sudarshan Venu, Managing Director, Mr. K. N. Radhakrishnan, Director & Chief Executive Officer, Mr. K. Gopala Desikan, Chief Financial Officer and Mr. K. S. Srinivasan, Company Secretary are KMPs of the Company in terms of Section 2(51) read with Section 203 of the Act, 2013 as on date of this Report.

Nomination and Remuneration Policy

The Nomination and Remuneration Committee of Directors (NRC) reviews the composition of the Board to ensure an appropriate mix of abilities, experience and diversity to serve the interests of all stakeholders of the Company.

Nomination and Remuneration Policy was initially approved by the Board at its meeting held on 23rd September 2014 and was recently amended by the Board at its meeting held on 20th March 2024 to maintain consistency with statutory amendments to make it up to date and more comprehensive.

The objective of such policy is to attract, retain and motivate executive management and devise remuneration structure to link to Company's strategic long-term goals, appropriateness, relevance, and risk appetite.

NRC will identify, ascertain the integrity, qualification, appropriate expertise and experience, having regard to the skills that the candidate will bring to the Board/Company, whenever the need arises for appointment of Directors/KMP.

Criteria for performance evaluation, disclosures on the remuneration of Directors, criteria of making payments to Non-Executive Directors have been disclosed as part of Corporate Governance Report attached herewith.

Remuneration payable to Independent Directors

The Shareholders have provided approval for renewal of the payment of remuneration, by way of commission not

exceeding 1% of the Net profits, in aggregate, payable to the Independent Directors of the Company (IDs) every year.

IDs devote considerable time in deliberating the operational and other issues of the Company and provide valuable advice in regard to the management of the Company from time to time, and the Company also derives substantial benefit through their expertise and advice.

Evaluation of the Independent Directors and Committees of Directors

In terms of Section 134 of the Act, 2013 and the Corporate Governance requirements as prescribed under the Listing Regulations, the Board reviewed and evaluated Independent Directors and various Committees viz., Audit Committee, Risk Management Committee, Nomination and Remuneration Committee, Corporate Social Responsibility Committee and Stakeholders' Relationship Committee, based on the evaluation criteria laid down by the NRC.

Board has carried out the evaluation of all Directors (excluding the Director being evaluated) and its committees through a set a questionnaire.

Independent Directors

The performance of all IDs was assessed against a range of criteria such as contribution to the development of business strategy and performance of the Company, understanding the major risks affecting the Company, clear direction to the management and contribution to the Board cohesion. The performance evaluation has been done by the entire Board of Directors, except the Director concerned being evaluated.

The IDs were always kept informed of the constitution of robust framework for the Company and group companies against cyber threats and mitigation plans against cyber-attacks for business continuity.

They also kept abreast of risk mitigation plans viz., financial impact on roll back of FAME II subsidy by March 2024 and International Business Industry Risk on account of forex shortage and currency depreciation.

The Board noted that all IDs have understood the opportunities and risks to the Company's strategy and are supportive of the direction articulated by the management team towards consistent improvement.

On the basis of the report of performance evaluation of directors, the Board noted and recorded that all the directors should extend and continue their term of appointment as Directors/Independent Directors, as the case may be.

Committees

Board delegates specific mandates to its committees, to optimise Directors' skills and talents besides complying with key regulatory aspects.

- Audit Committee for overseeing financial Reporting;
- Risk Management Committee for overseeing the risk management framework;
- Nomination and Remuneration Committee for selecting and compensating Directors/Employees;

- Stakeholders' Relationship Committee for redressing investors' grievances; and
- Corporate Social Responsibility Committee for overseeing CSR initiatives and inclusive growth.

The performance of each Committee was evaluated by the Board after seeking inputs from its members on the basis of specific terms of reference, its charter, time spent by the Committees in considering key issues, quality of information received, major recommendations/action plans and work of each Committee.

The Board is satisfied with overall effectiveness and decision making of all Committees. The Board reviewed each Committee's terms of reference to ensure that the Company's existing practices remain appropriate.

Directors continues to devote such time as is necessary for the proper performance and effectively discharge their duties, all of them to devote appropriate time to fulfil their duties.

Board and its Committees has an appropriate combination of skills, experience and knowledge.

The current committees structure was considered effective and all the committees of the Board were considered to be working effectively.

Recommendations from each Committee were considered and accepted by the Board prior to its implementation during the financial year under review.

Details of Committees, its charter and functions are provided in the Corporate Governance Report.

Number of Board meetings held

During the financial year 2023-24, the Board met eight times and details of the meetings are provided as part of Corporate Governance Report prepared in terms of the Listing Regulations.

13. Auditors

Statutory Auditors

M/s Sundaram & Srinivasan, Chartered Accountants, Chennai, having Firm Registration No. 004207S allotted by The Institute of Chartered Accountants of India, were appointed as statutory auditors of the Company for the first term of five consecutive years from the conclusion of the 31st AGM (AGM 2023) till the conclusion of 36th AGM at a Statutory Audit fees of ₹ 85 lakh for the financial year 2023-24 in addition to applicable taxes, out of pocket expenses, travelling and other expenses as may be mutually agreed between the Board of Directors of the Company and the Auditors.

The Statutory Auditors will continue to hold office for the second year in the first term of five consecutive years, from the conclusion of this AGM.

The Company has obtained necessary certificate under section 141 of the Act, 2013 conveying their eligibility for being the Statutory Auditors of the Company for the year 2024-25.

The Auditors' Report for the financial year 2023-24 does not contain any disclaimer, qualification, reservation or other remarks and the same is attached with the annual financial statements.

Secretarial Auditors

As required under Section 204 of the Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Company is required to appoint a Secretarial Auditor for auditing secretarial and related records of the Company.

The Secretarial Audit Report for the financial year 2023-24, given by M/s S Krishnamurthy & Co., Company Secretaries, Chennai is attached to this Report.

The Secretarial Audit Report does not contain any disclaimer, qualification, reservation or other remarks.

The Board at its meeting held on 8th May 2024 has re-appointed M/s S Krishnamurthy & Co., Company Secretaries, Chennai having Firm registration Number P1994TN045300 allotted by the Institute of Company Secretaries of India as Secretarial Auditors for the financial year 2024-25.

Cost Auditor

As per Section 148 of the Act, 2013 read with the Companies (Cost Records and Audit) Rules 2014, as amended, the cost audit records maintained by the Company in respect of its engine components manufactured by the Company specified under Customs Tariff Act heading in Table B to Rule 3 of the above rules, are required to be audited by a Cost Auditor.

M/s C S Adawadkar & Co, Practising Cost Accountant, having Registration No. 100401 allotted by The Institute of Cost Accountants of India, was re-appointed as Cost Auditor of the Company for the FY 2024-25 for conducting the cost audit at the same remuneration of ₹ 8 lakh as paid in previous year as remuneration in addition to reimbursement of applicable taxes, out-of-pocket expenses, travelling and other expenses payable to them.

The Company has filed the Cost Audit Report of 2022-23 on 22nd August 2023 in XBRL format.

14. Corporate Governance

The Company has been practicing the principles of good corporate governance over the years and lays strong emphasis on transparency, accountability and integrity.

A separate section on Corporate Governance and a certificate from the Statutory Auditors of the Company regarding compliance of conditions of Corporate Governance as stipulated under Listing Regulations is given as Annexure VIII to this Report.

The Director & Chief Executive Officer (D & CEO) and the Chief Financial Officer (CFO) of the Company have certified to the Board on financial statements and other matters

in accordance with the Regulation 17 (8) of the Listing Regulations pertaining to CEO/CFO certification for the financial year ended 31st March 2024.

15. Business Responsibility and Sustainability Report

In terms of Regulation 34 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") read with relevant SEBI Circulars, new reporting requirements on ESG parameters were prescribed under "Business Responsibility and Sustainability Report" ('BRSR'). The BRSR seeks disclosure on the performance of the Company against nine principles of the "National Guidelines on Responsible Business Conduct" ('NGRBCs').

As per the SEBI Circulars, effective from the financial year 2023-24, filing of BRSR is mandatory for the top 1,000 listed companies by market capitalisation. Accordingly, for the financial year ended 31st March 2024, Company has published BRSR, in the prescribed format is given as Annexure VII to this Report and is available on the Company's website in the link as provided in page no. 186 of this Annual Report.

16 Policy on Vigil Mechanism

The Company has adopted a Policy on Vigil Mechanism in accordance with the provisions of the Act, 2013 and Regulation 22 of the Listing Regulations, which provides a formal mechanism for all Directors, Employees and other Stakeholders of the Company to report to the management, their genuine concerns or grievances about unethical behaviour, actual or suspected fraud and any violation of the Company's Code of Business Conduct and Ethics.

The Code also provides a direct access to the Chairman of the Audit Committee to make protective disclosures to the management about grievances or violation of the Company's Code.

The Policy is disclosed on the Company's website in the link as provided in page no. 186 of this Annual Report.

17. Public Deposits

The Company has not accepted any deposit from the public within the meaning of Section 76 of the Act, 2013, for the year ended 31st March 2024.

18. Statutory Statements

Information on conservation of energy, technology absorption, foreign exchange etc:

Relevant information is given in Annexure I to this Report, in terms of the requirements of Section 134(3)(m) of the Act, 2013 read with the Companies (Accounts) Rules, 2014.

Material changes and commitments, if any, affecting the financial position of the Company, having occurred since the end of the year and till the date of the Report:

There have been no material changes and commitments affecting the financial position of the Company, which have occurred between the end of the financial year of the Company to which the financial statements relate and the date of this Report.

Significant and material orders passed by the Regulators or Courts or Tribunals impacting the going concern status of the Company:

There are no significant and material orders passed by the Regulators or Courts or Tribunals, which would impact the going concern status of the Company and its future operations.

Annual Return:

Copy of the Annual Return (Annexure II) in prescribed form is available on the Company's website in the link as provided in page no. 186 of this Annual Report, in terms of the requirements of Section 134(3)(a) of the Act, 2013 read with the Companies (Accounts) Rules, 2014.

Employee's remuneration:

Details of Employees receiving the remuneration in excess of the limits prescribed under Section 197 of the Act, 2013 read with Rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 are annexed as a statement and given in Annexure III. In terms of first proviso to Section 136(1) of the Act, 2013 the Annual Report, excluding the aforesaid annexure is being sent to the Shareholders of the Company. The annexure is available for inspection at the Registered Office of the Company during business hours as mentioned in the Notice of AGM and any Shareholder interested in obtaining a copy of the said annexure may write to the Company Secretary at the Registered Office of the Company.

Comparative analysis of remuneration paid:

A comparative analysis of remuneration paid to Directors and Employees with the Company's performance is given as Annexure V to this Annual Report.

Details of related party transactions:

There are no material related party transactions under Section 188 of the Act, 2013 read with the Companies (Meetings of Board and its Powers) Rules, 2014.

Details of loans/guarantees/investments made:

The details of loans and guarantees under Section 186 of the Act, 2013 read with the Companies (Meetings of Board and its Powers) Rules, 2014, for the financial year 2023-24 are given as Annexure VI to this Annual Report. On loans granted to the Employees, the Company has charged interest as per its policy, in compliance with Section 186 of the Act, 2013.

Reference to the details of investments made by the Company is available in the Notes on accounts

Reporting of fraud

The Auditors of the Company have not reported any fraud as specified under Section 143(12) of the Act, 2013.

Secretarial Standards

The Company has complied with the applicable Secretarial Standards as amended from time to time.

General Disclosures

During the year, there were no transaction requiring disclosure or reporting in respect of matters relating to:

- a. issue of equity shares with differential rights as to dividend, voting or otherwise;
- b. issue of shares (including sweat equity shares) to employees of the Company under any scheme;
- c. pendency of any proceeding under the Insolvency and Bankruptcy Code, 2016; and
- d. instance of one-time settlement with any bank or financial institution.

Disclosure in terms of Sexual Harassment of Women at workplace (Prevention, Prohibition and Redressal) Act, 2013

As per the requirement of The Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 (POSH), as amended, Company has a robust mechanism in place to redress complaints reported under it. Company has complied with provisions relating to the constitution of Internal Committee under POSH. The Internal Committee (IC) comprises of internal members and external member who has an extensive experience in the field.

In the year 2023, 1 case of sexual harassment was reported, and enquiry is in progress.

During the year 2023-24, initiatives were undertaken to demonstrate Company's zero tolerance policy against discrimination and sexual harassment, which included creation of comprehensive and easy to understand training and communication material. In addition, online workshops were also run for the employees to enhance awareness and knowledge.

19. Acknowledgement

The Directors gratefully acknowledge the continued support and co-operation received from the holding Company viz., TVS Holdings Limited, Chennai. The Directors also thank the bankers, investing institutions, customers, dealers, vendors and sub-contractors for their valuable support and assistance.

The Directors wish to place on record their appreciation of the very good work done by all the employees of the Company during the year under review.

The Directors also thank the investors for their continued faith in the Company.

For and on behalf of the Board of Directors

Prof. Sir Ralf Dieter Speth

Chairman

DIN: 03318908

Chennai

8th May 2024

Annexure - I

to Directors' Report to the Shareholders

Information pursuant to Section 134(3)(m) of the Companies Act, 2013

A CONSERVATION OF ENERGY

1. Measures taken in the year 2023-24:

- i. Optimal utilisation of plant and equipment.
- ii. Alternate source of power (Solar and Wind)
- iii. Implementation of planned fixed load consumption reduction by energy efficient projects.
- iv. Maximise Green power purchase from Indian Energy Exchange (IEX)

Above measures have resulted in an annual saving of ₹ 7 Cr.

2. Proposed measures during the year 2024-25:

- i. Improve process plant utilization and equipment efficiency.
- ii. Alternate fuel for process heating
- iii. Implementation of Electronically Commutated fan and heat pumps.
- iv. Green Power purchase from IEX
- v. Implementation of other identified energy efficient projects.

Above measures are expected to yield an annual saving of ₹ 6.4 Cr. (Approx.)

3. Steps taken for utilizing alternate sources of energy - 2023-24:

The renewable power contributes to 93.1 % of overall power. In that, 70.5% of energy from Wind, 6.7% from Hydel, 5.7% from IEX green power and 10.2% of energy sourced from roof top solar power plant..

4. Capital investment in energy conservation equipment:

During 2023-24, the Company had focused on utilization improvement of process plants, implementation of energy efficient projects such as compressor heat recovery systems, Compressor air optimisation projects, conversion of pneumatic to electrical operation, Electronically Commutated fan etc. and reduction of fixed consumption as well as carbon footprint.

The Company is planning to invest around ₹ 8.1 crore during 2024-25 towards implementing heat pumps, alternate fuel conversion and implementation of planned energy efficient projects and process utilisation improvement projects

B Technology Absorption for 2023-24 & Future plan of action

The year 2023-24 stands out as a year of delivery of Next Generation products for the Company, that are embedded with cutting-edge technologies. Each product brought advanced features and technologies that give them a competitive edge as well as serves to deliver disruptive and differentiated value to our esteemed customers.

During the year 2023-24, 'TVS X' was launched which is an electric-native smart electric scooter born of the Company's vision of future. This product is designed and engineered with high performance capabilities, innovative & lean design, convenient charging and start of art connectivity. Several individual technology development projects were integrated to bundle into TVS X as a wholesome futuristic product for our customers.

Another key product TVS Apache RTR310 was launched during the year. The TVS Apache RTR 310 comes loaded with several world leading technology features in the areas of Intelligent assist, aerodynamically efficient design, state of art connectivity and climatic controlled seat. The intelligent assist is a bouquet of advanced features not offered in any other global product of its class, the features enhancing fun and joy of riding/providing assist/enhancing safety under various conditions of ride.

Product refreshes and upgrades were launched in TVS Jupiter and TVS Raider with advanced connectivity features. Specific new variants have been developed for international markets, enhancing the competitiveness of our offerings, and supporting growth in our market share.

Company launched a world-class SmartXconnect accessory for making any rider helmet a smart helmet. This technology driven accessory was aimed at enhancing the riding experience, safety and staying connected while on the ride.

Towards the continued journey of excellence, our R&D team stays focused on high value creation, globally competitive products, overall carbon footprint reduction, contributing to sustainability and enhancement of safety. With the in-house Electronics and software team growing in their capabilities, we aspire to continuously raise the bar of excellence around Electric mobility, Smart connected vehicles, product experience and safety.

C. DATA RELATING TO IMPORTED TECHNOLOGY

Technology imported during the last 3 years reckoned from the beginning of the financial year – NIL

Expenditure on Research & Development – ₹ 644.66 crore

D. FOREIGN EXCHANGE ACTUAL EARNINGS AND OUTGO

1. Export activities:

During the year, export of two-wheeler was 8.88 lakh units and three-wheeler was 1.25 lakh units. The Company continued export of components and subassemblies to its subsidiary in Indonesia.

2. Total foreign exchange earned and used:

	Rupees in Crore
Foreign exchange used	3,797.89
Foreign exchange earned	7,271.20

For and on behalf of the Board of Directors

PROF. SIR RALF DIETER SPETH

Chairman

DIN: 03318908

Chennai

8th May 2024

Annexure - IV

to Directors' Report to the shareholders

Particulars of Corporate Social Responsibility activities carried out by the Company in terms of Section 135 of the Companies Act, 2013

1. Brief outline on CSR Policy of the Company:

This policy encompasses the Company's philosophy for giving back to society as a corporate citizen and lays down the guidelines and mechanism for undertaking socially useful programs for the transformation and sustainable development of the rural communities at large.

2. Composition of CSR Committee:

Sl. No.	Name of the Director (M/s.)	Designation	Number of meetings of CSR Committee held during the year	Number of meetings of CSR Committee attended during the year
1.	Venu Srinivasan	Chairman	1	1
2.	R Gopalan*	Member	1	1
3.	T Kannan\$	Member	1	1
4.	Sudarshan Venu#	Member	1	-
5.	Vijay Sankar@	Member	1	-

* Ceased as a Member effective 2nd March 2024;

\$ Ceased as a Member effective 23rd May 2023;

Appointed as a Member effective 7th July 2023; and

@ Appointed as a Member effective 20th March 2024.

3.	Provide the web-link(s) where Composition of CSR Committee, CSR Policy and CSR Projects approved by the Board are disclosed on the website of the Company.	www.tvsmotor.com Web-link is provided in page no. 186 of this Annual Report.
4.	Provide the executive summary along with web-link(s) of Impact Assessment of CSR Projects carried out in pursuance of sub-rule (3) of rule 8, if applicable.	Not Applicable
5.	(a) Average net profit of the company as per section 135(5) of the Companies Act, 2013	₹ 1,319.44 Cr
	(b) Two percent of average net profit of the Company as per section 135(5) of the Companies Act, 2013.	₹ 26.39 Cr
	(c) Surplus arising out of the CSR projects or programmes or activities of the previous financial years.	Nil
	(d) Amount required to be set off for the financial year, if any	Nil
	(e) Total CSR obligation for the financial year (5b+5c-5d).	₹ 26.39 Cr
6.	(a) Amount spent on CSR Projects (both Ongoing Project and other than Ongoing Project)	₹ 30 Cr
	(b) Amount spent in Administrative Overheads	Nil
	(c) Amount spent on Impact Assessment, if applicable	Not Applicable
	(d) Total amount spent for the Financial Year [(a)+(b)+(c)]	₹ 30 Cr

(e) CSR amount spent or unspent for the Financial Year:

Total Amount Spent for the Financial Year (In ₹)	Amount Unspent (in ₹)				
	Total Amount transferred to Unspent CSR Account as per section 135(6) of the Act, 2013		Amount transferred to any fund specified under Schedule VII as per second proviso to section 135(5) of the Act, 2013		
	Amount.	Date of transfer	Name of the Fund	Amount.	Date of transfer
30.00 Cr	Not Applicable				

(f) Excess amount for set off, if any

Sl. No.	Particulars	(Amount in ₹)
(i)	Two percent of average net profit of the Company as per Section 135(5)	26.39 Cr
(ii)	Total amount spent for the financial year	30.00 Cr
(iii)	Excess amount spent for the financial year [(ii)-(i)]	3.61 Cr
(iv)	Surplus arising out of the CSR projects or programmes or activities of the previous financial years, if any	NIL
(v)	Amount available for set off in succeeding financial years [(iii)-(iv)]	3.61 Cr

7. Details of Unspent Corporate Social Responsibility amount for the preceding three Financial Years:

Sl. No.	Preceding Financial Year(s)	Amount transferred to Unspent CSR Account under sub-section (6) of section 135 (in ₹)	Balance Amount in Unspent CSR Account under sub-section (6) of section 135 (in ₹)	Amount Spent in the Financial Year (in ₹)	Amount transferred to a Fund as specified under Schedule VII as per second proviso to sub-section (5) of section 135, if any	Amount remaining to be spent in succeeding Financial Years (in ₹)	Deficiency, if any
					Amount (in ₹)	Date of Transfer	
Not Applicable							

8. Whether any capital assets have been created or acquired through Corporate Social Responsibility amount spent in the Financial Year: No

9. Specify the reason(s), if the company has failed to spend two per cent of the average net profit as per sub-section (5) of section 135: Not Applicable

For and on behalf of the Board of Directors

venu srinivasan

Chairman Emeritus & Managing Director
Chairman of the CSR Committee

DIN: 00051523

Chennai
8th May 2024

Annexure - V

to Directors' Report to the Shareholders

COMPARATIVE ANALYSIS OF REMUNERATION PAID TO DIRECTORS AND EMPLOYEES WITH THE COMPANY'S PERFORMANCE

1	Name of the Director (M/s.)	Designation	Ratio to Median Remuneration	% increase/Decrease in remuneration
	Prof. Sir Ralf Dieter Speth	Chairman	-	-
	Venu Srinivasan	CE & MD	1:7	
	Sudarshan Venu	MD	1:312	8%
	K N Radhakrishnan	D & CEO	1:174	38%
	C R Dua	NE-ID	1:3	-
	Dr. Deepali Pant Joshi (effective 11.09.2023)	NE-ID	NA	-
	Kuok Meng Xiong	NE-ID	1:3	-
	Vijay Sankar (effective 20.03.2024)	NE-ID	NA	-
	Hemant Krishan Singh	NE-ID	1:3	-
	B Sriram	NE-ID	1:3	-
	Dr. Lakshmi Venu	NE-NID	NA	-
	K Gopala Desikan	CFO	NA	12%
	K S Srinivasan	CS	NA	7%
	CE & MD - Chairman Emeritus and Managing Director	MD - Managing Director		
	D&CEO - Director & Chief Executive Officer	CFO- Chief Financial officer CS - Company Secretary		
	NE-NID - Non Executive Non Independent Director	NE-ID - Non Executive Independent Director		
2	The percentage increase in the median remuneration of employees in the financial year			13%
3	The number of permanent employees on the rolls of company;			5980
4	a. Average percentile increase already made in the salaries of employees other than the managerial personnel in the financial year 2023-24			13%
	b. Average percentile increase in the managerial remuneration in the financial year 2023-24			17%
	There are no exceptional circumstances for increase in the managerial remuneration.			
5	Affirmation that the remuneration is as per the remuneration policy of the company.		Remuneration paid during the year 2023-24 is as per the Remuneration Policy of the Company	

For and on behalf of the Board of Directors

PROF. SIR RALF DIETER SPETH

CHAIRMAN

DIN: 03318908

Chennai
8th May 2024

ANNEXURE - VI

to Directors' Report to the shareholders

DETAILS OF LOANS AND GUARANTEES UNDER SECTION 186 OF THE ACT 2013 FOR THE FINANCIAL YEAR 2023-24

S. No	Name of the body corporate	Nature of relationship	Purpose of loan/ acquisition/guarantee/ security	Amount of loan/ security/guarantee (₹ In Cr)	Purpose for which the loan/guarantee utilized by the recipient
1.	TVS Motor (Singapore) Pte Ltd.	Wholly owned Subsidiary	Guarantee	83.41	Business Purpose

For and on behalf of the Board of Directors

PROF. SIR RALF DIETER SPETH

CHAIRMAN

DIN: 03318908

Chennai
8th May 2024

Annexure - VII

to Directors' Report to the shareholders

BUSINESS RESPONSIBILITY AND SUSTAINABILITY REPORTING FOR FY 2023-24

SECTION A: GENERAL DISCLOSURES

I. DETAILS OF THE LISTED ENTITY

1	Corporate Identity Number (CIN) of the Listed Entity	L35921TN1992PLC022845	
2	Name of the Listed Entity	TVS Motor Company Limited	
3	Year of incorporation	10-06-1992	
4	Registered office address	"Chaitanya", No.12, Khader Nawaz Khan Road, Nungambakkam, Chennai - 600 006	
5	Corporate address	"Chaitanya", No.12, Khader Nawaz Khan Road, Nungambakkam, Chennai - 600 006	
6	E-mail	contactus@tvsmotor.com	
7	Telephone	044-28332115	
8	Website	www.tvsmotor.com	
9	Financial year for which reporting is being done	Start Date	End Date
	Financial Year	01-04-2023	31-03-2024
	Previous Financial Year	01-04-2022	31-03-2023
	Prior to Previous Financial Year	01-04-2021	31-03-2022
10	Name of the Stock Exchange(s) where shares are listed		
	1 BSE Limited, Mumbai		
	2 National Stock Exchange of India Limited, Mumbai		
11	Paid-up Capital	₹ 47,50,87,114	
12	Name and contact details (telephone, email address) of the person who may be contacted in case of any queries on the BRSR report		
	Name of contact person	Thakur Pherwani	
	Contact number of contact person	+91 7418772111	
	Email Of Contact Person	thakur.pherwani@tvsmotor.com	
13	Reporting boundary - Are the disclosures under this report made on a standalone basis (i.e. only for the entity) or on a consolidated basis (i.e. for the entity and all the entities which form a part of its consolidated financial statements, taken, together).	Standalone basis	
14	Name of assurance provider	Bureau Veritas India (Private) Limited	
15	Type of assurance obtained	Reasonable for BRSR CORE	

II. PRODUCTS/SERVICES

16. Details of business activities (accounting for 90% of the entity's Turnover)

S. No.	Description of main activity	Description of business activity	% of turnover
1	Manufacturing	Motor vehicles, trailers, semi trailers and other Transport Vehicles	99

17. Products/Services sold by the entity (accounting for 90% of the entity's Turnover):

S. No.	Product/Service	NIC Code	% of total Turnover contributed
1	Motorcycle, Scooters, Mopeds	30911	83
2	Three-wheelers	30912	6
3	Parts & Accessories	30913	10

III. OPERATIONS

18. Number of locations where plants and/or operations/offices of the entity are situated¹:

Location	Number of plants	Number of offices	Total
National	3	3	6
International	-	3	3

Note:

1. The three plants include our production sites in Hosur, Mysuru, and Nalagarh, as well as offices that serve as part of our corporate headquarters in Chennai the other two includes training centre and test tracking.

19. Markets served by the entity:

a. Number of locations

Location	Number
National (No. of States)	22
International (No. of Countries)	91

b. What is the contribution of exports as a percentage of the total turnover of the entity?

24% of the total turnover of the Company is contributed through exports.

c. A brief on types of customers

TVS Motor Company Limited (TVSM), is the third largest two-wheeler manufacturer by market capitalisation, excels in creating diverse mobility solutions. The Company offers an extensive range of mobility solutions from mopeds, bikes, petrol & electric scooters to premium & super premium motorcycles, impacting the lives of customers who are of legal riding age globally. As a rapidly growing Indian OEM, the Company has a presence in over 80 countries, showcasing our global reach.

The Company's strength lies in innovative research and development, leading to high success rates in launching new-age products. TVSM has developed a proprietary connected solution, enhancing vehicle telemetry and connectivity, tailored to various customer needs. Whether it's the thrill of the track, practicality for daily commutes, or sophistication for urban life, TVSM vehicles touch the lives of varied audiences, embodying innovation, and customer-centricity at every turn.

IV. EMPLOYEES

20. Details as at the end of Financial Year:

a. Employees and Workers (including differently abled):

Sl. No	Particulars	Total (A)	Male		Female		Others	
			No. (B)	% (B/A)	No. (C)	% (C/A)	No. (H)	% (H/A)
EMPLOYEES								
1.	Permanent (D)	4129	3579	86.68	550	13.32	0	0.00
2.	Other than Permanent (E)	256	221	86.33	35	13.67	0	0.00
3.	Total employees (D + E)	4385	3800	86.65	585	13.35	0	0.00
WORKERS								
4.	Permanent (F)	1851	1850	99.94	1	0.06	0	0.00
5.	Other than Permanent (G)	10003	8985	89.82	1018	10.18	0	0.00
6.	Total workers (F + G)	11854	10835	91.40	1019	8.60	0	0.00

Details of Employees



- Permanent Employees
- Other than Permanent Employees

Details of Workers



- Permanent Workers
- Other than Permanent Workers

b. Differently abled Employees and workers:

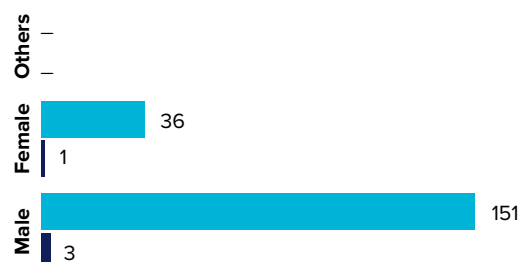
S. No	Particulars	Total (A)	Male		Female		Others	
			No. (B)	% (B/A)	No. (C)	% (C/A)	No. (H)	% (H/A)
DIFFERENTLY ABLED EMPLOYEES								
1.	Permanent (D)	14	12	85.71	2	14.29	0	0.00
2.	Other than Permanent (E)	15	15	100.00	0	0	0	0.00
3.	Total differently abled employees (D + E)	29	27	93.10	2	6.90	0	0.00
DIFFERENTLY ABLED WORKERS								
4.	Permanent (F)	4	3	75.00	1	25.00	0	0.00
5.	Other than Permanent (G)	187	151	80.75	36	19.25	0	0.00
6.	Total differently abled workers (F + G)	191	154	80.63	37	19.37	0	0.00

Differently Abled Employee Breakup



- Permanent Employees
- Other than Permanent Employees

Differently Abled Workers Breakup

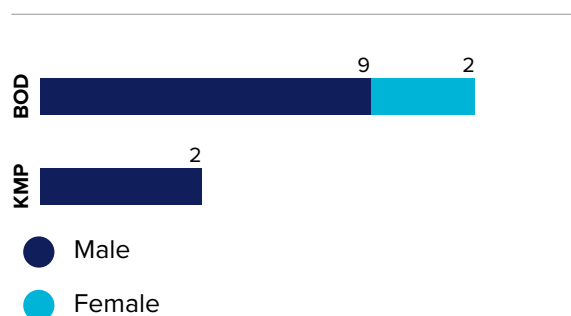


- Permanent Workers
- Other than Permanent Workers

21. Participation/Inclusion/Representation of women

	Total (A)	No. and percentage of Females	
		No. (B)	% (B/A)
Board of Directors	11	2	18.18
Key Management Personnel	2	0	0.00

Representation of Women



22. Turnover rate for permanent employees and workers (Disclose trends for the past 3 years)

	FY 2023-24 (Turnover rate in current FY) [values in %]				FY 2022-23 (Turnover rate in previous FY) [values in %]				FY 2021-22 (Turnover rate in the year prior to the previous FY) [values in %]			
	Male	Female	Others	Total	Male	Female	Others	Total	Male	Female	Others	Total
Permanent Employees	8.74	5.19	0.00	8.26	11.29	11.08	0.00	11.26	11.71	9.70	0.00	11.48
Permanent Workers	2.58	0.00	0.00	2.58	2.76	0.00	0.00	2.76	2.65	0.00	0.00	2.65

V. HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES (INCLUDING JOINT VENTURES)

23. (a) Names of holding/subsidiary/associate companies/joint ventures

S.No.	Name of the holding/ subsidiary/ associate companies/ joint ventures (A)	Indicate whether holding/ Subsidiary/ Associate/ Joint Venture	% of shares held by listed entity	Does the entity indicated in column A, participate in the Business Responsibility initiatives of the listed entity? (Yes/No)
1	TVS Holdings Limited (formerly known as Sundaram- Clayton Limited)	Holding	50.26	No
2	Sundaram Auto Components Limited	Subsidiary	100	No
3	TVS Digital Limited (formerly known as TVS Housing Limited)	Subsidiary	100	No
4	TVS Motor Services Limited	Subsidiary	100	No
5	TVS Electric Mobility Limited	Subsidiary	100	No
6	TVS Credit Services Limited	Subsidiary	80.53	No
7	TVS Motor Company (Europe) B.V.	Subsidiary	100	No
8	TVS Motor (Singapore) Pte Limited	Subsidiary	100	No
9	PT TVS Motor Company Indonesia	Subsidiary	51.20	No
10	Harita ARC Private Limited	Subsidiary	0	No
11	TVS Housing Finance Private Limited	Subsidiary	0	No
12	Harita Two-wheeler Mall Private Limited	Subsidiary	0	No
13	The Norton Motorcycle Co Limited, UK	Subsidiary	0	No
14	TVS Digital Pte Limited, Singapore	Subsidiary	0	No
15	The GO Corporation, Switzerland	Subsidiary	0	No
16	Swiss E-mobility Group (Holding) AG, Switzerland	Subsidiary	0	No
17	EBCO Limited, UK	Subsidiary	0	No
18	Celerity Motor GmbH, Germany	Subsidiary	0	No
19	EGO Movement, Stuttgart GmbH, Germany	Subsidiary	0	No
20	Swiss E-mobility Group (Schweiz), AG, Switzerland	Subsidiary	0	No
21	Colag E-mobility GmbH, Germany	Subsidiary	0	No
22	Alexand'RoEdouard'O Passion VeloSarl, Switzerland	Subsidiary	0	No

S.No.	Name of the holding/ subsidiary/ associate companies/ joint ventures (A)	Indicate whether holding/ Subsidiary/ Associate/ Joint Venture	% of shares held by listed entity	Does the entity indicated in column A, participate in the Business Responsibility initiatives of the listed entity? (Yes/No)
23	Ultraviolette Automotive Private Limited	Associate	30.83	No
24	DriveX Mobility Private Limited	Associate	48.27	No
25	Indian Foundation for Quality Management	Associate	28.57	No
26	Killwatt GmbH, Germany	Associate	0	No
27	ION Mobility Pte. Ltd.	Associate	0	No
28	Predictronics Corp, USA	Associate	0	No
29	Tagbox Pte Ltd., Singapore	Associate	0	No
30	Altizon Inc, USA	Associate	0	No
31	Scienaptic Systems Inc., USA	Associate	0	No

24. CSR Details

Whether CSR is applicable as per section 135 of Companies Act, 2013	Yes
Turnover 2023-24	₹ 31,776.37 Cr
Net worth 2023-24	₹ 7725.95 Cr

VII. TRANSPARENCY AND DISCLOSURES COMPLIANCES

25. Complaints/Grievances on any of the principles (Principles 1 to 9) under the National Guidelines on Responsible Business Conduct:

Stakeholder group from whom complaint is received	Grievance Redressal Mechanism in Place (Yes/No)	if yes, then provide web-link for grievance redress policy*	FY 2023-24			FY 2022-23			If NA, then provide the reason
			Number of complaints filed during the year	Number of complaints pending resolution at close of the year	Remarks	Number of complaints filed during the year	Number of complaints pending resolution at close of the year	Remarks	
Communities	Yes		0	0	Nil	0	0	Nil	-
Investors (other than shareholders)	Yes		0	0	Nil	0	0	Nil	-
Shareholders	Yes		6	0	Closed	5	0	Resolved	-
Employees and workers	Yes		273	16	Pending concerns are in progress and will be closed	294	5	Resolution is under Progress	-
Customers	Yes		57871	107	Pending concerns are in progress and will be closed	47228	849	Pending Complaints Resolved in 2023-24	-
Value Chain Partners	Yes		90	12	Pending concerns are in progress and will be closed	203	19	Pending Complaints Resolved in 2023-24	-

*The Company has established a framework for addressing specific grievances for all its stakeholders. Code of Business Conduct and Ethics, Whistle Blower Mechanism, Supplier Sustainability Code of Conduct and Human Rights Policy provides sufficient guidance for reporting and resolving grievances. Web-links to such policies are available on the Company's website as provided in Page No. 186 of this Annual Report.

26. Overview of the entity's material responsible business conduct issues

Please indicate material responsible business conduct and sustainability issues pertaining to environmental and social matters that present a risk or an opportunity to your business, rationale for identifying the same, approach to adapt or mitigate the risk along-with its financial implications, as per the following format

S. No.	Material issue identified	Indicate whether risk or opportunity (R/O)	Rationale for identifying the risk opportunity	In case of risk, approach to adapt or mitigate	Financial implications of the risk or opportunity (Indicate positive or negative implications)
1	Water	R	<p>Unpredictable Rainfall: Changing weather patterns, including phenomena like El Nino, can lead to unreliable rainfall patterns, impacting water supplies.</p> <p>- Groundwater Depletion: Overexploitation of groundwater resources is causing the water table to recede, making access to freshwater increasingly difficult.</p> <p>- Stricter Regulations: Evolving regulations around water usage might impose limitations on TVSM's water consumption, potentially impacting production processes.</p>	<p>- Business Continuity Risk: Water shortages can disrupt operations, leading to production downtime and reduced overall productivity.</p> <p>- Community Relations Challenge: Water is a shared resource, and competition for limited supplies can lead to tensions with local communities.</p> <p>- Operational Constraints: Stricter regulations on groundwater extraction could significantly limit TVSM's access to water, impacting core operations.</p> <p>- Increased Reliance on External Sources: TVSM's might need to rely more heavily on third-party water suppliers, potentially at higher costs and with less control over availability.</p>	Negative Implications
2	Waste & Recycling	R	<p>Addressing Manufacturing Waste Challenges: - Growing Waste Volume: The increasing amount of waste generated by our production processes creates logistical and environmental hurdles.</p> <p>- Inefficient Recycling: Current recycling practices by our partners are inadequate, leading to wasted resources and potential environmental harm.</p> <p>- Stricter EPR Regulations: Evolving Extended Producer Responsibility (EPR) requirements pose new challenges for responsible waste management.</p> <p>- Co-processing Challenges: Identifying suitable partners for co-processing hazardous waste remains an ongoing task.</p> <p>- Landfill Reliance: The current system diverts a significant portion of waste to landfills, which is an unsustainable solution.</p> <p>- Policy and Guidance Gaps: The lack of a robust legal framework and practical guidelines hinders efforts to improve material recovery rates and minimise greenhouse gas emissions.</p>	<p>- Financial impact: The anticipated high cost of meeting Extended Producer Responsibility (EPR) requirements for batteries and other regulated waste streams could significantly impact on our budget.</p> <p>- Compliance risk: Failure to comply with EPR regulations can lead to hefty environmental compensation charges. This, along with potential reputational damage, could negatively impact TVSM's brand image.</p>	Negative Implications

S. No.	Material issue identified	Indicate whether risk or opportunity (R/O)	Rationale for identifying the risk opportunity	In case of risk, approach to adapt or mitigate	Financial implications of the risk or opportunity (Indicate positive or negative implications)
3	Living Wages	R	<p><u>The national minimum wage, unchanged since 2017:</u> enforcement is not consistent across, which has led to unfair variations in worker pay. - <u>Aligning with Global Standards:</u> The government is proposing a new definition of wages that adheres to international labour standards set by the International Labour Organization (ILO). - <u>Living Wage Focus:</u> The new approach will consider a "living wage" that considers both national income and the ability of industries to pay.</p>	<p>- Implementing living wage increases will directly impact on production costs due to higher employee salaries.</p> <p>- A possibility that some suppliers, particularly small and medium-sized enterprises (SMEs), may struggle to comply with the wage hike which can lead to disruptions in the supply chain.</p> <p>- Suppliers might raise their prices for components or services to offset their own increased labor costs. This could further inflate overall production expenses</p>	Negative Implications
4	Occupational Health & Safety and Road Safety	R	<p><u>Manufacturing:</u> - Improper storage of battery cells within production facilities posing fire hazards. Infrastructure: - <u>Fire incidents within the paint shop.</u></p> <p><u>Logistics:</u> - Road accidents involving employees and logistic partners. <u>Compliance:</u> - Partial non-adherence to TVSM's safety standards by contractors.</p>	<p><u>Financial Impact:</u> - Property damage from accidents or incidents. Disruptions in operations leading to production downtime and lost revenue. - Increased insurance costs due to higher risk profile. <u>Human Cost:</u> - Potential increase in employee and workers injuries or casualties</p>	Negative Implications
5	Alternative Fuel Technology	R	<p><u>Govt. Policies:</u> The Ministry of Petroleum and Natural Gas has notified National Policy on Biofuels (2018) and series of notification in connection to this policy. Under this policy, Ethanol Blended Petrol Program was launched. The Ministry of Petroleum and Natural Gas has notified the roadmap of Ethanol Blending. By 2025, there will be dispense of min. E20 across the country and there will be availability of flex fuel at select locations.</p> <p><u>Technology Challenges:</u> The calorific value of the ethanol is lower than that of gasoline. Also, the ethanol is aggressive when compared to gasoline.</p>	<p>TVSM's is aligned with the roadmap introduced by the MoPNG. All the ICE products manufactured in FY24 are E20 material compliant. TVSM showcased Raider 125 with Flex Fuel Technology at the Bharat Mobility 2024, New Delhi. This vehicle can run on any blend of fuel from E20 to E85 petrol.</p> <p>TVSM has carried out series of testing and tuned the vehicles to incorporate the changes in the properties of the fuel used in the vehicles. Few parts were also developed to meet the material compatibility of the E20 as well as Flex fuel vehicle. TVS has collaborated external agencies like ARAI, IOCL and other academic institutes to develop alternate fuel based vehicles</p>	Negative Implications

S. No.	Material issue identified	Indicate whether risk or opportunity (R/O)	Rationale for identifying the risk opportunity	In case of risk, approach to adapt or mitigate	Financial implications of the risk or opportunity (Indicate positive or negative implications)
6	Electric Vehicle	R	<p>Govt. Policies: India is a signatory to Paris Agreement and India has committed to be carbon neutral by 2070. India is dependent on import of crude oil. Govt has notified CAFE norms to curb the emissions from the automotive sector.</p> <p>Investment: EV requires huge CAPEX investments, R&D, testing and manufacturing requirements.</p> <p>Supply chain: Requires development of new supply chain as existing suppliers may be equipped with the components used for ICE products.</p> <p>Customer acceptance: Due to lack of charging infrastructure, longer charging time and lower range, the acceptance and adoption are influenced.</p>	<ol style="list-style-type: none"> Govt. is providing incentives to the OEMs (PLI schemes) as well as to the customers (FAME subsidies), to lower the investment cost and cost of the vehicle to the customer. Supply chain: TVSM has adopted to the EV and identified and developed the suppliers accordingly to manufacture the EVs smoothly. Customer acceptance: TVSM has tied up Tata power and Jio-BP to create charging infrastructure using renewable energy. TVSM has introduced fast charger option with the EVs which takes shorter time for the charging the vehicle. Further, TVSM has also introduces iQube ST with higher range addressing the low range anxiety of the customers. 	Negative Implications
7	Climate Change impacts of products	R	There are increasing number of regulations across geographies in relation to emissions and fuel use/efficiency. Evolving stringent standards require suitable modifications in design and production process, potentially impacting margins. Climate change also impacts availability of resources such as water.	TVSM has been proactively working towards making our products more fuel and resource efficient. The company has also introduced (and continues to expand) a range of EV options.	Negative Implications
8	Climate Change impacts of products	O	Shifting consumer preferences towards more eco-friendly vehicles creates an opportunity for our products. Products such as EVs are also (currently) being supported by government subsidies.	Revenue from new eco-friendly products, access to incentives such as subsidies and improved operational efficiency.	Positive Implications
9	Energy & emissions Management (in operations)	R	TVSM has proactively acted upon and reduced our direct energy consumption and resultant emissions. However, automobile manufacturing is resource intensive, and the Company relies on a multitude of suppliers for component parts and raw materials, resulting in substantial indirect energy consumption and emissions, over which the Company has limited control. There is also a trend of increasing regulations that require management and reporting of indirect emissions (and other impacts).	The Company's operations have significantly reduced fuel consumption and increase renewable energy consumption. TVSM has initiated programs aimed at managing indirect emissions and building supplier capacity.	Negative Implications
10	Resource Management	R	The scarcity and fluctuating price dynamics of raw materials can impact production schedules and profit margins.	TVSM enters into long-term supply contracts, progressively uses more sustainable materials and implements recycling programs	Negative Implications

S. No.	Material issue identified	Indicate whether risk or opportunity (R/O)	Rationale for identifying the risk opportunity	In case of risk, approach to adapt or mitigate	Financial implications of the risk or opportunity (Indicate positive or negative implications)
11	Human rights	O	Respecting human rights along our value chain can promote a positive organizational culture and strengthen brand loyalty amongst consumers and employees alike.	Regular review and site audit mechanism	Positive Implications
12	Diversity & inclusion	O	Cultivating a diverse workforce strengthens decision-making processes and broadens market reach to cater to a wider array of customer needs	Regular Employee Survey, New Initiatives promoting diversity and measuring employee satisfaction score	Positive Implications
13	Skill enhancement (learning & talent management)	O	Investment in employee development can lead to a more competent and motivated workforce, driving productivity and offering competitive advantages.		Positive Implications
14	Community Welfare	O	A commitment to enhancing community welfare can cement a company's reputation as a responsible business, leading to smoother operations		Positive Implications
15	Governance	O	Demonstrating a strong governance framework can attract investments and improve the company's standing in the marketplace		Positive Implications
16	Supply Chain Management	R	Supply chain disruptions can severely impact operations.	TVSM has established strong relationships with suppliers and has also undertaken focused programs on supply chain diversification, localization and optimization.	Negative Implications
17	Market/Product Competition	R	A failure to stay innovative and competitive can lead to a decline in market share and profits, as well as a loss of relevance in the sector.	Investment in research and development; monitoring market trends and customer preferences	Negative Implications
18	Market/Product Competition	O	Innovative and efficient products can also help the company differentiate itself and capture newer markets/opportunities.		Positive Implications
19	Customer Satisfaction	O	High levels of customer satisfaction can result in loyal customers, increased sales through referrals, and an enhanced corporate reputation		Positive Implications

SECTION B: MANAGEMENT AND PROCESS DISCLOSURES

THIS SECTION IS AIMED AT HELPING BUSINESSES DEMONSTRATE THE STRUCTURES, POLICIES AND PROCESSES PUT IN PLACE TOWARDS ADOPTING THE NGRBC PRINCIPLES AND CORE ELEMENTS.

P1	Businesses should conduct and govern themselves with integrity in a manner that is ethical, transparent and accountable
P2	Businesses should provide goods and services in a manner that is sustainable and safe
P3	Businesses should respect and promote the well-being of all employees, including those in their value chains
P4	Businesses should respect the interests of and be responsive towards all its stakeholders
P5	Businesses should respect and promote human rights
P6	Businesses should respect, protect and make efforts to restore the environment
P7	Businesses when engaging in influencing public and regulatory policy, should do so in a manner that is responsible and transparent
P8	Businesses should promote inclusive growth and equitable development
P9	Businesses should engage with and provide value to their consumers in a responsible manner

Disclosure Question	Whether your entity's policy/policies cover each principle and its core elements of the NGRBCs. (Yes/No)	Has the policy been approved by the Board? (Yes/No)	Web Link of the Policies, if available
Policy and management processes			
P1 Ethics & Transparency	Yes	Yes	https://www.tvsmotor.com/-/media/Feature/Investors/Communication/Files/Whistle-Blower-Policy-Apr2020.pdf https://www.tvsmotor.com/-/media/Feature/Investors/Communication/Files/CodeofBusinessConductandEthicspdf.pdf
P2 Product Responsibility	Yes	Yes	https://www.tvsmotor.com/-/media/Feature/Investors/Communication/Files/CodeofBusinessConductandEthicspdf.pdf
P3 Human Resources	Yes	Yes	Various policies for well being of the employee are published on the intranet.
P4 Responsiveness to Stakeholders	Yes	Yes	Refer to the Policy on Prevention of Sexual Harassment
P5 Respect for Human Rights	Yes	Yes	Policies on the human rights, safety are published on the intranet
P6 Efforts to restore the Environment	Yes	Yes	Refer to the Environment, Occupational Health and Safety Policy on the Company's website
P7 Public Policy Advocacy	Yes	Yes	Refer web-link provided under essential indicators of this principle
P8 Inclusive Growth	Yes	Yes	https://www.tvsmotor.com/-/media/Feature/Investors/Communication/Files/Corporate-Social-Responsibility-Policy-Apr2020.pdf
P9 Customer Engagement	Yes	Yes	https://www.tvsmotor.com/privacy-policy

Yes, the ESG Policy, which is an overarching policy of the Company contains the guiding principles of the Company. The ESG Policy covers all the aforesaid 9 Principles

Disclosure Question	Whether the entity has translated the policy into procedures. (Yes/No)	Do the enlisted policies extend to your value chain partners? (Yes/No)	Name of the national and international codes/certifications/ labels/ standards (e.g. Forest Stewardship Council, Fairtrade, Rainforest Alliance, Trustea) standards (e.g. SA 8000, OHSAS, ISO, BIS) adopted by your entity and mapped to each principle.
Policy and management processes			
P1 Ethics & Transparency	Yes, the Company has translated the policies as applicable into procedures and practices in all spheres of activities that the Company does. Ex.- To ensure adherence to the Company's Code of Business Conduct & Ethics Committee has been constituted to investigate the violations. Further, the Company has well defined SOPs to handle the stakeholders' grievances	Yes, TVSM, a leading mobility solution provider believe that the supplier partners play a pivotal role in realizing the Company's vision "To enhance the quality of life worldwide by delivering mobility solutions that are safe, sustainable & responsible. Aligned with the foundational principles, vision, and values of TVSM, Supplier Sustainability Code of Conduct ("Code") outlines the fundamental expectations for companies with whom the Company collaborate, emphasizing environmental, social, and governance considerations. By aligning to the standards of SDG's, Science Based Target (SBTi) & United National Global Compact, TVSM highlights its commitment to sustainable growth and positive societal impact.	TVSM's Code of Business Conduct & Ethics of the Company, which forms the pillar of the Company is based on ISO 11469; AIS 129, 156: EC 1907/2006; CMV Rules, ISO 45001 & SA 8000, ISO 14001 including Integrated Management System- ISO14001:2015 & ISO45001:2018
P2 Product Responsibility			
P3 Human Resources			
P4 Responsiveness to Stakeholders			
P5 Respect for Human Rights			
P6 Efforts to restore the Environment			
P7 Public Policy Advocacy			
P8 Inclusive Growth			
P9 Customer Engagement			

Disclosure Question	Specific commitments, goals and targets set by the entity with defined timelines, if any.	Performance of the entity against the specific commitments, goals and targets along-with reasons in case the same are not met.
Policy and management processes		
P1 Ethics & Transparency	TVSM highlights its commitment to sustainability and environmental responsibility. The Company has taken initiative around use of renewable energy, green cover conservation, rainwater harvesting, carbon emission reduction, water intensity, and waste recycling. TVSM also emphasizes its social responsibility efforts through the Srinivasan Services Trust (SST), which empowers women and uplifts communities.	Performance on specific parameters is as under: 93% of our Energy requirements are met through renewable energy resource 43% Green Cover having Home for 972+ Fauna & 932+ Flora species. 230% giving back through rainwater conservation to become water positive. 100% Hazardous waste co-processed 1.6 million beneficiaries' impact under CSR through SST
P2 Product Responsibility		
P3 Human Resources		
P4 Responsiveness to Stakeholders		
P5 Respect for Human Rights		
P6 Efforts to restore the Environment		
P7 Public Policy Advocacy		
P8 Inclusive Growth		
P9 Customer Engagement		

Governance, leadership, and oversight

7. Statement by director responsible for the business responsibility report, highlighting ESG related challenges, targets and achievements.	TVS Motors recognizes the importance of Environmental, Social, and Governance (ESG) principles for all its stakeholders. This commitment isn't just limited to their internal operations; it extends to their customers, the communities they operate in, their employees, suppliers, and dealer network. Through a comprehensive analysis, TVS Motors has identified its most critical ESG issues. They've then established a clear roadmap with measurable targets aligned with the United Nations Sustainable Development Goals (UNSDGs). These goals are not only ambitious but also meticulously crafted to adhere to both national and international ESG frameworks and guidelines. This ensures that TVS Motors' ESG efforts are impactful, responsible, and aligned with globally recognized sustainability standards.
8. Details of the highest authority responsible for implementation and oversight of the Business Responsibility policy (ies).	At the highest level, the Board of Directors of your Company, led by the Chairman Emeritus and Managing Director, has the primary role to protect and assess the Business Responsibility (BR) performance of your Company.
9. Does the entity have a specified Committee of the Board/ Director responsible for decision making on sustainability related issues? (Yes/No).	Yes
If yes, provide details.	Chairman, Chairman Emeritus & Managing Director, Managing Director and Director & Chief Executive Officer

10. Details of Review of NGRBCs by the Company:

Subject for Review	Indicate whether review was undertaken by Director/Committee of the Board/Any other Committee								
	P1	P2	P3	P4	P5	P6	P7	P8	P9
Performance against above policies and follow up action and Indicate whether review was undertaken by Director/Committee of the Board/ Any other Committee									Committee of the Board
Compliance with statutory requirements of relevance to the principles, and rectification of any non-compliances and Indicate whether review was undertaken by Director/Committee of the Board/ Any other Committee									Committee of the Board
Subject for Review	Frequency (Annually/ Half yearly/ Quarterly/ Any other - please specify)								
Performance against above policies and follow up action Frequency (Annually/ Half yearly/ Quarterly/ Any other - please specify)									Annually
Compliance with statutory requirements of relevance to the principles, and rectification of any non-compliances Frequency (Annually/ Half yearly/ Quarterly/ Any other - please specify)									Annually
11. Has the entity carried out independent assessment/ evaluation of the working of its policies by an external agency? (Yes/No). If yes, provide name of the agency.									Yes, Bureau Veritas India (Private) Limited

12. If answer to question (1) above is "No" i.e. not all Principles are covered by a policy, reasons to be stated:

Question	P1	P2	P3	P4	P5	P6	P7	P8	P9
The entity does not consider the principles material to its business (Yes/No)	No	No	No	No	No	No	No	No	No
The entity is not at a stage where it is in a position to formulate and implement the policies on specified principles (Yes/No)	No	No	No	No	No	No	No	No	No
The entity does not have the financial or/human and technical resources available for the task (Yes/No)	No	No	No	No	No	No	No	No	No
It is planned to be done in the next financial year (Yes/No)	No	No	No	No	No	No	No	No	No
Any other reason (please specify)									

SECTION C: PRINCIPLE WISE PERFORMANCE DISCLOSURE

This section is aimed at helping entities demonstrate their performance in integrating the Principles and Core Elements with key processes and decisions. The information sought is categorized as "Essential" and "Leadership". While the essential indicators are expected to be disclosed by every entity that is mandated to file this report, the leadership indicators may be voluntarily disclosed by entities which aspire to progress to a higher level in their quest to be socially, environmentally and ethically responsible.

PRINCIPLE 1

BUSINESSES SHOULD CONDUCT AND GOVERN THEMSELVES WITH INTEGRITY, AND IN A MANNER THAT IS ETHICAL, TRANSPARENT AND ACCOUNTABLE

ESSENTIAL INDICATORS

1. Percentage coverage by training and awareness programs on any of the principles during the financial year:

Segment	Total number of training and awareness programs held	Topics/principles covered under the training and its impact	% of persons in respective category covered by the awareness programs
Board of Directors	6	P1, P2, P6	100.00
Key Managerial Personnel	6	P1, P2, P6	100.00
Employees other than BoD and KMPs	167	Covering All principles	100.00
Workers	62	Covering All principles	100.00

2. Details of fines/penalties /punishment/ award/ compounding fees/ settlement amount paid in proceedings (by the entity or by directors/KMPs) with regulators/ law enforcement agencies/ judicial institutions, in the financial year, in the following format. (Note: the entity shall make disclosures on the basis of materiality as specified in Regulation 30 of SEBI (Listing Obligations and Disclosure Obligations) Regulations, 2015 and as disclosed on the entity's website):

Monetary					
	NGRBC Principle	Name of the regulatory/ enforcement agencies/ judicial institutions	Amount (In ₹)	Brief of the Case	Has an appeal been preferred? (Yes/No)
Penalty/ Fine					
Settlement					
Compounding fee			Nil		

In terms of materiality as specified in Regulation 30 of SEBI (Listing Obligations and Disclosure Obligations) Regulations, 2015, no fines/penalties /punishment/ award/ compounding fees/ settlement amount is paid in proceedings by the entity or by directors/KMPs with regulators/ law enforcement agencies/ judicial institutions, during the financial year.

Non-Monetary				
	NGRBC Principle	Name of the regulatory/ enforcement agencies/ judicial institutions	Brief of the Case	Has an appeal been preferred? (Yes/No)
Imprisonment				
Punishment		Not Applicable		

3. Of the instances disclosed in Question 2 above, details of the Appeal/ Revision preferred in cases where monetary or non-monetary action has been appealed.

Case Details	Name of the regulatory/ enforcement agencies/ judicial institutions
Not Applicable	

4. Does the entity have an anti-corruption or anti-bribery policy?

Yes

If yes, provide details in brief.

TVSM sets a high bar for ethical conduct. Our Code of Conduct unequivocally forbids bribery and corruption, underscoring our unwavering commitment to integrity in all business dealings.

if available, provide a web-link to the policy.

<https://www.tvsmotor.com/-/media/Feature/Investors/Communication/Files/CodeofBusinessConductandEthicspdf.pdf>

5. Number of Directors/KMPs/employees/workers against whom disciplinary action was taken by any law enforcement agency for the charges of bribery/ corruption:

	FY 2023-24	FY 2022-23
Directors	Nil	Nil
KMPs	Nil	Nil
Employees	Nil	Nil
Workers	Nil	Nil

6. Details of complaints with regard to conflict of interest:

	FY 2023-24		FY 2022-23	
	Number	Remarks	Number	Remarks
Number of complaints received in relation to issues of Conflict of Interest of the Directors	Nil		Nil	
Number of complaints received in relation to issues of Conflict of Interest of the KMPs	Nil		Nil	

7. Provide details of any corrective action taken or underway on issues related to fines/ penalties/action taken by regulators/ law enforcement agencies/ judicial institutions, on cases of corruption and conflicts of interest.

NIL

8. Number of days of accounts payables ((Accounts payable *365)/Cost of goods/services procured) in the following format:

	FY 2023-24	FY 2022-23
Number of days of accounts payables	50	49

9. Open-ness of business Provide details of concentration of purchases and sales with trading houses, dealers, and related parties along-with loans and advances & investments, with related parties, in the following format:

Parameter	Metrics	FY 2023-24	FY 2022-23
Concentration of Purchases	a. Purchases from trading houses as % of total purchases	0	0
	b. Number of trading houses where purchases are made from	0	0
	c. Purchases from top 10 trading houses as % of total purchases from trading houses	0	0
Concentration of Sales	a. Sales to dealers/distributors as % of total sales	100%	100%
	b. Number of dealers/distributors to whom sales are made	1084	1056
	c. Sales to top 10 dealers/distributors as % of total sales to dealers/distributors	4.9%	4.9%
Share of RPTs in	a. Purchases* (Purchases with related parties/Total Purchases)	9616.4	8611.8
	b. Sales* (Sales to related parties/Total Sales)	8448.9	8418.4
	c. Loans & advances (Loans & advances given to related parties/Total loans & advances)	0	0
	d. Investments* (Investments in related parties/Total Investments made)	13593.4	11037.2

* All units above are in crore.

LEADERSHIP INDICATORS

1. Awareness programs conducted for value chain partners on any of the principles during the financial year:

Sr.no	Total number of awareness programs held	Topics/principles covered under the training	% of value chain partners covered (by value of business done with such partners) under the awareness programs
1	25	P2, P3, P6	47%

2. Does the entity have processes in place to avoid/ manage conflict of interests involving members of the Board? (Yes/No)

Yes

If yes, provide details of the same.

The Company has in place a 'Policy on Related Party Transactions', conformance with the Company's Code of Conduct for Business and Ethics which provides that all Directors and Senior Management Personnel are required to disclose all potential or actual conflict of interest, which may be against the interest of the Company and take actions to eliminate such conflict, if so required.

PRINCIPLE 2

BUSINESSES SHOULD PROVIDE GOODS AND SERVICES IN A MANNER THAT IS SUSTAINABLE AND SAFE

ESSENTIAL INDICATORS

1. Percentage of R&D spent on revenue expenditure and capital expenditure (capex investments in specific technologies) to improve the environmental and social impacts of product and processes to total R&D and capex investments made by the entity, respectively.

	FY 2023-24	FY 2022-23	Details of improvements in environmental and social impacts
Revex	423.27*	384.59	<p>TVSM is continuously working on improving the environmental and social impacts from the products. In the previous year, TVSM has worked in the following area.</p> <ul style="list-style-type: none"> Flex fuel Technology – Developed and showcased Flex Fuel Technology E20 – All the IC Engine products are E20 (Ethanol blended fuel) material compliant. OBD II – Investments have been done on the improvement in the tail pipe emissions in line with the regulatory norms. CNG – Company has invested in CNG products (3W) Electric Vehicle – The Company has launched TVS X, a smart electric scooter. Creation of sustainable charging infrastructure – TVSM has tied up with Tata power and Jio BP for charging infrastructure for the EV segment. IMDS – Company has invested in identifying, tracking, and quantifying the hazardous substances, in line with the national & international regulations using IMDS tool
Capex	221.39	110.03	Capex investments are made accordingly as mentioned in the above projects/ areas.

* All units above are in crore.

*(1.33 % of revenue is spent on FY 23-24 R&D)

2. a. Does the entity have procedures in place for sustainable sourcing? (Yes/No)

Yes, TVSM, is committed to providing mobility solutions and upholding sustainability principles, has taken the initiative and expects its supply chain partners to comply with the requirements defined in the "Sustainable Procurement Policy" and encourages them to adopt best practices to reduce their environment and social footprint.

The policy aims to foster collaboration with TVSM's supply chain partners. This collaborative approach aims to achieve two key objectives:

- Enhance supply chain sustainability: By working together, TVSM and its suppliers can identify and implement practices that minimize the environmental and social impact of their combined activities.
- Minimize adverse environmental impacts: The policy seeks to reduce the negative environmental footprint associated with TVSM's operations throughout the supply chain.

TVSM's commitment to ESG principles is evident in this initiative. The policy encourages suppliers to adopt best practices that align with Environmental, Social, and Governance (ESG) considerations. This reflects TVSM's broader role as a responsible corporate entity.

By working collaboratively with its suppliers, TVSM strives to create a mutually beneficial relationship. This partnership aims to generate value across the entire value chain, potentially leading to improvements in social, environmental, and economic performance for all stakeholders involved.

b. If yes, what percentage of inputs were sourced sustainably?

In terms of the "Sustainable Procurement Policy" of the Company, the Company is committed to handhold its value chain partners to implement relevant policies and processes to enhance their sustainability performance.

3. Describe the processes in place to safely reclaim your products for reusing, recycling and disposing at the end of life, for

(a) Plastics (including packaging)

- Recyclability symbol marking on the plastic parts (more than 100g component) for easy identification during recycling.
- The packaging plastic materials are managed as per Extended Producer Responsibility requirements.

(b) Battery Recycling Practices

Lithium-Ion Batteries (Electric Vehicles):

- TVSM is registered on the Central Pollution Control Board (CPCB) portal as a producer for lithium-ion batteries used in electric vehicles.
- Upon reaching their end-of-life (EOL), these batteries are collected from customers through our network of dealers and service centers.
- Collected EOL batteries are sent to authorized CPCB-registered recyclers for environmentally friendly disposal, adhering to Extended Producer Responsibility (EPR) regulations. Battery Waste Management Rules, 2022.

Lead-Acid Batteries:

- Lead-acid batteries used in TVSM products comply with recycling symbol marking requirements.
- At EOL, these batteries are channelled to recyclers through our dealer and partner network, following the EPR guidelines established by the respective battery manufacturers.

(c) Hazardous waste

- Used Oil: Oil waste generated during vehicle servicing at stations is safely collected and sold to authorized oil recyclers. TVSM has implemented a framework for Extended Producer Responsibility (EPR) Hazardous and Other Waste (Management and Transboundary Movement) Second Amendment Rules, 2023 ('Amendment') in accordance with relevant regulations.
- Used Tires: Company's domestic tire supplier-manufacturers, registered on the CPCB portal, collect used tires following EPR regulations. These tires are processed in an environmentally friendly manner to create products like reclaimed rubber, crumb rubber, carbon black, and pyrolysis oil.
- Hazardous Chemicals in Products: TVSM restricts the use of hazardous chemicals in product components. An internal standard has been established that considers various national and international regulations on hazardous substances.
- Chemical Monitoring and Tracking: TVSM utilizes the International Material Data System (IMDS) to monitor, track, and quantify the chemicals used in products. This industry-standard tool facilitates compliance with regulations.

(d) Other waste

Product Design for Circularity

- Recyclability and Recoverability: Products are designed to maximize recyclability and recoverability at end-of-life, promoting resource efficiency. Achieved targets includes:
 - Reusability & Recyclability Rate: 85-90%
 - Reusability & Recoverability Rate: 90-95%
- Circular Economy Approach: High recyclability rates contribute to a circular economy where materials are recovered and reused in new products.
- End-of-Life Management: The Company is developing a framework for:
 - Collection of End-of-Life Products
 - Dismantling Products
 - Reclaiming Recyclable Materials
 - Reusing Recovered Materials in New Components

4. Whether Extended Producer Responsibility (EPR) is applicable to the entity's activities (Yes/No).

Yes

If yes, whether the waste collection plan is in line with the Extended Producer Responsibility (EPR) plan submitted to Pollution Control Boards? If not, provide steps taken to address the same.

Demonstrating our commitment to environmental responsibility, the Company fulfilled its our ERP requirements. During FY 24, 935 metric tons of single-use plastic waste were collected, thereby meeting the target set by the Plastic Waste Management Rules, 2016. The same was reported to the CPCB as per our role as a Brand Owner.

LEADERSHIP INDICATORS

1. Has the entity conducted Life Cycle Perspective/Assessments (LCA) for any of its products (for manufacturing industry) or for its services (for service industry)? If yes, provide details in the following format?

Life Cycle Assessments (LCAs) have been conducted for Apache RTR 310 (launched in FY24) and six other products in previous fiscal years.

If yes, provide details in the following format:

NIC Code	Name of Product/ Service	% of total Turnover contributed	Boundary for which the Life Cycle Perspective/ Assessment was conducted	Whether conducted by independent external agency (Yes/No)	Results communicated in public domain (Yes/No)	If yes, provide the web-link.
29	Apache RTR 310	Revenue yet To be realised	Cradle to Grave	No	NA	NA

Life Cycle Assessments (LCAs) are conducted in-house using GaBi software and the Ecoinvent database. The resulting data undergoes periodic evaluation to identify areas for improvement, and corresponding actions are implemented across product models to minimize environmental impact.

2. If there are any significant social or environmental concerns and/or risks arising from production or disposal of your products/services, as identified in the Life Cycle Perspective/ Assessments (LCA) or through any other means, briefly describe the same along-with action taken to mitigate the same.

Name of Product/ Service	Description of the risk/ concern	Action Taken
Apache RTR 310, iQube, NTorq, Jupiter 125, Raider, Ronin	Complying with the international regulations for the hazardous substances	IMDS has been implemented to track, monitor, and quantify the use of substances. This enables to comply with the regulatory requirements.
All Products	Depletion of fossil fuel	All ICE products are material compliant for E20 (Ethanol 20% + Gasoline 80%). The ethanol in India is produced from the bio-based sources, which is renewable and carbon-neutral. All ICE products are pasted with E20 Sticker, to inform the customers about the use of fuel in the vehicles
TVS X	Depletion of crude oil/ increased air pollution at urban areas	TVS X is an electric vehicle that was launched in FY2024, which runs on the electricity.
Raider 125 - Flex fuel	Depletion of fossil fuel	TVSM has showcased the Raider 125 motorcycle equipped with Flex-Fuel Technology (FFT). This technology allows the Raider 125 to operate on a blend of ethanol and gasoline, ranging from E20 (20% ethanol) to E85 (85% ethanol). The introduction of the Flex-Fuel Raider 125 aligns with the Government of India's Ethanol Blending Program, led by the Ministry of Petroleum and Natural Gas. This program aims to achieve several potential benefits: <ul style="list-style-type: none"> Increased Energy Security: By promoting biofuels like ethanol, India could lessen its reliance on imported oil, potentially strengthening its energy independence. Reduced Emissions: Ethanol generally burns cleaner than gasoline, potentially leading to lower emissions and improved air quality. Job Creation: Increased ethanol production could stimulate the biofuel sector, potentially creating new employment opportunities.
All IC Engine Products	Tailpipe emissions	All the products comply with the OBD IIA regulatory requirements
3W	Climate change	The Company is continuously working on the improvement of CNG based vehicles. TVSM launched King Duramax Plus (CNG variant) in FY2024.

Through continuous efforts, the Company is constantly working on improving fuel efficiency (fuel conservation), lightweighting (resource conservation) and reducing the tailpipe emissions. These actions contribute to reduce the emissions during various stages of product life cycle.

3. Percentage of recycled or reused input material to total material (by value) used in production (for manufacturing industry) or providing services (for service industry).

11-13% of recycled or reused input material is used to the total material (by value) in production

	FY 2023-24	FY 2022-23
Indicate input to total material	12%	10%

4. Of the products and packaging reclaimed at end of life of products, amount (in metric tonnes) reused, recycled, and safely disposed, as per the following format:

	FY 2023-24			FY 2022-23		
	Re-Used	Recycled	Safely Disposed	Re-Used	Recycled	Safely Disposed
Plastics (including packaging)		935			494	
E-waste		NA			NA	
Hazardous waste		NA			NA	

5. Reclaimed products and their packaging materials (as percentage of products sold) for each product category.

Reclaimed product and their packaging material under EPR which is collected with the help of M/s Rapidue Technologies Private Ltd.

Indicate Input Material	Recycled or re-used input material to total material FY 23-24
Category 2: Flexible plastic packaging (Single layer or Multilayer having more than one layer with different types of plastic)	924 MT
Category 3: Multilayered plastic packaging (at least one layer of plastic and at least one layer of material other than plastic)	11 MT

PRINCIPLE 3

BUSINESSES SHOULD RESPECT AND PROMOTE THE WELL-BEING OF ALL EMPLOYEES, INCLUDING THOSE IN THEIR VALUE CHAINS

ESSENTIAL INDICATORS

1. a. Details of measures for the well-being of employees:

Category	% of employees covered by										
	Total (A)	Health insurance		Accident insurance		Maternity Benefits		Paternity Benefits		Day Care facilities	
		Number (B)	% (B/A)	Number (C)	% (C/A)	Number (D)	% (D/A)	Number (E)	% (E/A)	Number (F)	% (F/A)
Permanent employees											
Male	3579	3579	100.00	3579	100.00	0	0.00	3579	100.00	3579	100.00
Female	550	550	100.00	550	100.00	550	100.00	0	0.00	550	100.00
Total	4129	4129	100.00	4129	100.00	550	13.32	3579	86.68	4129	100.00
Other than Permanent employees											
Male	221	221	100.00	221	100.00	0	0.00	221	100.00	221	100.00
Female	35	35	100.00	35	100.00	35	100.00	0	0.00	35	100.00
Total	256	256	100.00	256	100.00	35	13.67	221	86.33	256	100.00

b. Details of measures for the well-being of workers:

Category	% of workers covered by										
	Total (A)	Health insurance		Accident insurance		Maternity Benefits		Paternity Benefits		Day Care facilities	
		Number (B)	% (B/A)	Number (C)	% (C/A)	Number (D)	% (D/A)	Number (E)	% (E/A)	Number (F)	% (F/A)
Permanent workers											
Male	1850	1850	100.00	1850	100.00	0	0.00	1850	100.00	1850	100.00
Female	1	1	100.00	1	100.00	1	100.00	0	0.00	1	100.00
Total	1851	1851	100.00	1851	100.00	1	0.05	1850	99.95	1851	100.00
Other than Permanent workers											
Male	8985	8985	100.00	8985	100.00	0	0.00	8985	100.00	8985	100.00
Female	1018	1018	100.00	1018	100.00	1018	100.00	0	0.00	1018	100.00
Total	10003	10003	100.00	10003	100.00	1018	100.00	8985	100.00	10003	100.00

c. Spending on measures towards well-being of employees and workers (including permanent and other than permanent) in the following format -

	FY 2023-24	FY 2022-23
c. Cost incurred on well- being measures as a % of total revenue of the company	0.44%	0.39%

2. Details of retirement benefits, for Current FY and Previous Financial Year.

Benefits	FY 2023-24			FY 2022-23		
	No. of employees covered as a % of total employees	No. of workers covered as a % of total workers	Deducted and deposited with the authority (Y/N/N.A.)	No. of employees covered as a % of total employees	No. of workers covered as a % of total workers	Deducted and deposited with the authority (Y/N/N.A.)
PF	100	100	Yes	100	100	Yes
Gratuity	100	100	Yes	100	100	Yes
Employees' State Insurance Benefits (ESI)	2%	100	Yes	3%	100	Yes

3. Accessibility of workplaces

Are the premises/offices of the entity accessible to differently abled employees and workers, as per the requirements of the Rights of Persons with Disabilities Act, 2016? If not, whether any steps are being taken by the entity in this regard.

Recognizing the diverse nature of the automotive industry workforce, TVSM champions inclusion through a dedicated set of practices and initiatives for Persons with Disabilities (PwD). This commitment is driven from the top, with senior leadership actively promoting Diversity and Inclusion (D&I) efforts. TVSM focuses on several key areas to create a more inclusive work environment for PwD:

- Accessible Infrastructure: All common areas across TVSM facilities are wheelchair-friendly, ensuring ease of movement for employees.
- Strategic Hiring: The Company establishes hiring partnerships to create opportunities for PwD candidates.
- Role Mapping: Roles are mapped to identify suitable opportunities for PwD applicants based on their skills and qualifications.
- Continuous Learning: Leaders, managers, and teams undergo ongoing sensitization training to foster a more inclusive workplace culture for PwD colleagues.
- Communication Accessibility: Pioneering initiatives like Sign Language Training and technology-enabled translation tools bridge communication gaps.
- Support Services: TVSM provides assistive devices, modified washrooms & toilets, and reasonable accommodations to empower PwD employees.
- Career Development: The Company supports the career progression of PwD employees by offering equal opportunities for growth and advancement.
- Recognition and Achievements: TVSM acknowledges and celebrates the achievements of its PwD workforce.

4. Does the entity have an equal opportunity policy as per the Rights of Persons with Disabilities Act, 2016? If so, provide a web-link to the policy.

Yes, policies as per Rights of Persons with Disabilities Act, 2016 are published on the intranet.

5. Return to work and Retention rates of permanent employees and workers that took parental leave.

Gender	Permanent employees		Permanent workers	
	Return to work rate	Retention rate	Return to work rate	Retention rate
Male	95.16%	98.40%	100%	100%
Female	76.92%	100%	0.00%	0.00%
Total	93.97%	98.56%	100%	100%

6. Is there a mechanism available to receive and redress grievances for the following categories of employees and worker?

Yes

If yes, give details of the mechanism in brief.

	Yes/No (If yes, then give details of the mechanism in brief)	Remark
Permanent Workers	Yes	TVSM has various Committees within the plants that include representation from both management and worker representatives to address and manage grievances, such as the POSH Committee, the Ethics Committee, and so on. Depending on the nature and severity of the issue, the committee will escalate a grievance to the appropriate level of authority, such as the HOD, ER Head, or Plant HR Head, if it remains unresolved. The Company's whistleblower policy provides a formal platform for sharing grievances on a variety of topics. The employee induction program also sensitizes new recruits to the various mechanisms.
Other than Permanent Workers	Yes	
Permanent Employees	Yes	Company has various redressal mechanisms in place for addressing grievances. Policies such as prevention, prohibition, and redressal of sexual harassment of women at the workplace have a POSH Internal Committee (PIC) in compliance with the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013. The policy on the same is placed on the Company's website. Members of the Company's PIC are responsible for conducting inquiries pertaining to such complaints. The Company, on a regular basis sensitizes its employees on the prevention of sexual harassment at the workplace through workshops, group meetings, online training modules and awareness programs which are held on a regular basis. The Company also has an Ethics committee to deal with Code of Business Conduct & Ethics violation incidents.
Other than Permanent Employees	Yes	

7. Membership of employees and worker in association(s) or Unions recognised by the listed entity:

Category	FY 2023-24			FY 2022-23		
	Total employees/workers in respective category (A)	No. of employees/workers in respective category, who are part of association(s) or Union (B)	% (B/A)	Total employees/workers in respective category (C)	No. of employees/workers in respective category, who are part of association(s) or Union (D)	% (D/C)
Total Permanent Employees	4129	0	0.00	3559	0	0.00
- Male	3579	0	0.00	3134	0	0.00
- Female	550	0	0.00	425	0	0.00
- Others	0	0	0.00	0	0	0.00
Total Permanent Workers	1851	1851	100.00	1897	1897	100.00
- Male	1850	1850	100.00	1896	1896	100.00
- Female	1	1	100.00	1	1	100.00
- Others	0	0	0.00	0	0	0.00

8. Details of training given to employees and workers:

Category	FY 2023-24					FY 2022-23				
	Total (A)	On Health and safety measures		On Skill Upgradation		Total (D)	On Health and safety measures		On Skill upgradation	
		No. (B)	% (B/A)	No. (C)	% (C/A)		No. (E)	% (E/D)	No. (F)	% (F/D)
Employees										
Male	3579	3579	100.00	3579	100.00	3321	3321	100.00	3321	100.00
Female	550	550	100.00	550	100.00	452	452	100.00	452	100.00
Others	0	0	0.00	0	0.00	0	0	0.00	0	0.00
Total	4129	4129	100.00	4129	100.00	3773	3773	100.00	3773	100.00
Workers										
Male	1850	1847	99.84	1847	99.84	1896	1896	100.00	1896	100.00
Female	1	1	100.00	1	100.00	1	1	100.00	1	100.00
Others	0	0	0.00	0	0.00	0	0	0.00	0	0.00
Total	1851	1848	99.84	1848	99.84	1897	1897	100.00	1897	100.00

9. Details of performance and career development reviews of employees and worker:

Category	FY 2023-24 ²			FY 2022-23		
	Total (A)	No. (B)	% (B/A)	Total (C)	No. (D)	% (D/C)
Employees						
Male	3579	3579	100.00	3134	3134	100.00
Female	550	550	100.00	425	425	100.00
Others	0	0	0.00	0	0	0.00
Total	4129	4129	100.00	3559	3559	100.00
Workers						
Male	1850	1850	100.00	1896	1896	100.00
Female	1	1	100.00	1	1	100.00
Others	0	0	0.00	0	0	0.00
Total	1851	1851	100.00	1897	1897	100.00

Note:

²The percentage calculated is based on the data between April'23 to Dec'23

10. Health and Safety Management System.

a. Whether an occupational health and safety management system has been implemented by the entity? (Yes/ No).

Yes

If yes, the coverage of such a system?

TVSM prioritizes the well-being of its employees through a comprehensive Occupational Health and Safety (OH&S) management system. This system incorporates global best practices and encompasses both occupational health and environmental management.

100% TVSM manufacturing units are ISO 45001:2018 certified, demonstrating our commitment to the highest standards in OH&S. This certification ensures that all categories of employees working in these units are covered by the system's protocols and safeguards.

b. What are the processes used to identify work-related hazards and assess risks on a routine and non-routine basis by the entity?

Hazard identification and risk assessment (HIRA) system exists for this purpose. Regular health and safety audits, safety surveys, periodic occupational health surveillance are conducted.

This is formed as a part of ISO 45001: 2018 standard implementation. It involves identifying potential hazards, assessing their likelihood and severity of harm, and developing control measures to mitigate risks.

The activities include both routine and non-routine activities.

c. Whether you have processes for workers to report the work-related hazards and to remove themselves from such risks. (Yes/No)

Yes. TVSM encourages employees to report unsafe or unhealthy conditions at the workplace to their immediate supervisor or directly to the safety department. The safety department will promptly investigate the situation, take appropriate corrective action, and update the HIRA document accordingly.

d. Do the employees/ worker of the entity have access to non-occupational medical and healthcare services? (Yes/ No)

Yes. TVSM Occupational Health Centre (OHC) is accessible 24/7 to all categories of employees, including contract workers. The OHC provides treatments for work-related and beyond injuries and illnesses.

11. Details of safety related incidents, in the following format:

Safety Incident/Number	Category	FY 2023-24 ³	FY 2022-23
Lost Time Injury Frequency Rate (LTIFR) (per one million-person hours worked)	Employees	0.00	0.11
	Workers	0.39	0.12
Total recordable work-related injuries	Employees	0.00	0.00
	Workers	4	0.00
No. of fatalities	Employees	0	0
	Workers	0	0
High consequence work-related injury or ill-health ⁴ (excluding fatalities)	Employees	0	0
	Workers	11	0

Note:

3: The inclusion of contract workers in the data, alongside employees and regular workers, has led to a discrepancy in the overall incident rate compared to fiscal year 22-23.

4: Recordable work-related injuries and illnesses are those that result in one or more of the following: medical treatment beyond first aid, for more than 48 hours.

12. Describe the measures taken by the entity to ensure a safe and healthy workplace

TVSM prioritizes a safe and healthy work environment for all employees through a multi-layered approach. This proactive strategy focuses on preventing accidents and injuries before they occur. Key elements of the program include:

Risk Management:

- HIRA: This comprehensive process identifies and mitigates potential hazards throughout the workplace.
- Ergonomic Surveys: These surveys ensure workstations are designed to promote employee well-being and prevent musculoskeletal disorders.
- Industrial Hygiene Audits: Regular audits assess and address potential health risks associated with environmental factors in the workplace.

Compliance and Best Practices:

- ISO 45001:2018 Certification: TVSM adheres to the rigorous standards of this internationally recognized occupational health and safety management system.
- Statutory Compliance: The Company maintains full compliance with all relevant health and safety regulations.

Employee Training and Engagement:

- Training: Employees receive comprehensive training on safety topics including behavioural safety, fire safety, and process safety.
- Safety Committees and Meetings: Employee-led safety committees and regular safety meetings foster a culture of safety awareness and participation.
- Feedback and Reporting: A robust system encourages employees to report safety concerns, near misses, and provide feedback for continuous improvement.
- Regular internal and external audits ensure the ongoing effectiveness of the program and compliance with all health and safety regulations.

13. Number of Complaints on the following made by employees and workers:

	FY 2023-24			FY 2022-23		
	Filed during the year	Pending resolution at the end of year	Remarks	Filed during the year	Pending resolution at the end of year	Remarks
Working Conditions	Nil	Nil		Nil	Nil	
Health & Safety	Nil	Nil		Nil	Nil	

14. Assessments for the year:

	% of your plants and offices that were assessed (by entity or statutory authorities or third parties)
Health and safety practices	100
Working Conditions	100

15. Provide details of any corrective action taken or underway to address safety-related incidents (if any) and on significant risks/concerns arising from assessments of health & safety practices and working conditions.

TVSM engaged with Dupont Safety System (dss+), to roll out a comprehensive safety culture transformation program across its four manufacturing sites. This collaborative effort aims to:

- Establish and Continuously Improve Safety Systems and Programs: The partnership focuses on creating best-in-class safety systems and programs to create a significant positive impact on safety culture within the organization.
- Integrated Approach: Adopt an integrated approach designed to foster a robust safety ecosystem across all four manufacturing sites.

LEADERSHIP INDICATORS

1. Does the entity extend any life insurance or any compensatory package in the event of death of

a. Employees (Yes/No) Yes.

The Company provides a comprehensive employee benefits package, including a death benefit scheme, group personal accident coverage, and all statutory benefits.

b. Workers (Y/N). Yes

The Company provided benefit like Family relief fund, group personal accident coverage and all other benefits in line with statutory provisions.

2. Provide the measures undertaken by the entity to ensure that statutory dues have been deducted and deposited by the value chain partners.

No such incidents report in FY 23-24

3. Provide the number of employees/workers having suffered high consequence work-related injury/ill-health/fatalities (as reported in Q11 of Essential Indicators above), who have been rehabilitated and placed in suitable employment or whose family members have been placed in suitable employment:

	Total no. of affected employees/workers		No. of employees/workers that are rehabilitated and placed in suitable employment or whose family members have been placed in suitable employment	
	FY 2023-24	FY 2022-23	FY 2023-24	FY 2022-23
Employees	0	0	Not Applicable	Not Applicable
Workers	11	0	0	Not Applicable

4. Does the entity provide transition assistance programs to facilitate continued employability and the management of career endings resulting from retirement or termination of employment? (Yes/ No)

No

5. Details on assessments of value chain partners

	% of value chain partners (by value of business done with such partners) that were assessed ⁵
Health and safety practices	27%
Working Conditions	27%

Note:

5: Detailed break-up: 19% suppliers and 8% Dealers.

TVS actively collaborates with its value chain partners. This commitment is demonstrated through social accountability audits conducted at supplier facilities to identify and address potential issues related to health, safety, and working conditions, as well as by integrating cutting-edge technology into TVSM products.

6. Provide details of any corrective actions taken or underway to address significant risks/ concerns arising from assessments of health and safety practices and working conditions of value chain partners.

TVSM is committed to promote safe and healthy working conditions throughout our supply chain. The Company actively identifies and addresses potential risks through assessments of its value chain partners' health and safety practices. Key risks identified and corrective actions rolled out are:

- **Machine Guarding:** The Company identified a concern regarding machine safety guarding at high-risk operations in some supplier facilities. To address this, the suppliers were advised to implement appropriate machine safety guards to protect workers from potential hazards.
- **Fire Safety for EV Dealers:** The Company recognizes the importance of fire safety for electric vehicle (EV) dealerships. The dealers are required to install fire and smoke detection systems to mitigate potential risks.
- **Road Safety:** The company conducts awareness programs to sensitize its logistics and transportation partners on best practices for safe driving.

PRINCIPLE 4

BUSINESSES SHOULD RESPECT THE INTERESTS OF AND BE RESPONSIVE TO ALL ITS STAKEHOLDERS

ESSENTIAL INDICATORS

1. Describe the processes for identifying key stakeholder groups of the entity.

The Company continuously expands its proactive engagement with all the stakeholder groups. The Company prioritises engagement as an integral part of partnership building and aims to institutionalize a structured approach through a formal process of Stakeholder Engagement. This is a detailed process of engagement with them identifying their risks, concern, challenges and future prospective.

2. List stakeholder groups identified as key for your entity and the frequency of engagement with each stakeholder group.

Stakeholder Group	Whether identified as Vulnerable & Marginalized Group (Yes/No)	Channels of communication (Email, SMS, Newspaper, Pamphlets, Advertisement, Community Meetings, Notice Board, Website), Other	Frequency of engagement (Annually/ Half yearly/ Quarterly/ others - please specify)	Purpose and scope of engagement including key topics and concerns raised during such engagement
Customers	No	Email, SMS, Newspapers and Advertisements, showroom enquiries, customer satisfaction surveys, after-sale services	Monthly	Regular engagement with customers, satisfaction assessments, and various market studies help identify principal concerns. These concerns encompass product and service excellence, prompt delivery, competitive pricing, and the fuel economy of vehicles

Stakeholder Group	Whether identified as Vulnerable & Marginalized Group (Yes/No)	Channels of communication (Email, SMS, Newspaper, Pamphlets, Advertisement, Community Meetings, Notice Board, Website), Other	Frequency of engagement (Annually/ Half yearly/ Quarterly/ others - please specify)	Purpose and scope of engagement including key topics and concerns raised during such engagement
Dealers	No	E-mail	Monthly	The ambit covers managing dealer systems, organizing dealer and cluster gatherings, providing training on the latest products and Company guidelines, conducting facility tours, and maintaining regular communication. Primary issues involve product quality, pricing and margins, product management, technological advancements, catering to varied customer needs, and the availability of skilled personnel
Employees	No	Email, SMS, Notice board, policies, codes and procedures	Monthly, quarterly, and annual as applicable	The scope encompasses conducting performance evaluations, employee engagement, managing grievance procedures, and facilitating trainings and workshops. Central issues include strategies for career development and effectively communicating policies related to employees.
Workers	No	Notice Board, Forums, Committee meetings, consultative collective bargaining process	Monthly	The activities include internal forums, sessions with the Director and CEO, and meetings of the plant safety Committee. Principal issues cover resolving grievances, addressing occupational health and safety matters, along with additional employee benefits.
Community	No	Community Meetings	Continuous	The focus is on evaluating community requirements, engaging in village events, attending gram sabha meetings, and executing community programs by the SST. Chief concerns include public health and sanitation, infrastructure development, employment opportunities, and educational enhancement
Policy Makers	No	Email, meetings	As-needed basis	Involvement in policy advocacy and collaboration with industry associations.
Regulatory Bodies	No	Email, meetings	As-needed basis	The process involves submitting reports, conducting inspection tours, and holding meetings as required by directives. The main issues concern adherence to regulations and maintaining clarity in reporting.
Shareholders/ Investors	No	Email, Website, Meetings, AGMs, Analyst calls etc	Quarterly and annual	The scope encompasses participating in investor forums, managing corporate communications, conducting annual general meetings, and producing annual reports. Key issues include the Company's strategic direction and performance, future objectives & ESG performance, and shareholder returns.
Vendors, Transporters and Suppliers/Service Providers	No	Email, Meetings	Monthly	Initiatives by the supplier development group, such as supplier encounters, visits and assessments, are underway. The main issues being addressed include enhancing communication within the supply chain about strategic planning and updates on rejected financial transactions; coordinating schedules; coping with variable order quantities; securing proactive participation from suppliers in achieving new product development goals; as well as implementing a system for supplier performance recognition and rewards

LEADERSHIP INDICATORS

1. Provide the processes for consultation between stakeholders and the Board on economic, environmental, and social topics or if consultation is delegated, how feedback from such consultations is provided to the Board.

Respective business/functional heads engage with the stakeholders on various ESG topics and the relevant feedback from such consultation is shared with the Board, wherever applicable.

2. Whether stakeholder consultation is used to support the identification and management of environmental, and social topics (Yes/No).

Yes, TVSM has a structured approach to stakeholder engagement, focusing on environmental, social, and governance (ESG) topics. This process facilitates communication between stakeholders and the Board of Directors.

Engagement Activities:

- Regular Meetings and Discussions: Business and functional heads engage with stakeholders through regular meetings and open dialogues.
- Surveys and Feedback Mechanisms: TVSM utilizes surveys and other feedback mechanisms to gather stakeholder perspectives.

Utilizing Stakeholder Input:

- Data Analysis and Insights: Feedback from these engagements is compiled, analysed, and transformed into actionable insights and recommendations.
- Informing Board Decisions: Relevant stakeholder insights are presented to the Board to inform decision-making processes, promoting consideration of stakeholder interests and concerns.

If so, provide details of instances as to how the input received from stakeholders on these topics were incorporated into policies and activities of the entity.

Stakeholder consultation is indeed used to support the identification and management of environmental, and social topics at TVSM. In FY 23-24, TVS conducted an internal materiality assessment to identify its ESG (Environmental, Social & Governance) focus areas. Some of the topics identified through this process were:

- Climate Change
- Energy & Emissions Management
- Water and Wastewater Management
- Resource Management
- Biodiversity
- Product Stewardship (Innovation, Product Safety and Life Cycle Emissions)

3. Provide details of instances of engagement with, and actions taken to, address the concerns of vulnerable/ marginalized stakeholder groups.

TVSM prioritizes social responsibility and actively collaborates with local communities. Through direct engagement and third-party assessments, the Company gathers feedback from the communities to tailor its Corporate Social Responsibility (CSR) initiatives. Delivered in partnership with SST, its CSR arm, these initiatives address current and future community needs, fostering a sustainable and positive impact. SST's "Inclusive Change" program focuses on the following areas for development:

- Environment: SST raises awareness about environmental issues like soil erosion and deforestation while promoting tree plantation and sustainable agricultural practices. It engages and encourages farmers to promote sustainable agriculture and climate resilience.
- Preventive healthcare programs prioritize maternal and child health, promoting better nutrition and access to essential care. Simple solutions like building toilets, providing clean water, and encouraging hygiene practices help prevent disease.
- SST empowers individuals and self-help groups to access government programs designed to lift them out of poverty. The goal is to foster self-sufficiency and enable communities to leverage government support for long-term success.
- Social Development: SST supports initiatives that enhance overall social well-being within the communities.
- Education: SST works to ensure children have access to quality education.

PRINCIPLE 5

BUSINESSES SHOULD RESPECT AND PROMOTE HUMAN RIGHTS

ESSENTIAL INDICATORS

1. Employees and workers who have been provided training on human rights issues and policy(ies) of the entity, in the following format:

Category	FY 2023-24			FY 2022-23		
	Total (A)	No. of employees/ workers covered (B)	% (B/A)	Total (C)	No. of employees/ workers covered (D)	% (D/C)
Employees						
Permanent	4129	4129	100.00	3559	3559	100.00
Other than permanent	256	256	100.00	214	214	100.00
Total Employees	4385	4385	100.00	3773	3773	100.00
Workers						
Permanent	1850	1850	100.00	1896	1896	100.00
Other than permanent	1	1	100.00	1	1	100.00
Total Workers	1851	1851	100.00	1897	1897	100.00

2. Details of minimum wages paid to employees and workers, in the following format

Category	FY 2023-24					FY 2022-23				
	Total (A)	Equal to Minimum Wage		More than Minimum Wage		Total (D)	Equal to Minimum Wage		More than Minimum Wage	
		No. (B)	% (B/A)	No. (C)	% (C/A)		No. (E)	% (E/D)	No. (F)	% (F/D)
Employees										
Permanent	4129	0	0.00	4129	100.00	3559	0	0.00	3559	100.00
Male	3579		0.00	3579	100.00	3134		0.00	3134	100.00
Female	550		0.00	550	100.00	425		0.00	425	100.00
Others			0.00		0.00			0.00		0.00
Other than permanent	256	0	0.00	256	100.00	214	0	0.00	214	100.00
Male	221		0.00	221	100.00	187		0.00	187	100.00
Female	35		0.00	35	100.00	27		0.00	27	100.00
Others			0.00		0.00			0.00		0.00
Workers										
Permanent	1851	0	0.00	1851	100.00	1897	0	0.00	1897	100.00
Male	1850	0	0.00	1850	100.00	1896	0	0.00	1896	100.00
Female	1	0	0.00	1	100.00	1	0	0.00	1	100.00
Others	0	0	0.00	0	0.00	0	0	0.00	0	0.00
Other than permanent	10003	0	0.00	10003	100.00	6186	0	0.00	6186	100.00
Male	8985	0	0.00	8985	100.00	5569	0	0.00	5569	100.00
Female	1018	0	0.00	1018	100.00	617	0	0.00	617	100.00
Others	0	0	0.00	0	0.00	0	0	0.00	0	0.00

3. Details of remuneration/salary/wages, in the following format:

a. Median remuneration/wages:

	Male		Female	
	Number	Median remuneration/salary/wages of respective category	Number	Median remuneration/salary/wages of respective category
Board of Directors (BoD)	9	40,20,000	2	11,12,000
Key Managerial Personnel	2	2,60,90,000	-	-
Employees other than BoD and KMP	3649	16,00,000	559	13,00,000
Workers	1850	8,00,000	1	7,00,000

b. Gross wages paid to females as % of total wages paid by the entity, in the following format:

	FY 2023-24	FY 2022-23
Gross wages paid to females as % of total wages	5.75%	4.51%

4. Do you have a focal point (Individual/ Committee) responsible for addressing human rights impacts or issues caused or contributed to by the business? (Yes/No)

Yes, At the plant level, TVSM has committees that deal with human rights impacts or issues. International human rights conventions such as the Universal Declaration of Human Rights, the International Labour Organization's Declaration on Fundamental Principles and Rights at Work, and the United Nations Guiding Principles on Business and Human Rights align the Company's human rights policy.

5. Describe the internal mechanisms in place to redress grievances related to human rights issues.

TVSM prioritizes a workplace culture that fosters respect for human rights and promotes fair and ethical business and employment practices. This commitment extends to all individuals, regardless of their ethnicity, religion, caste, gender, sexual orientation, race, disability, employment classification, or any other factor. The Company strives to create a safe and inclusive work environment where everyone feels valued and respected.

6. Number of Complaints on the following made by employees and workers:

	FY 2023-24			FY 2022-23		
	Filed during the year	Pending resolution at the end of year	Remarks	Filed during the year	Pending resolution at the end of year	Remarks
Sexual Harassment	1	1	Enquiry in Progress	0	0	
Discrimination at workplace	0	0		0	0	
Child Labour	0	0		0	0	
Forced Labour/Involuntary Labour	0	0		0	0	
Wages	0	0		0	0	
Other human rights related issues	0	0		0	0	

7. Complaints filed under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013, in the following format:

	FY 2023-24	FY 2022-23
Total Complaints reported under Sexual Harassment on of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 (POSH)	1	0
Complaints on POSH as a % of female employees/workers	0.17	0
Complaints on POSH upheld	1	0

8. Mechanisms to prevent adverse consequences to the complainant in discrimination and harassment cases.

The Company assures confidentiality and protection to the complainant in furtherance, any attempts to intimidate the complainant would be treated as a violation of code of conduct. All complaints are handled in time bound manner.

9. Do human rights requirements form part of your business agreements and contracts? (Yes/No)

Yes. Agreements obligate the service provider to comply with all statutory and regulatory rules, such as the human right to a safe working environment and timely payment of dues.

10. Assessment for the year 2023-24

	% of your plants and offices that were assessed (by entity or statutory authorities or third parties) ⁶
Child labour	100
Forced/involuntary labour	100
Sexual harassment	100
Discrimination at workplace	100
Wages	100

Note:

6: In FY 23-24, all plants and offices underwent statutory audits, ensuring complete compliance with statutory laws, regulatory requirements, and labour laws and rules

11. Provide details of any corrective actions taken or underway to address significant risks/ concerns arising from the assessments at Question 10 above.

Not Applicable

LEADERSHIP INDICATORS

1. Details of a business process being modified/introduced as a result of addressing human rights grievances/complaints.

In FY24, TVSM hasn't received any human rights complaints. The Company has established a process to monitor and ensure the protection of human rights within the organization. As part of its learning and development efforts, the Company works on a variety of compliance regulations, such as a code of conduct, sexual harassment prevention, and a Fair Practices Policy. TVSM has an annual certification system to ensure that staff continue to receive this training to raise awareness and sensitize them.

2. Details of the scope and coverage of any Human rights due diligence conducted.

TVSM places a high value on social responsibility and is dedicated to maintaining human rights across all its operations. The Company's plants are all SA 8000: 2014 certified, which is a testament to its commitment to principles of social accountability. Moreover, TVSM's position among the top 50 in the Great Place to Work (GPTW) survey underscores its emphasis on the well-being of its employees.

The Company also acknowledges the significance of Human Rights Due Diligence (HRDD) as an essential instrument for detecting and alleviating potential human rights risks within its operations and supply chain. Currently, the Company is refining its approach to address human rights issues. Concurrently, it is seeking a reputable agency partner skilled in conducting Human Rights assessments in accordance with globally accepted frameworks such as the UN Guiding Principles on Business and Human Rights (UNGPs).

3. Is the premise/office of the entity accessible to differently abled visitors, as per the requirements of the Rights of Persons with Disabilities Act, 2016?

Yes

4. Details on assessment of value chain partners:

TVSM is committed to upholding social accountability principles and has demonstrated this commitment by obtaining SA8000: 2014 certification for all its plants. This certification is a testament to the Company's dedication to maintaining human rights and social responsibility throughout its operations.

As part of its commitment to social accountability, TVSM conducts various awareness programs for its value chain partners. These programs aim to educate and inform partners about the principles of social accountability and the importance of adhering to them. In FY 23-24, 52 of its suppliers are assessed under SA 8000

5. Provide details of any corrective actions taken or underway to address significant risks/ concerns arising from the assessments at Question 4 above.

Following SA8000 audits, TVSM categorizes suppliers based on their risk profile:

- Green: Low-risk suppliers demonstrate strong adherence to social accountability principles.
- Amber: Medium-risk suppliers have identified areas for improvement
- Red: High-risk suppliers require significant improvement in their social accountability practices.

The Company allows adequate time for suppliers under high risk and medium risk categories to implement corrective actions.

PRINCIPLE 6

BUSINESSES SHOULD RESPECT AND MAKE EFFORTS TO PROTECT AND RESTORE THE ENVIRONMENT

ESSENTIAL INDICATORS

1. Details of total energy consumption (in Joules or multiples) and energy, in the following format:

Parameter	Please specify unit	FY 2023-24 ⁸	FY 2022-23
From renewable sources			
Total electricity consumption (A)	Gigajoules	306833.17	296430.00
Total fuel consumption (B)	Gigajoules	0	0
Energy consumption through other sources (C)	Gigajoules	0	0
Total energy consumed from renewable sources (A+B+C)	Gigajoules	306833.17	296430.00
From non-renewable sources			
Total electricity consumption (D)	Gigajoules	22,499.84	40913.92
Total fuel consumption (E)	Gigajoules	299342.59	290369.94
Energy consumption through other sources (F)	Gigajoules	0	0
Total energy consumed from non-renewable sources (D+E+F)	Gigajoules	3,21,842.43	331283.86
Total energy consumed (A+B+C+D+E+F)	Gigajoules	6,28,675.60	627713.86
Energy intensity per rupee of turnover (Total energy consumed/Revenue from operations)	Gigajoules	19.78	23.8
Energy intensity per rupee of turnover adjusted for Purchasing Power Parity (PPP) (Total energy consumed/Revenue from operations adjusted for PPP)	Gigajoules	588.65	744.15
Energy intensity in terms of physical output (Goods sold: (GJ/No of goods))	Gigajoules	0.15	0.17
Energy intensity (optional) the relevant metric may be selected by the entity. {Employee (GJ/No of employees)}	Gigajoules	38.71	48.66

Note:

8: For FY 23-24, the reporting scope was expanded to encompass the corporate office, test tracks, and the Institute of Quality Learning and Development (IQL)

Note: Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? (Y/N)

Yes

If yes, name of the external agency.

Bureau Veritas India (Private) Limited

2. Does the entity have any sites/facilities identified as designated consumers (DCs) under the Performance, Achieve and Trade (PAT) Scheme of the Government of India? (Yes/No) If yes, disclose whether targets set under the PAT scheme have been achieved. In case targets have not been achieved, provide the remedial action taken, if any

Not Applicable

3. Provide details of the following disclosures related to water, in the following format:

Parameter	Please specify unit	FY 2023-24	FY 2022-23
Water withdrawal by source (in kilolitres)			
(i) Surface water	kilolitres	16329	27497
(ii) Groundwater	kilolitres	540422	500024
(iii) Third party water	kilolitres	18533 ⁹	2058
(iv) Seawater/desalinated water	kilolitres	0	0
(v) Others	kilolitres	0	0
Total volume of water withdrawal (in kilolitres) (i + ii + iii + iv + v)	kilolitres	575284	529579
Total volume of water consumption (in kilolitres)	kilolitres	751457	746550
Water intensity per rupee of turnover (Water consumed/turnover)	kilolitres	23.65	28.30
Water intensity per rupee of turnover adjusted for Purchasing Power Parity (PPP) (Total water consumption/Revenue from operations adjusted for PPP)	kilolitres	703.33	885.03
Water intensity in terms of physical output {Goods sold: (KL/No of goods)}	kilolitres	0.17	0.20
Water intensity (optional) - the relevant metric may be selected by the entity {Employee (KL/No of employees)}	kilolitres	46.27	57.84

Note:

9: Re-classification of water supply from Kabini water reservoir in Mysuru under Third party water

10: Value chain water footprint: Dealers (downstream)- 1840643 kiloliters

Note: Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? (Yes/No)

Yes

If yes, name of the external agency.

Bureau Veritas India (Private) Limited

4. Provide the following details related to water discharged:

Water discharge by destination and level of treatment (in kilolitres)	UoM	2023-24	2022-23
(i) To Surface water	kilolitres	0	0
- No treatment	kilolitres	0	0
- With treatment - please specify level of treatment	kilolitres	0	0
(ii) To Groundwater	kilolitres	0	0
- No treatment	kilolitres	0	0
- With treatment - please specify level of treatment	kilolitres	0	0
(iii) To Seawater	kilolitres	0	0
- No treatment	kilolitres	0	0
- With treatment - please specify level of treatment	kilolitres	0	0
(iv) Sent to third parties	kilolitres	0	0
- No treatment	kilolitres	0	0
- With treatment - please specify level of treatment	kilolitres	0	0
(v) Others	kilolitres	326112.00	286312.00
- No treatment	kilolitres	0	0
- With treatment - please specify level of treatment (Tertiary treatment inhouse zero liquid discharge) ¹¹	kilolitres	326112	286312
Total water discharged (in kilolitres)	kilolitres	326112.00	286312.00

Note:

11: The quantity reported in others is majorly tertiary treated sewage which is used for green belt development inside the factory premises.

Note: Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? (Yes/No)

Yes

If yes, name of the external agency.

Bureau Veritas India (Private) Limited

5. Has the entity implemented a mechanism for Zero Liquid Discharge?

Yes

If yes, provide details of its coverage and implementation.

TVSM prioritizes water conservation and responsible wastewater management across its manufacturing facilities.

- Hosur and Mysuru Plants: These facilities utilize a cutting-edge Zero Liquid Discharge (ZLD) system. This multi-stage system effectively treats wastewater, minimizing environmental impact. The ZLD system incorporates pre-treatment, followed by a combination of spiral and plate-tube Reverse Osmosis (RO) membranes, and finally a multi-effect evaporator to ensure minimal liquid waste discharge.
- Nalagarh Plant: This plant employs a multi-stage RO-based effluent treatment plant. The treated wastewater is then recycled and reused back into the production process, further reducing freshwater consumption.

6. Please provide details of air emissions (other than GHG emissions) by the entity, in the following format:

Parameter	Please specify unit	FY 2023-24	FY 2022-23
NOx	MT	55.08 ¹²	44.41
Sox	MT	78.51	90.32
Particulate matter (PM)	MT	111.92 ¹³	89.39
Persistent organic pollutants (POP)		0	0
Volatile organic compounds (VOC)	PMP	4.3	4.0
Hazardous air pollutants (HAP)		0	0

Note:

12 and 13: Increase in PM & NOx due to revalidation of emission load calculations at Mysuru site and inclusion of point emission sources that were not considered in FY 22-23. Data for FY22-23 has been revised and updated by re-evaluating the accurate figures.

Note: Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? (Yes/No)

If yes, name of the external agency.

Bureau Veritas India (Private) Limited

7. Provide details of greenhouse gas emissions (Scope 1 and Scope 2 emissions) & its intensity, in the following format:

Parameter	Unit (Metric tonnes of CO ₂ equivalent)	FY 2023-24 ¹⁴	FY 2022-23
Total Scope 1 emissions (Break-up of the GHG into CO ₂ , CH ₄ , N ₂ O, HFCs, PFCs, SF6, NF3, if available ¹⁵)	tCO ₂ e	22693.34 (CO ₂ – 0.85) (CH ₄ – 11.83) (N ₂ O – 1987.26) (HFCs-22 – 171.42) (ODS – 313.73)	19046
Total Scope 2 emissions ¹⁶ (Break-up of the GHG into CO ₂ , CH ₄ , N ₂ O, HFCs, PFCs, SF6, NF3, if available)	tCO ₂ e	4437.47	9584.32
Total Scope 1 and Scope 2 emissions per rupee of turnover	tCO ₂ e/ INR Mn	0.85	1.09
Total Scope 1 and Scope 2 emission intensity per rupee of turnover adjusted for Purchasing Power Parity (PPP) (Total Scope 1 and Scope 2 GHG emissions/Revenue from operations adjusted for PPP)		28.28	33.94
Total Scope 1 and Scope 2 emission intensity in terms of physical output (Goods sold (tCO ₂ e/No of goods))	(tCO ₂ e/No of goods)	0.01	0.01
Total Scope 1 and Scope 2 emission intensity (optional) - the relevant metric may be selected by the entity (Employee (tCO ₂ e/No of employees))	tCO ₂ e/No of employees	1.67	2.22

Note:

14: Redefined the boundary to include corporate office, test tracks and Institute of Quality and Leadership

15: Emissions from Ozone Depleting Substances (ODS), Refrigerants and CO₂ have been accounted in scope 1 emissions

16: Grid emission factor revised as per the Central Electricity Authority (CEA) grid emission factor published in December 2023

Note: Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? (Yes/No)

If yes, name of the external agency.

Bureau Veritas India (Private) Limited

8. Does the entity have any project related to reducing Green House Gas emission? If yes, then provide details.

Yes

TVSM is committed to reducing its environmental footprint and conserving energy resources. The Company implements several key initiatives to achieve this goal:

- Expanding Renewable Energy Use: TVSM is actively increasing its reliance on renewable energy sources. This includes augmenting its solar energy capacity and procuring green power through the Indian Energy Exchange. These efforts help to reduce dependence on fossil fuels and associated emissions.
- Waste Heat Recovery: The Company utilizes innovative technologies like Regenerative Thermal Oxidizers (RTOs) and heat recovery systems from air compressors. These systems capture waste heat and re-use it within the production process, improving overall energy efficiency.
- Energy Efficiency Upgrades: TVSM implements ongoing projects to optimize energy consumption. For example, converting traditional induction motor-based blowers to more energy-efficient DC blowers demonstrates this commitment.

9. Provide details related to waste management by the entity, in the following format:

Parameter	Parameter	FY 2023-24	FY 2022-23
Total Waste generated (in metric tonnes)			
Plastic waste (A)	metric tonnes	504.31	407.3
E-waste (B)	metric tonnes	29.33	24.35
Bio-medical waste (C)	metric tonnes	0.39	0.37
Construction and demolition waste (D)	metric tonnes	0	0
Battery waste (E)	metric tonnes	114.17	62.5
Radioactive waste (F)	metric tonnes	0	0
Other Hazardous waste. Please specify, if any. (G) – Used Oil, Waste containing traces of oil, Phosphate Sludge, Spent Solvents, Used Containers, Chemical Sludge, Paints Sludge, ATFD salt	metric tonnes	4190.03	4326.98
Other Non-hazardous waste generated (H) – Metallic waste, Plastic Waste, Composite Fibre, Paper, Wood, Cardboard, Thermocol, Rubber	metric tonnes	12344.60	8485.68
Total (A+B + C + D + E + F + G + H)	metric tonnes	17182.82	13307.18
Waste intensity per rupee of turnover (Total waste generated/Revenue from operations)	metric tonnes	0.00000004	0.00000005
Waste intensity per rupee of turnover adjusted for Purchasing Power Parity (PPP) (Total waste generated/Revenue from operations adjusted for PPP)	metric tonnes	15.49	15.78
Waste intensity in terms of physical output {Goods sold (Tonne/No of goods)}		0.0041	0.004
Waste intensity (optional) the relevant metric may be selected by the entity {Employee (Tonne/No of employees)}		1.06	1.03
For each category of waste generated, total waste recovered through recycling, re-using or other recovery operations (in metric tonnes)			
Category of waste			
(i) Recycled	metric tonnes	14186.21	10158.86
(ii) Re-used	metric tonnes	0	0
(iii) Other recovery operations	metric tonnes	0	0
Total	metric tonnes	14186.21	10158.86
For each category of waste generated, total waste disposed by nature of disposal method (in metric tonnes)			
Category of waste			
(i) Incineration- BioMedical Waste	metric tonnes	0.41	0.37
(ii) Landfilling- Hazardous waste was disposed to TSDF facility at Nalagarh from Apr'23 till Dec'23	metric tonnes	80.09	81.32
(iii) Other disposal operations- The remaining hazardous waste disposed to cement industry for Co-Processing	metric tonnes	2902.035	3066.62
Total	metric tonnes	2982.53	3148.31

Note: Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? (Y/N)

Yes

If yes, name of the external agency.

Bureau Veritas India (Private) Limited

10. Briefly describe the waste management practices adopted in your establishments. Describe the strategy adopted by your company to reduce usage of hazardous and toxic chemicals in your products and processes and the practices adopted to manage such wastes.

TVSM implements a strict internal standard that limits the use of hazardous chemicals in all processes and products. This standard is developed to align with various national and international regulations on hazardous substances.

The Company has established a responsible hazardous waste management system. For the past eighteen years, hazardous waste generated at their facilities, including paint sludge, chemical sludge, phosphate sludge, and waste containing oil traces, has been co-processed in cement industries. This co-processing is assumed to meet relevant environmental regulations. For all other waste categories, TVSM utilizes authorized waste management agencies for disposal.

11. If the entity has operations/offices in/around ecologically sensitive areas (such as national parks, wildlife sanctuaries, biosphere reserves, wetlands, biodiversity hotspots, forests, coastal regulation zones etc.) where environmental approvals/clearances are required, please specify details in the following format:

S. No.	Location of operations/offices	Type of operations	Whether the conditions of environmental approval/clearance are being complied with? (Y/N)	If no, the reasons there of and corrective action taken, if any.
Not Applicable				

12. Details of environmental impact assessments of projects undertaken by the entity based on applicable laws, in the current financial year:

Name and brief details of project	EIA Notification No.	Date	Whether conducted by independent external agency (Yes/No)	Results communicated in public domain (Yes/No)	Relevant Web link
Not Applicable					

13. Is the entity compliant with the applicable environmental law/ regulations/ guidelines in India, such as the Water (Prevention and Control of Pollution) Act, Air (Prevention and Control of Pollution) Act, Environment protection act and rules thereunder (Yes/No). Yes

If not, provide details of all such non-compliances, in the following format:

S. No.	Specify the law/regulation/guidelines which was not complied with	Provide details of the non-compliance	Any fines/penalties/action taken by regulatory agencies such as pollution control boards or by courts	Corrective action taken, if any
Not Applicable				

LEADERSHIP INDICATORS

1 Water withdrawal, consumption and discharge in areas of water stress (in kilolitres):

TVSM does not operate in water stress areas.

For each facility/plant located in areas of water stress, provide the following information

- (i) Name of the area
- (ii) Nature of operations
- (iii) Water withdrawal, consumption and discharge in the following format:

Parameter	Please specify unit	FY 2023-24	FY 2022-23
Water withdrawal by source (in kilolitres)			
Surface water	kilolitres	Not applicable	Not applicable
Groundwater	kilolitres	Not applicable	Not applicable
Third party water	kilolitres	Not applicable	Not applicable
Seawater/desalinated water	kilolitres	Not applicable	Not applicable
Others	kilolitres	Not applicable	Not applicable
Total volume of water withdrawal (in kilolitres)	kilolitres	Not applicable	Not applicable
Total volume of water consumption (in kilolitres)	kilolitres	Not applicable	Not applicable
Water intensity per rupee of turnover (Water consumed/turnover)	kilolitres	Not applicable	Not applicable
Water intensity (optional) - the relevant metric may be selected by the entity	kilolitres	Not applicable	Not applicable
Water discharge by destination and level of treatment (in kilolitres)			
(i) Into Surface water			
- No treatment	kilolitres	Not applicable	Not applicable
- With treatment - please specify level of treatment	kilolitres	Not applicable	Not applicable
(ii) Into Groundwater			
- No treatment	kilolitres	Not applicable	Not applicable
- With treatment - please specify level of treatment	kilolitres	Not applicable	Not applicable

Parameter	Please specify unit	FY 2023-24	FY 2022-23
(iii) Into Seawater			
- No treatment	kilolitres	Not applicable	Not applicable
- With treatment - please specify level of treatment	kilolitres	Not applicable	Not applicable
(iv) Sent to third parties			
- No treatment	kilolitres	Not applicable	Not applicable
- With treatment - please specify level of treatment	kilolitres	Not applicable	Not applicable
(v) Others			
- No treatment	kilolitres	Not applicable	Not applicable
- With treatment - please specify level of treatment	kilolitres	Not applicable	Not applicable
Total water discharged (in kilolitres)	kilolitres	Not applicable	Not applicable

Note: Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? (Y/N)

If yes, name of the external agency.

2. Please provide details of total Scope 3 emissions & its intensity, in the following format: (In progress)

Parameter	Unit	FY 2023-24
Total Scope 3 emissions (Break-up of the GHG into CO ₂ , CH ₄ , N ₂ O, HFCs, PFCs, SF ₆ , NF ₃ , if available)	tCO ₂ e	2,27,00,763.36
Total Scope 3 emissions per rupee of turnover	tCO ₂ e/ INR Mn	713.41
Total Scope 3 emission intensity {Goods sold (tCO ₂ e/No of goods)}	tCO ₂ e/No of goods	5.41
Total Scope 3 emission intensity {Employee (tCO ₂ e/No of employees)}	tCO ₂ e/No. of employees	1396.25

Note: Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? (Y/N) - No

If yes, name of the external agency.

3. With respect to the ecologically sensitive areas reported at Question 10 of Essential Indicators above, provide details of significant direct & indirect impact of the entity on biodiversity in such areas along-with prevention and remediation activities.

Not Applicable

4. If the entity has undertaken any specific initiatives or used innovative technology or solutions to improve resource efficiency, or reduce impact due to emissions/effluent discharge/waste generated, please provide details of the same as well as outcome of such initiatives, as per the following format:

Sl. No	Initiative undertaken	Details of the initiative (Web-link, if any, may be provided along-with summary)	Outcome of the initiative
1	Zero Hazardous Waste to Landfill at Nalagarh Plant	Nalagarh plant achieved the status of zero hazardous waste to landfill in Q4 of FY 24 by sending chemical sludge for co-processing at cement kiln.	All the manufacturing sites have achieved the status of zero hazardous waste to landfill
2	Repurposing of RO reject water	Reject water from RO plant is directly used for flushing in washrooms at Nalagarh Plant	Approx. 10,000 Litres of freshwater saving per day
3	Energy Saving	Conversion of conventional air supply unit blowers into energy efficient electronically commutated fans at Hosur Plant.	35% reduction in power consumption
		Implementation of Energy Efficient Filters in paint booth	35% reduction in power consumption
4	Energy Saving	Conversion of vertical milling machine doors from pneumatic to electrically operated at Hosur plant	Elimination of compressed air requirement which resulted in saving 25000Kwh/Yr
5	Energy Saving	Implementation of Heat pump system to pretreatment process at Hosur Plant.	Fuel Saving (21000 Kg/Yr of Propane)
6	Heat Recovery	Introduction of compressor waste heat recovery system powder coating process at Hosur Plant. Waste heat recovered from compressor is utilized in place of burner at Hosur Plant.	Fuel Saving (18000 Kg/Yr of Propane)
7	Energy Efficiency initiative	Integration of PLC timer logic at Mysuru Plant reduced heating process power usage in through component washing machine.	Power consumption reduction (90140 Kwh/Yr)

5. Does the entity have a business continuity and disaster management plan?

Yes

Yes. TVSM has a robust business continuity and disaster management plan in place. This plan includes strategies for identifying potential risks, maintaining critical operations during disruptions, and facilitating swift recovery processes. It includes protocols for data backup and recovery, alternative communication methods, and designated response teams. Regular drills and simulations ensure readiness, while continuous review and updates keep the plan aligned with evolving threats and organizational needs. The plan aims to minimize downtime, protect assets, and safeguard the entity's reputation, ensuring resilience in the face of various disruptions.

6. Disclose any significant adverse impact to the environment, arising from the value chain of the entity. What mitigation or adaptation measures have been taken by the entity in this regard.

In FY 25, TVSM will be undertaking a comprehensive double materiality assessment. The outcome will allow the company to identify both the environmental impacts of its value chain and the ways in which environmental factors affect the business. The insights gained from this assessment will then be used to refine and strengthen TVSM's environmental strategy and actions.

7. Percentage of value chain partners (by value of business done with such partners) that were assessed for environmental impacts.

Not Applicable

PRINCIPLE 7

BUSINESSES, WHEN ENGAGING IN INFLUENCING PUBLIC AND REGULATORY POLICY, SHOULD DO SO IN A MANNER THAT IS RESPONSIBLE AND TRANSPARENT

ESSENTIAL INDICATORS

1. a. Number of affiliations with trade and industry chambers/ associations.

10

b. List the top 10 trade and industry chambers/ associations (determined based on the total members of such body) the entity is a member of/ affiliated to

S. No.	Name of the trade and industry chambers/ associations	Reach of trade and industry chambers/ associations (State/ National)
1	BCIC Bangalore Chamber of Industry and Commerce	National
2	IMTMA Indian Machine Tool Manufacturers Association	National
3	SIAM - Society of Automotive Manufacturers	National
4	CII - Confederation of Indian Industry	National
5	EFI - Employers Federation of India	National
6	EFSI - Employers Federation of South India	State
7	HIA - Hosur Industries Association	State
8	KEA - Karnataka Employers Association	State
9	BBNIA - Baddi Barotiwala Nalagarh Industries Association	State
10	IMA - Indian Management Association	State

2. Provide details of corrective action taken or underway on any issues related to anti-competitive conduct by the entity, based on adverse orders from regulatory authorities.

Not applicable

ESSENTIAL INDICATORS

1. Details of public policy positions advocated by the entity:

S.No.	Public policy advocated	Method resorted for such advocacy	Whether information available in public domain? (Yes/No)	Frequency of Review by Board (Annually/ Half yearly/ Quarterly/ Others – please specify)	Web Link, if available
1	Biofuel - Ethanol blending	Expo/Exhibition, through SIAM, Social Media	Yes	Half yearly SIAM	https://www.siam.in/
2	Flex Fuel Vehicle Program	Expo/Exhibition, through SIAM, Social Media	Yes	Half yearly SIAM	https://www.siam.in/

PRINCIPLE 8

BUSINESSES SHOULD PROMOTE INCLUSIVE GROWTH AND EQUITABLE DEVELOPMENT

ESSENTIAL INDICATORS

1. Details of Social Impact Assessments (SIA) of projects undertaken by the entity based on applicable laws, in the current financial year - Not Applicable
2. Provide information on project(s) for which ongoing Rehabilitation and Resettlement (R&R) is being undertaken by your entity, in the following format:

S. No.	Name of Project for which R&R is ongoing	State	District	No. of Project Affected Families (PAFs)	% of PAFs covered by R&R	Amounts paid to PAFs in the FY (In ₹)
Not Applicable						

3. Describe the mechanisms to receive and redress grievances of the community.

Village Development Officers (VDOs) play a crucial role in bridging the gap between government programs and rural communities. Their physical presence within villages allows for:

Firsthand understanding of community needs: VDOs can directly observe and interact with residents, gaining a clear picture of local challenges and priorities.

Immediate feedback mechanisms: VDOs can gather community feedback on existing programs and identify areas for improvement.

VDOs facilitate effective program implementation through ongoing interaction:

- SHG meetings: Regular engagement with Self-Help Groups (SHGs) fosters community participation and ensures program alignment with local needs.
- Collaboration with community organizations: VDOs work alongside local organizations, leveraging their expertise and connections.
- Feedback from government officials: VDOs actively seek input from officials at various levels (panchayat, block, district) to assess program implementation and identify potential gaps.

4. Percentage of input material (inputs to total inputs by value) sourced from suppliers:

	FY 2023-24	FY 2022-23
Directly sourced from MSMEs/ small producers	6.62	6.65
Directly from within India	93	90.5

5. Job creation in smaller towns and disclose wages paid to persons employed (including employees or workers employed on a permanent or non-permanent/on contract basis) in the following locations, as % of total wage cost

Location	FY 2023-24	FY 2022-23
Rural	75.82	79.24
Semi-urban	0.00	0.00
Urban	2.41	2.06
Metropolitan	1.40	1.63

LEADERSHIP INDICATORS

1. Provide details of actions taken to mitigate any negative social impacts identified in the Social Impact Assessments (Reference: Question 1 of Essential Indicators above):

TVSM adheres to the practice of conducting Social Impact Assessments (SIAs) for all greenfield projects. However, during the fiscal year 2023-24, no SIAs were conducted.

2. Provide the following information on CSR projects undertaken by your entity in designated aspirational districts as identified by government bodies:

TVSM does not operate in any aspirational districts.

3. (a) Do you have a preferential procurement policy where you give preference to purchase from suppliers comprising marginalized /vulnerable groups? (Yes/No) - No

(b) From which marginalized /vulnerable groups do you procure?

(c) What percentage of total procurement (by value) does it constitute?

4. Details of the benefits derived and shared from the intellectual properties owned or acquired by your entity (in the current financial year), based on traditional knowledge: Nil

5. Details of corrective actions taken or underway, based on any adverse order in intellectual property related disputes wherein usage of traditional knowledge is involved. Nil

6. Details of beneficiaries of CSR Projects:

S. No.	CSR Project	No. of persons benefitted from CSR Projects	% of beneficiaries from vulnerable and marginalized groups
1	Holistic rural development in tribal habitations of Tamil Nadu, Karnataka, and Andhra Pradesh	80000	100
2	Renovation of Anganwadi's, schools, hostel, health centres, veterinary centres and other rural community infrastructure	25000	85
3	Medical consultations conducting general health camps, dental camps and eye camps in schools, simple diagnostics, and medicines free of cost at medical centres & Mobile medical units	250000	80
4	Desilting of water storage bodies and channels	4500	70
5	Livelihood projects for women in Self-Help Groups	20000	80
6	Providing a platform for sales of women self-help group products	900	75
7	Improving learning outcomes of children in primary and middle schools	6500	95
8	Improving life-skills among children	1000	90

PRINCIPLE 9

BUSINESSES SHOULD ENGAGE WITH AND PROVIDE VALUE TO THEIR CONSUMERS IN A RESPONSIBLE MANNER

ESSENTIAL INDICATORS

1. Describe the mechanisms in place to receive and respond to consumer complaints and feedback.

TVSM has a two-tiered complaint redressal system:

- Tier 1: General Complaints:
 - Channels: Customers can submit general complaints related to sales or service online or via email to customercare@tvsmotor.com
 - Resolution: A dedicated team within the sales or service department addresses these complaints.
- Tier 2: Escalated Complaints:
 - Scope: This tier handles unresolved complaints, disputes, and privacy-related concerns.
 - Process: The legal department manages these escalated issues, ensuring adherence to legal due process.

Customer Focus: TVSM has a company-wide policy of prioritizing customer satisfaction. This principle applies to the handling of all complaints at both tiers.

2. Turnover of products and/ services as a percentage of turnover from all products/service that carry information about:

	As a percentage to total turnover
Environmental and social parameters relevant to the product	100
Safe and responsible usage	100
Recycling and/or safe disposal	5

3. Number of consumer complaints in respect of the following:

	FY 2023-24 (Current Financial Year)		Remarks	FY 2022-23 (Previous Financial Year)		Remarks
	Received during the year	Pending resolution at end of year		Received during the year	Pending resolution at end of year	
Data privacy	Nil	Nil	NA	Nil	Nil	NA
Advertising	Nil	Nil	NA	2	2	Resolved in next year
Cyber-security	Nil	Nil	NA	Nil	Nil	NA
Delivery of essential services	Nil	Nil	NA	Nil	Nil	NA
Restrictive Trade Practices	Nil	Nil	NA	Nil	Nil	NA
Unfair Trade Practices	Nil	Nil	NA	Nil	Nil	NA
Other						

4. Details of instances of product recalls on account of safety issues:

	Number	Reasons for recall
Voluntary recalls	0	
Forced recalls	0	

5. Does the entity have a framework/ policy on cyber security and risks related to data privacy? (Yes/No)

Yes

If available, provide a web-link of the policy. <https://www.tvsmotor.com/privacy-policy>

TVSM prioritizes information security and maintains a robust cybersecurity posture. This commitment is demonstrated by:

- **ISO 27001 Certification:** TVSM has held ISO 27001 certification, a recognized international standard for information security management systems, for the past 15 years. This ongoing certification signifies the company's adherence to rigorous information security best practices.
- **Regular Audits:** In addition to the initial certification process, TVSM undergoes annual internal audits to identify and address any potential vulnerabilities in its cybersecurity measures.
- **External Cybersecurity Council:** The Company leverages the expertise of an external cybersecurity council comprised of independent specialists. This council provides guidance and recommendations on best practices for managing cyber threats.
- **External Security Audits:** TVSM supplements its internal efforts with periodic external security audits. These audits provide an objective assessment of the company's cybersecurity posture from a third-party perspective.

6. Provide details of any corrective actions taken or underway on issues relating to advertising, and delivery of essential services; cyber security and data privacy of customers; re-occurrence of instances of product recalls; penalty/action taken by regulatory authorities on safety of products/services.

TVSM implements a multi-faceted approach to address potential data privacy and security concerns. This approach includes:

- **Enhanced Detection and Monitoring:** Improved advertising monitoring systems aim to ensure all ad practices comply with relevant regulations.
- **Process Optimization:** Streamlined service delivery processes aim to improve efficiency and potentially mitigate security risks associated with complex workflows.
- **Advanced Cybersecurity Measures:** TVSM deploys robust cybersecurity measures, including:
 - **Frequent Security Audits:** Regular audits identify and address vulnerabilities in the Company's cybersecurity infrastructure.
 - **Ongoing Personnel Training:** Employee training programs ensure personnel are trained to recognize and prevent cyber threats.
- **Strengthened Data Privacy Measures:** The Company actively strengthens its data privacy practices through:
- **Updated Privacy Policies:** TVSM regularly reviews and updates its privacy policies to reflect the latest regulations and best practices.
- **Enhanced Data Encryption:** Implementation of stronger encryption methods helps safeguard sensitive data.
- **Continuous Monitoring and Improvement:** TVSM maintains ongoing monitoring processes to ensure compliance with data privacy regulations and identify areas for further improvement.

7. Provide the following information relating to data breaches:

- a. Number of instances of data breaches
- b. Percentage of data breaches involving personally identifiable information of customers
- c. Impact, if any, of the data breaches

LEADERSHIP INDICATORS

1 Channels/platforms where information on products and services of the entity can be accessed (provide web link, if available).

The information on various products & services of the Company is available on your website: <https://www.tvsmotor.com/our-products/vehicles>

Additionally, the information regarding the entity and its products is also conveyed through user manual and social media.

2. Steps taken to inform and educate consumers about safe and responsible usage of products and/or services.

The Company complies with all disclosure requirements relating to its services, as per SEBI guidelines on product/services labelling within risk and disclosure categories. The Company has a comprehensive user manual to educate its customers on responsible usage of products.

3. Mechanisms in place to inform consumers of any risk of disruption/discontinuation of essential services.

TVSM employs multiple communication channels, including email alerts, SMS notifications, website announcements, and social media updates, to promptly inform consumers of any potential risk of disruption or discontinuation of essential services. These mechanisms ensure transparency and allow consumers to take necessary precautions or alternative measures.

4. Does the entity display product information on the product over and above what is mandated as per local laws? (Yes/No/Not applicable) - Yes

If yes, provide details in brief. Did your entity carry out any survey regarding consumer satisfaction relating to the major products/services of the entity, significant locations of operation of the entity or the entity as a whole? (Yes/No) - yes

TVSM is committed to providing customers with clear and accessible information. This commitment extends beyond legal requirements and includes:

- Comprehensive Brochures and Leaflets: TVSM offers informative brochures and leaflets that detail its services, exceeding mandated legal disclosures.
- Website Transparency: The Company website provides comprehensive information about its products and services.
- Mobile App Access: Customers can conveniently access loan-related information through the TVS Motor Company mobile app.
- Understanding Customer Needs: TVSM regularly conducts market research to gauge customer sentiment and satisfaction levels. This research informs product development, service improvements, and grievance redressal processes.

Every year, TVSM conducts a customer satisfaction survey to gauge customer sentiments. In the fiscal year 2023-24, TVSM achieved impressive rankings in the automotive industry:

- Premium Segment: TVSM secured the 2nd position in customer satisfaction.
- Commuter and Scooter Segment: TVSM proudly claimed the 1st position, demonstrating excellence in meeting customer expectations according to the JD Power Satisfaction Index

For and on behalf of the Board of Directors

PROF. SIR RALF DIETER SPETH

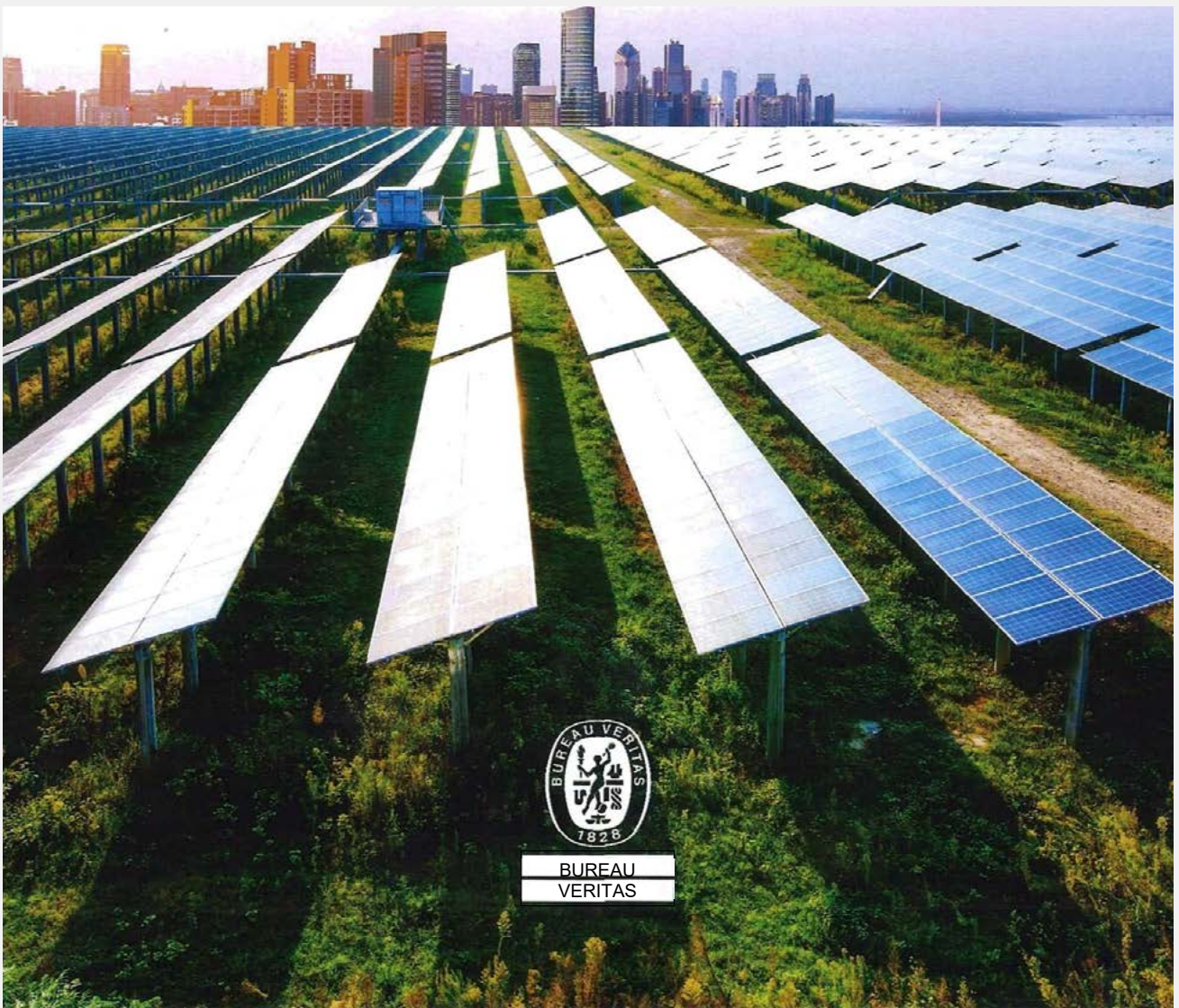
Chairman

DIN: 03318908

Chennai
8th May 2024

INDEPENDENT

ASSURANCE STATEMENT



To,

TVS Motor Company Limited

Post Box No. 4 Harita,
Hosur - 635 109

1. INTRODUCTION AND OBJECTIVES OF WORK

Bureau Veritas (India) Pvt. Ltd. has been engaged by TVS Motor Company Limited (hereinafter abbreviated as "TVS") to conduct an independent assurance of the Non-Financial Parameters of its Business Responsibility & Sustainability Report (BRSR) for the reporting period from 01.04.2023 to 31.03.2024 (i.e., F.Y. 2023-24). TVS has prepared document as per BRSR with stated parameters for the period (F.Y 2023-24), based on which this overall assessment has been carried out. This Assurance Statement applies to the related information included within the scope of work described below.

The selection of reporting criteria, reporting period, reporting boundary, monitoring and measurement of data, selection of datapoints/information, preparation, and presentation of information in the BRSR and the supporting documentation for the BRSR is the sole responsibility of the management of "TVS". Bureau Veritas was not involved in the drafting or preparation, back-up or presentation of the BRSR. Our sole responsibility was to provide independent assurance on its content.

2. INTENDED USER

The assurance statement is made solely for 'TVS' as per the governing contractual terms and conditions of the assurance engagement contract between "TVS" and Bureau Veritas. To the extent that the law permits, we owe no responsibility and do not accept any liability to any other party other than "TVS" for the work we have performed for this assurance report or for our conclusions stated in the paragraphs below.

3. SCOPE OF WORK

The scope of work for the assurance included.

- Checking that the data and information included in the BRSR for the reporting period from 01.04.2023 to 31.03.2024 was fairly presented without material misrepresentation.
- Appropriateness and robustness of underlying reporting systems and processes, used to collect, analyze, and review the information reported.
- Reporting period: 01/04/2023 to 31/03/2024
- Sustainability Assurance (Reasonable Assurance) based on BRSR Framework (Utilizing ISAE 3000 Assurance Standards)



Level of assurance:

- **Reasonable**

Methodology used to conduct the assurance: As part of its independent assurance, Bureau Veritas undertook the following activities:

- Verification was done on site as well as by remote (desktop) mode at the sites and interviewed relevant personnel of TVS.
- TVS initially submitted the “Draft report: BRSR FY 2023-24” as prepared, for the units under the reporting boundary
- The data management systems and procedures were assessed on a sampling basis. Data on the various BRSR disclosures were verified.
- The work was planned and carried out to provide a “Reasonable” level of assurance and we believe it provides an appropriate basis for our conclusions.

The **reporting boundaries considered for this reporting** period are as follows:

2 and 3 wheeler Manufacturing:

i) TVS Motor Company, Post Box No:4, Harita,
Hosur 635109 (Tamil Nadu)

ii) TVS Motor Company , Post Box:1, Byathahalli village, Kadakola Post,
Mysuru (Karnataka) PIN-571311

iii) TVS Motor Company, Village Bhatian, Bharatgarh Road,
Teh. Nalagarh, District - Solan (Himachal Pradesh), PIN-174101

The assessment team from Bureau Veritas, for this verification, included the following member/s

Mr. Nagabhushan, Lead Verifier
Mr. C.D. Prakash. Team Guide



The personnel with whom the Bureau Veritas team interacted during this assessment are as :-

Attendees	Designation	Department	Location
Thakur Pherwani	Chief Sustainability Officer	Sustainability	Hosur
Shirin Kujur	Sr. Program Manager	Sustainability	Hosur
Swati Chaurasia	Program Manager	Sustainability	Hosur
Kirti Vashishth	Program Manager	Sustainability	Hosur
TN Sriramkumar	Head-safety	Safety	Hosur
D Saravana	Senior Manager	Safety	Hosur
Ravindra Payal	Manager	OPNS	Nalagarh
Yashpal Chaudhary	Senior Manager	OPNS	Nalagarh
KB Madhusudan	Manager	Sustainability	Hosur
Sooraj	Manager	OPNS	Mysore
B Dayanand	Manager	ERM	Mysore
K Siddaramappa	Manager	Finance	Mysore
T Mahesha	Executive	HR	Hosur
Vivek Swaminathan	Deputy Manager	Central Utilities	Hosur
T Anand	Senior Manager	ERM	Hosur
V R Seshadri	Deputy Manager	ERM	Hosur

2023 & 25.04.24

Bureau Veritas conducted Physical as well as remote assessment of the sites as mentioned in the table below:

Name of Site/Activity	Mode
Hosur Plant Site	Physical
Review of documents	Remote

The assessment was carried out, of the submitted BRSR and the supporting evidence verified during the site visits and remote activities, based on a sampling exercise, to verify the data and computations that were prepared by TVS. The assessment was carried out only for the reported parameters that have been considered by TVS in the BRSR for FY 2023-24.



Some of the parameters **verified** for the units under the **reporting boundary include:**

- Employee details
- Participation / Representation of women
- Turnover rate for employees & workers
- CSR details
- Environmental monitoring parameters including water, wastewater, air emissions, solid waste, GHG emissions etc.
- Welfare and OHS data
- All the parameters in BRSR core

The data values for all reported BRSR core parameters were verified by Bureau Veritas through an auditing process based on sampling of data records. Sampling was conducted by considering the contribution of the individual parameter to the overall organizational sustainability levels. A separate verification checklist was also utilized during the assessment. Gaps in data values (GHG related) or any other error identified during the data assessment was reported these were then corrected along with response by the client and subsequently the reported findings were verified and closed.

Bureau Veritas has assessed the quantification methodology used by TVS for the monitoring and calculations of the various BRSR parameters from its different sources and confirms the same to be in line with accepted practice of standard practice. The materiality threshold of 5% has been considered in this assessment process.

The details of the breakdown of data were verified by Bureau Veritas during the physical site visits conducted to verify the data. Samples of data were verified during the process to confirm the correctness of values considered in the calculations. The primary activity data values used to report in the BRSR can be regarded as conservatively considered.

Our work was conducted against the requirements defined in the guidance document of BRSR along with Bureau Veritas' internal standard procedures and guidelines for external Assurance of Sustainability Reports, based on current best practice in independent assurance.

The Bureau Veritas assurance process has also involved an Independent Technical Review (ITR) to check for correctness and accuracy of the assurance conclusions as well as adherence to Bureau Veritas Internal procedures and/or assurance standard requirements.

4. OUR CONCLUSION

On the basis of our methodology and the activities described above, it is our opinion that the BRSR for FY 2023-24 of "TVS", containing its BRSR Core parameters from the operations within the reporting boundary and the reporting period, as described above, is prepared in all material respects in line with the applicable criteria here before stated. The reviewed statements within the scope of our verification are transparent and the information included therein are fairly stated. A separate report (Management report) has been generated and forwarded to TVS regarding internal processes (as in practice) and opportunities for improvement, may be considered for the subsequent reporting period.



5. LIMITATIONS AND EXCLUSION

Excluded from the scope of our work is any assurance of information relating to:

- Activities outside the defined assurance period stated here in above.
- Positional statements, expressions of opinion, belief, aim or future intention by “TVS” and statements of future commitment.
- Competitive claims in the report claiming “first in India”, “first time in India”, “first of its kind” etc. if any;
- Our assurance does not extend to the activities and operations of “TVS” outside of the scope and geographical boundaries mentioned in this report as well as the operations undertaken by any other entity that may be associated with or have a business relationship with “TVS”
- Our assurance of the various BRSR parameters covers only those parameter and sites, that have been reported in the BRSR for FY 2023-24.
- Our assurance on economic and financial performance data or information of TVS is based only on TVS's annual audited statement of accounts for the Financial Year 2023-24 and our conclusions rest solely upon that audited report.

This independent statement should not be relied upon to detect all errors, omissions or misstatements that may exist within the BRSR or the supporting documentation.



Inclusivity
Materiality
Responsiveness
Impact
Uncertainty

TVS has processes in place for engaging with its key stakeholders including socially responsible investors, Government officials, local community representatives and has undertaken stakeholder engagement activities. The entity is also involved in many CSR projects for the local community.

The BRSR addresses the range of environmental, social and economic issues of concern that TVS has identified as being of highest material importance. The material issues were identified by a process of stakeholder engagement and interaction. The identification of material issues has considered both internal assessments of risks and opportunities to the business, as well as stakeholders' views and concerns.

TVS is responding to those issues it has identified as material and demonstrates this in its policies, objectives, indicators and performance targets. The company has taken various initiatives towards delivering environmentally friendly services along with occupational health and safety, appropriate measures for emergency handling, control and risk management in its operations.

There is no finding from our assessment that TVS has not monitored, measured or has not been accountable for its actions related to its material topics.

The reliability of assurance is subject to uncertainty(ies) that are inherent in the assurance process. Uncertainties stem from limitations in the accounting and quantification models used for various parameters or emission factors used or may be present in the estimation of data used to arrive at conclusions or results. Our conclusions in respect of this assurance are naturally subject to any inherent uncertainty(ies) involved in the assurance process.

6. STATEMENT OF INDEPENDENCE, IMPARTIALITY AND COMPETENCE

Bureau Veritas is an independent professional services company that specializes in Quality, Health, Safety, Social and Environmental management with almost 190 years history in providing independent assurance services.

Bureau Veritas has implemented a Code of Ethics across the business to maintain high ethical standards among staff in their day-to-day business activities. We are particularly vigilant in the prevention of conflicts of interest.



No member of the assurance team has a business relationship with “TVS”, its Directors, Managers or officials beyond that required of this assignment. We have conducted this verification independently and there has been no conflict of interest.

The assurance team has extensive experience in conducting assurance over environmental, social, ethical and health & safety information, systems and processes an excellent understanding of Bureau Veritas standard methodology for the Assurance of Sustainability Reporting.

Restriction on use of Our Report

Our Reasonable assurance report has been prepared and addressed to the Board of Directors of the Company at the request of the company solely to assist the company in reporting on the Company’s Sustainability performance and activities. Accordingly, we accept no liability to anyone, other than the Company. Our deliverables should not be used for any other purpose or by any person other than the addressees of our deliverables. The Firm neither accepts nor assumes any duty of care or liability for any other purpose or to any other party to whom our Deliverables are shown or into whose hands it may come without our prior consent in writing.

Bureau Veritas (India) Pvt. Ltd.
ARTISANE GREEN SPACE.
No.165/5, Krishnaraju Layout,
Dorsanipalya, Bangalore 560076.


N. Gabhushan
Lead Verifier



Ramamohan Rao
Technical Reviewer



**BUREAU
VERITAS**



Annexure VIII

to Directors' Report to the shareholders

Report on Corporate Governance

1. The Company's Commitment to Responsible Governance

The Company has a strong legacy of fair, transparent and ethical governance practices. Company's businesses seek enhancement of shareholder value within this framework. The Company's philosophy on corporate governance is founded on the fundamental ideologies viz., Trust, Value, Exactness and Passion for Customers.

The Company believes in ensuring corporate fairness, transparency, professionalism, accountability and propriety in total functioning of the Company, which are pre-requisites for attaining sustainable growth in this competitive corporate world. Obeying the law, both in letter and in spirit, is the foundation on which the Company's ethical standards are built.

The Company would constantly endeavour to improve on these aspects.

Good corporate governance, acting in accordance with the principles of responsible management which aimed at increasing enterprise value on a sustainable basis, is an essential requirement for the Group.

The Company's corporate governance philosophy has been further strengthened by adopting a Code of Business Conduct and Ethics, Whistle Blower Mechanism, Code of Conduct to Regulate, Monitor and Report trading by Insiders for prevention of insider trading by the Directors and Designated Persons and Code of practices for fair disclosure of unpublished price sensitive information.

2. Board of Directors

The Company has a distinguished Board of Directors (the Board) and comprised of highly respected individuals possessing extensive professional experience and expertise. The Board provides strategic direction and oversight to the management team. This

The following changes have been effected during the year on the composition of Board in respect of Independent Directors

Name of the ID (M/s.)	Nature	Date of approval		Tenure	Effective date
		Board	Shareholders		
T Kannan	Demise	-	-	-	23.05.2023
Dr. Deepali Pant Joshi	Appointment	11.09.2023	20.10.2023	5 years	11.09.2023
Lalita D Gupte	Completion of Tenure	-	-	-	22.10.2023
R Gopalan	Resignation	-	-	-	02.03.2024
Vijay Sankar	Appointment	20.03.2024	*	5 years	20.03.2024
Shailesh Haribhakti	Appointment	20.03.2024	*	5 years	01.04.2024

* Their appointments have been placed for the approval of the shareholders through postal ballot and their results will be declared on or after 10th May 2024.

ensures the Company operates in the best interests of all stakeholders, ultimately maximizing long-term value.

2.1 Composition and category of Directors:

The Board recognizes the importance of fostering a balanced composition. Board leverages the following strengths through long-standing directors contribute institutional knowledge and a deep understanding of the Company's history and strategic direction. Their experience provides valuable context for informed decision-making and newer appointees bring external insights and diverse viewpoints, challenging assumptions and sparking innovation. This nurtures a dynamic and forward-thinking Board culture.

By implementing a gradual refreshment process, the Board benefits from a continuous exchange of knowledge and ideas. This ensures long-term effectiveness and ultimately drives sustainable value creation for all stakeholders.

As per the amended Articles of Association of the Company, periodic shareholders' approval is required for all the Directors including Promoter Directors, thereby, the Company ensures that all directors serving on the Board or appointed to the Board is put up to shareholders for approval on regular intervals.

On 5th March 2019, the Independent Directors (IDs) viz., M/s. C R Dua and Hemant Krishan Singh were reappointed for the second term of 5 consecutive years effective 14th July 2019 and their tenure will get completed on 13th July 2024.

Mr. Kuok Meng Xiong, Independent Director, had expressed his inability to continue as a Director on the Board due to his increasing business commitments & personal reasons and submitted his resignation from the Board effective close of the business hours of the ensuing Annual General Meeting viz., 6th August 2024.

Mr B Sriram, was appointed on the board as Non-Executive Independent Director, effective 24th January 2023 for a term of 5 consecutive years and the same was approved by the shareholders through Postal Ballot on 9th March 2023.

The terms of appointment include the remuneration payable to them by way of fees and profit related commission, if any.

As on 31st March 2024, the total strength of the board was Eleven. Prof. Sir Ralf Dieter Speth, Non- Executive Director, being Chairman, the required composition of the Board with one-third of its directors as Independent Directors and also to have at least one Woman Independent Director in terms of the Regulation 17 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations) was complied with.

As on 31st March 2024, the Board has six Independent Directors (ID) viz., M/s C R Dua, Hemant Krishan Singh, Kuok Meng Xiong, B Sriram, Dr. Deepali Pant Joshi and Vijay Sankar.

Mr Venu Srinivasan, Chairman Emeritus & Managing Director (CE&MD), Mr Sudarshan Venu, Managing Director (MD) and Mr K N Radhakrishnan, Director & CEO (D&CEO) are Executive Directors. Thus, the composition of the Company's Board is in conformity with the Listing Regulations.

The Board of Directors is comprised of highly qualified Non-Executive Directors possessing a diversified range of industry backgrounds. This composition fosters a Board with the following strengths:

- **Deep Industry Knowledge:** Directors bring expertise from a multitude of industries, including financial services. Their experience in navigating complex organizational environments translates to valuable insights for the Company. This promotes a keen understanding of the industry's unique challenges and opportunities, enabling the Board to make informed strategic decisions.
- **Commitment to Board Diversity:** The Company prioritizes cultivating a diverse Boardroom, recognizing the significant benefits of a variety of perspectives in driving effective decision-making and fostering innovation.

By leveraging this combination of industry expertise, long-term industry understanding, and a commitment to diversity, the Board is well-positioned to provide effective leadership and strategic guidance, ensuring the Company's continued success.

As required under Regulation 16 of the Listing Regulations, it is also ensured that Independent Directors do not hold non-independent directorship position in another company, where any non-

independent director of the Company is an independent director.

In accordance with the provisions of the Companies Act, 2013 (the Act, 2013) and the Articles of Association of the Company and to comply with the minimum level of having 2/3rd Directors liable to retire by rotation, Mr K N Radhakrishnan, Director & CEO, who has been the longest in office, is liable to retire by rotation at the ensuing AGM and being eligible, offers himself for re-appointment and has been recommended for such re-appointment by the Nomination and Remuneration Committee and the Board.

Dr. Lakshmi Venu had expressed her intention for not seeking re-appointment at the ensuing Annual General Meeting due to her increased responsibilities and commitments in Tractors and Farm Equipment Limited (TAFE) and Sundaram Clayton Limited (SCL).

The resolutions seeking approval of the members for the re-appointment of Director retiring by rotation has been included in the Notice of AGM along with brief details.

2.2 Board Meetings:

The Company is committed to ensuring a well-informed and engaged Board of Directors.

- **Advanced Planning and Scheduling:** In consultation with the Directors, a tentative annual calendar for Board and Committee meetings is prepared and circulated well in advance. This enables Directors to effectively plan their schedules and maximize participation.
- **Accessibility Through Technology:** Recognizing the diverse needs of our Directors, we offer participation in all Board and Committee meetings via video conferencing also. This flexibility promotes broader participation and informed decision-making.
- **Comprehensive Information Sharing:** The Company adheres to the highest standards of transparency by regularly presenting the Board with all information mandated by Part A of Schedule II to the Listing Regulations. This includes critical data such as annual operating plans, capital expenditure budgets with quarterly updates, quarterly results and committee minutes. Additionally, the Board receives information on significant developments in human resources, industrial relations, legal matters, foreign exchange exposures, risk management strategies, and legal compliance.

- **In-depth Materials and Discussions:** To facilitate well-informed decision-making, comprehensive notes and pre-agenda materials are circulated well in advance of each meeting. This allows Directors to delve deeper into agenda items, contribute meaningfully, and exercise sound business judgment during discussions.
- **Engaging Presentations:** Business unit leaders present on the Company's operations, risk management practices, and internal financial controls during Board and Audit Committee meetings. External experts are also invited to provide specialized insights wherever necessary. Furthermore, CEOs of subsidiaries present quarterly performance updates to the Audit Committee and Board.
- **Digital Agenda and Materials:** The Company prioritizes environmental friendly practices by utilizing a digital application installed on iPads for circulating meeting agendas. Additionally, all

supporting materials and notes for Board and Committee meetings are uploaded electronically well in advance, ensuring easy access and promoting a paperless environment.

These practices combined create a dynamic and informative environment for Board and Committee meetings, fostering effective governance and informed decision-making that ultimately benefits all stakeholders.

During the year 2023-24, the board met eight (8) times viz., 4th May 2023, 9th June 2023, 24th July 2023, 11th September 2023, 30th October 2023, 24th January 2024, 11th March 2024 and 20th March 2024 and the gap between two meetings did not exceed one hundred and twenty days. Besides the IDs held a separate meeting on 11th March 2024 in compliance with the provisions of the Act, 2013 and Regulation 25(3) of the Listing Regulations.

2.3 Attendance and other directorships:

The details of attendance of the Directors at the board meetings during the year and at the last AGM held on 24th July 2023 and other directorships and committee memberships/chairmanships as on 31st March 2024 are as follows:

Name of the Director (M/s)	Category	Attendance Particulars		Number of other directorships and committee memberships/chairmanships		
		Board meetings	Last AGM	Other directorships*	Committee memberships**	Committee Chairmanships**
Prof. Sir Ralf Dieter Speth (DIN 03318908)	NED	8	Yes	10	-	-
Venu Srinivasan (DIN 00051523)	ED	6	No	23	1	-
Sudarshan Venu (DIN 03601690)	ED	8	Yes	17	2	1
K N Radhakrishnan (DIN 02599393)	ED	8	Yes	5	2	1
C R Dua (DIN 00036080)	ID	7	Yes	13	5	2
Kuok Meng Xiong (DIN 09117910)	ID	4	Yes	13	-	-
Dr. Deepali Pant Joshi (Appointed on 11.09.2023)	ID	5	NA	7	6	4
Vijay Sankar (Appointed on 20.03.2024)	ID	1	NA	20	5	-
Hemant Krishan Singh (DIN 06467315)	ID	8	Yes	-	1	1
B Sriram (DIN 02993708)	ID	8	Yes	7	6	1
Dr. Lakshmi Venu (DIN 02702020)	NED	5	Yes	13	1	-
T Kannan (Demise on 23.05.2023)	ID	1	NA	-	-	-
Lalita D Gupte (completion of tenure on 22.10.2023)	ID	4	Yes	-	-	-
R Gopalan (Resigned on 02.03.2024)	ID	6	Yes	-	-	-

NED: Non Executive Director ED: Executive Director ID: Independent Director

NA: Not Applicable

* includes private companies Section 8 Companies and Companies incorporated outside India.

** includes committees where the director holds the position of chairman. Details of Directorship and Committee membership/ chairmanship are not disclosed for the ceased/resigned directors.

For the membership and chairpersonship in Committees only Audit Committee and Stakeholder Relationship Committee have been considered as per Regulation 26 of the Listing Regulations. Also, all public limited companies, whether listed or not, have been included and all other companies including private limited companies, foreign companies and companies under Section 8 of the Companies Act, 2013 have been excluded.

None of the Directors on the Board is a member of more than ten committees or chairman of more than five committees across all the companies in which they are Directors. Mr Venu Srinivasan, Mr Sudarshan Venu and Dr. Lakshmi Venu are related to each other. None of the other Directors on the Board is related to any other Director on the Board. The number of Directorships, Committee Memberships/Chairmanships of all Directors are within the respective limits prescribed under the Act, 2013 and the Listing Regulations.

2.4 Listed entities in which the directors hold position as director other than the Company and category of Directorship:

Name of the Director (M/s.)	Name of the company	Category of directorship*
Prof. Sir Ralf Dieter Speth	–	–
Venu Srinivasan	TVS Holdings Limited	Non-Executive Director, Chairman
	Sundaram - Clayton Limited	Executive Director
Sudarshan Venu	TVS Holdings Limited	Executive Director
	Coromandel International Limited	Independent Director
K N Radhakrishnan	–	–
C R Dua	TVS Holdings Limited	Independent Director
	Sundaram-Clayton Limited	
	Gillette India Limited	
	Pearl Global Industries Limited	Independent Director - Chairman
	Procter & Gamble Hygiene & Health Care Limited	
Kuok Meng Xiong	–	–
Dr. Deepali Pant Joshi	Coromandel International Limited	Independent Director
	Aurobindo Pharma Ltd.	
Vijay Sankar	Chemplast Sanmar Ltd.	Non- Executive Director, Chairman
	Transport Corporation of India Ltd.	Independent Director
	Oriental Hotels Limited	
	The KCP Limited	
Hemant Krishan Singh	–	–
B Sriram	ICICI Bank Limited	Independent Director
	Nippon Life India Asset Management Limited	
	TVS Supply Chain Solutions Limited	
Dr. Lakshmi Venu	Sundaram-Clayton Limited	Executive Director

* for the purpose of Independent Directorship, directorships in debt listed entities not included.

None of the non-executive directors holds directorships in more than seven listed entities and serves as an independent director. As far as, Managing Director/Whole-Time Director in the Company are concerned, they do not serve as an Independent Director in more than three listed entities.

2.5 Access to information and updation to Directors:

The Board of Directors actively engages with the information presented during meetings. All materials provided are meticulously reviewed in accordance with Listing Regulations. Functional heads are invited to attend and present relevant information to the Board and Audit Committee as needed.

- Observations from internal audits are presented for discussion and addressed with functional heads by the Committee/Board.
- The Statutory Auditors' compliance report on payment of statutory liabilities is reviewed and discussed with relevant functional heads.
- The Board reviews quarterly declarations submitted by the Director & CEO and the Chief Financial Officer regarding adherence to all applicable laws.
- Decisions reached during Board and Committee meetings are promptly communicated to the functional heads responsible for implementation.
- Action taken reports detailing progress on previous meeting decisions are presented at each subsequent Board and Committee meeting, ensuring accountability and continuous improvement.

These practices ensure a thorough and transparent review process during Board and Committee meetings.

2.6 Familiarization program

The Company is dedicated to ensuring all new Directors are well-equipped to contribute effectively from day one. We achieve this through a comprehensive induction program that covers the following key areas:

- **Board Fundamentals:** New Directors gain a thorough understanding of the Board's role, composition, conduct, and associated risks and responsibilities. This ensures they are fully informed on current governance best practices.
- **Company's Culture:** The program delves into the Company's culture, values, and business model. Directors receive briefings on the roles and responsibilities of senior executives, along with the Company's financial, strategic, operational, and risk management landscape.
- **Hands-on Experience:** To gain a deeper understanding of the Company's operations, new Directors participate in a plant visit. This firsthand experience provides valuable insights into the manufacturing process and overall Company activities. Additionally, a plant visit allowed the new Directors to observe the Company's initiatives in the EV space firsthand.

For more detailed information on the Director induction program, please refer to the dedicated section on the Company website, accessible through the link provided on page 186 of this Annual Report.

2.7 Chart setting out the skills/expertise/competence of the Board of Directors:

While evaluating the Board as a whole, it was ensured that the existing board members have relevant core skills/expertise/competencies as required in the context of its business(es) and sector(s) to function effectively.

Skill	Description
Leadership/ Strategy	Experience of playing leadership roles in large businesses, with competencies around strategy development & implementation, sales & marketing, business administration/operations and Organisations and people management.
Automotive Experience	Strong knowledge and experience in automotive industry and in managing business operations of a sizeable organization in the business of manufacture and sale of automobiles.
Financial	Practical knowledge and experience in Finance, accounting and reporting and internal financial controls, including strong ability to assess financial impact of decision making and ensure profitable and sustainable growth.
Governance	Board level experience in reputed organisations, with strong understanding of and experience in directing the management in the best interests of the Company and its stakeholders and in upholding high standards of governance.
Regulatory	Strong expertise and experience in corporate law and regulatory compliance in India and overseas (including industry specific laws).

The Company's Board of Directors is highly structured to ensure a high degree of diversity by age, gender, education/qualifications, professional background, sector expertise and special skills (classification). This is reflected in Company's skills and diversity grid disclosed here.

Board comprises a range and balance of skills, experience, knowledge, gender, social-economic backgrounds and independence. This needs to be backed by a diversity of personal attributes, including sound judgement, honesty and courage.

Professional Background & Skills/expertise/competency of Directors

Name of the directors	Brief description of special skills
Prof. Sir Ralf Dieter Speth	<ul style="list-style-type: none"> • Sir Ralf holds a Doctorate Degree in Engineering and is a Professor at the University of Warwick, United Kingdom; • Sir Ralf started his professional career with BMW where he stayed for 20 years before joining Ford Motor Company's Premier Automotive Group (PAG) and later Linde Group, the international gases, materials handling and engineering company; • In early 2010, Prof. Dr Ralf D Speth became Chief Executive Officer, Jaguar Land Rover(JLR), and a member on Tata Motors' Board later that year; • In 2016, he was appointed as a member of the Supervisory Board of Tata Sons Ltd. Sir Ralf was nominated as a Non-Executive Director and Vice-Chairman of the JLR Board following his retirement in September, 2020; • He has been a member of the Royal Academy of Engineering since 2014. In 2015, he was appointed Honorary Knight of the British Empire (KBE) and in 2019 as Additional Knight Commander of the Most Excellent Order of the British Empire. In 2020, Sir Ralf was elected a Fellow of the Royal Society; • Sir Ralf has been bestowed with many awards and has spearheaded noteworthy initiatives in the automobile industry; and • In January 2023, Sir Ralf Speth, was conferred with an Honorary Doctorate in the field of Science (Doctor of Science, honoris causa) from the University of Warwick, United Kingdom.
Mr Venu Srinivasan	<ul style="list-style-type: none"> • Mr Venu Srinivasan's vision facilitated the Company to emerge as third largest two-wheeler manufacturer in India and has also made major contribution to the automotive industry and nation building at large for over four decades; • Strengthened the TQM processes within the Company which facilitated making bikes for BMW Motorrad through a strategic partnership; • His experience and innovative excellence that helped the company in broadening its product portfolio from time to time and Company's market presence across the globe; • His dedication to the transformation of rural India by empowering women in the rural areas that can be seen through his passion towards setting up the Srinivasan Services Trust (SST), which has touched the lives of 1.6 million people in 2500 villages across the country in the last 28 years • He was conferred the Padma Bhushan Award, the third Highest civilian award in India, in January 2020; • He is the recipient of Deming Distinguished Service Award, granted to individuals who have made outstanding contributions in the dissemination and promotion (overseas award 2019); • He was conferred with "Order of Diplomatic Merit" (Heung- In Medal) by the President of Korea; • He was presented with an "Outstanding Institution Builder" Award at the 13th Managing India Awards by AIMA (All India Management Association) for displaying exceptional vision and leadership in building an institution in 2023; • Conferred with lifetime achievement award by CNBC – TV18's India Business Leadership Awards (IBLA) in 2023 and in 2024 Ernst & Young recognized him with the Life time Achievement award for his decades of entrepreneurial excellence in revolutionizing the two wheeler industry in India; • He is also Chairman in TVS Holdings Limited and Chairman Emeritus and Managing Director of Sundaram- Clayton Limited. He also serves on the board of T V Sundram Iyengar & Sons Private Limited, Tata Sons Private Ltd., (Tata Sons) the holding company of the conglomerate Tata Group; • He is also a Director on the Central Board of Reserve Bank of India; and • He is also the vice chairman of various Tata Trusts, India's most respected and largest philanthropic foundation.

Name of the directors	Brief description of special skills
Mr Sudarshan Venu	<ul style="list-style-type: none"> • Over the last few years, Mr Sudarshan Venu has been charting the future of one of India's leading two-wheeler manufacturer, TVS Motor Company, and has made it the most awarded two-wheeler company. It is a testimony to Sudarshan's focus, that TVS Motor has been voted No. 1 in Customer Satisfaction for four years in a row by the prestigious J. D. Power Awards. • With his extraordinary efforts, the Company has acquired UK's iconic motorcycle brand Norton Motorcycles and has also setup a completely new manufacturing facility in UK. • He strongly believes in staying ahead of the emerging trends – electrification and personal mobility are two big areas of focus and is looking to build a strategic personal e-mobility ecosystem by scaling unique brands, and recently led TVS to acquire European e-bike brand EGO Movement and Switzerland's largest e-bike Company, Swiss E-Mobility Group. • His vision of transforming the Company into a leading global mobility player, paved the way for launch of various new products in EV segment; • His leadership drove the e-mobility initiative, resulting in significant market share gains, and the Company crossed 25% in the EV market; • His focus on investing in future technologies and acquiring talent in software electronics and digital analytics was notable, and he has positioned TVS Motor for even greater global success; • He has been a pivotal role in expanding international business into markets in Africa, Middle East, Southeast Asia, LATAM, and Europe and market presence in more than 80 countries across the globe; • His global experience and leadership skills helped the Company in various acquisitions and strategic partnerships across the globe; • He also has been instrumental in setting up and in the success of Emerald Haven Realty Ltd., the real estate subsidiary and TVS Digital, a subsidiary of TVSM incorporated in Singapore, focused on providing technology solutions for digital transformation. • He is also the Chairman of TVS Credit Services, a non-deposit Non-Banking Finance Company and Managing Director of TVS Holdings Limited, a Core Investment Company. • He received the "Next Gen Leader" award at the Indian Family Business Awards 2022, a testament to his visionary leadership and unwavering commitment to innovation in the automotive industry.
Mr K N Radhakrishnan	<ul style="list-style-type: none"> • An eminent leader in the automobile industry, Radhakrishnan is well known for his strategic planning, focus on quality, passion for customers and eye for technology in shaping the Company's journey of becoming a global manufacturer boasting of superior quality products. • With decades of leadership skills, he has played a crucial role in transforming the Company from a local favourite company to the third largest two-wheeler manufacturer in India, respected for quality globally; • His relentless efforts and commitments helped the Company to improve profitability and expand its business across the globe; • Solution orientation in audit findings and its implementations is one of his key qualities; and • He has a vast experience in automotive industry and having successfully handled all activities of the Company including sales & marketing, business administration/operations.
Mr C R Dua	<ul style="list-style-type: none"> • Mr Dua is honours graduate of St. Stephen's College and also holds a Master's degree in Economics from the Delhi School of Economics; • His experience covers a broad range of areas relating to Corporate, Finance, Securities, Infrastructure and aspects of Public Policy and Administration, Governance and Ethics, both in India and abroad; • He is the Founder of and currently the Chairman of Dua Associates, one of India's prominent law firms, serving a wide spectrum of clients drawn from several Fortune 500 companies, listed companies, public-sector enterprises, privately-owned businesses, as well as entrepreneurial start-ups; • Mr Dua has been the recipient of several awards as a leading lawyer in the areas of M & A, General Corporate and Corporate Restructuring. He has been recognized as being "The Most-Influential & Significant Lawyer" by The Legal 500, and for the last four consecutive years has been recognized as a legal icon by India Business Law Journal's A-List of top Indian lawyers. He has also been recognized by Forbes India in its Legal Powerlist of Top Managing Partners every year since 2020; • Through his active engagement, the firm continues to retain its leadership position in uncertain and challenging environment nationally and internationally; • He holds Directorships in both listed and major multinational corporations primarily representing the interests of foreign collaborators and investors; • He is one of the Senior Vice Presidents of the Society of Indian Law Firms of Confederation of Indian Industry (CII) Task Force on Legal Services. He joined the Board of Governors of IILM Law School, IILM University, Gurugram in 2023.

Name of the directors	Brief description of special skills
	<ul style="list-style-type: none"> An avid tennis player Mr Dua's interest in promoting sports are pursued as a special invitee to the Executive Committee of the International Lawn Tennis Club of India and Vice President of the Delhi Lawn Tennis. He also received the prestigious Lifetime Achievement Award for Outstanding Contribution and Excellence in the field of Law in 2020. In 2021 he was also conferred the India Legal -Lifetime Achievement Award - Law Firms. He was also recognized as Corporate Lawyer of the Year in India - 2023 by Global Law Experts.
Dr. Deepali Pant Joshi	<ul style="list-style-type: none"> Dr. Deepali Pant Joshi has more than four decades of experience in the formulation of macro-economic policies in Reserve Bank of India (RBI) and headed various departments including the Department of Rural Planning and Credit and Financial Inclusion Department and Customer Service & Financial Education Department. Her core competencies include Finance, Regulation and Supervision, Foreign Exchange, Payment system and Currency management. Post doctoral work in Finance and Economics from the University of Harvard on secondment from the RBI She has received many awards for her Professional achievements including Skoch Challenger award for contribution to Financial Inclusion, Chancellors medal at the University of Allahabad for academic proficiency and Amarnath Jha Gold Medal, University of Allahabad. She has authored seven books on Economics, Financial Inclusion and Sustainable Development Dr. Joshi is Chancellors Nominee on the Executive Council, University of Allahabad, The Outstanding Speaker Bureau and has served as a nominee on behalf of RBI on the Board of Andhra Bank, North East Institute of Bank Management, Institute of Banking Personnel Selection I.B.P.S., Bhartiya Reserve Bank Note Mudran Private Ltd. (RBI Currency Pass). She also serves as an Independent Director on the board of several companies.
Mr Kuok Meng Xiong	<ul style="list-style-type: none"> MX Kuok is the Founder & Managing Partner of K3 Ventures, a Singapore-based venture capital investment firm; In the last 11 years, he has invested in and partnered with visionary founders of category-leading companies that drive innovation in today's world; He has rich experience and knowledge in the fields of digital technology for investments by the Company in digital start-ups; and He has a unique mix of strong corporate values and a clear vision of the future digital world.
Mr Vijay Sankar	<ul style="list-style-type: none"> Mr Vijay Sankar holds Master's in Business Administration from the J L Kellogg Graduate School of Management, Northwestern University, and is also a qualified Chartered Accountant. Vijay Sankar is the Chairman of The Sanmar Group, headquartered in Chennai, India, with manufacturing facilities in the Mexico, Egypt, and several locations across South India. Mr Sankar is an Independent Director on the Boards of several listed entities. He also serves as a Vice President of the Tamil Nadu Tennis Association, Trustee of The Childs Trust Hospital and the Voluntary Health Services (VHS) and on the Board of Governors of the Medical Research Foundation (Sankara Nethralaya) and CPR Environment Education Centre. Vijay Sankar is the Honorary Consul General of Denmark in Chennai.
Mr Hemant Krishan Singh	<ul style="list-style-type: none"> Mr Singh is a distinguished former career diplomat with extensive experience in geo-strategic and geo-economic issues as well as multilateral institutions which underpin international law and commerce. He has been India's longest serving Ambassador to Japan (2006- 2010), Ambassador to Indonesia and Timor Leste (2003- 2006), Ambassador to Colombia, Ecuador and Costa Rica (1999-2002), and India's Deputy Permanent Representative to the UN in Geneva (1995- 1999). He has held several significant assignments during his career, dealing with the United States, West Europe and the European Union and India's immediate neighbours; He has contributed to the forging of the India-Japan strategic and global partnership, the intensification of India's relations with Indonesia and ASEAN, the evolution of India's revitalized Act East Policy and the shaping of India's policy towards key neighbours and strategic partners; Since 2016, he has been the Director General of the Delhi Policy Group, a leading independent and non-partisan think tank focused on issues of critical national interest; and He has wide experience in the global economy and best practices to address the challenges and risks in international business.

Name of the directors	Brief description of special skills
B Sriram	<ul style="list-style-type: none"> • He has held several key executive positions in his career including Managing Director & CEO, IDBI Bank Ltd.; Managing Director, State Bank of India and Managing Director, State Bank of Bikaner & Jaipur; • He has held various key assignments in the State Bank Group in Credit and Risk, Retail, Operations, IT, Treasury, Investment Banking, International Operations, Payment and Settlement Systems and Small Scale Industry; • He was a part-time member of the Insolvency & Bankruptcy Board of India. He is also an External Investment Committee member of British International Investment, UK; and • His vast and rich experience in banking sector would help the Company in handling its finance function significantly
Dr. Lakshmi Venu	<ul style="list-style-type: none"> • Involved in all spheres of management of Sundaram-Clayton Limited, and handles wider responsibilities for exploring new business opportunities; • She is the Managing Director of Sundaram-Clayton Limited and also the Deputy Managing Director of TAFE Motors and Tractors Limited. She holds directorship in various other companies; • Played a key role in establishment of overseas manufacturing facility for Sundaram Holding USA Inc, in the United States of America; • She was recognised as "Corporate India's fastest rising women leader" by Economic Times in 2017; and • She has a rich experience in business strategy, product design and in- depth knowledge of automotive business.

2.8 Code of Business Conduct and Ethics for Members of the Board and Senior Management Personnel:

The Company has in place a Code of Business Conduct and Ethics for Members of the Board and Senior Management Personnel (the Code) approved by the Board.

The Company's Code of Conduct embodies its values and expectations to which its corporate standards and employee policies are aligned.

The Code has been communicated to Directors and the Senior Management Personnel.

The updated version of the Code has also been displayed on the Company's website in the following link provided in the page no. 186 of this Annual Report.

All the Members of the Board and Senior Management Personnel have confirmed compliance with the Code for the year ended 31st March 2024. The Annual Report contains a declaration to this effect signed by the Director & Chief Executive Officer.

2.9 Appointment/Re-appointment of Directors:

In terms of Regulation 36(3) of the Listing Regulations, a brief resume of Directors proposed to be appointed/ re-appointed, nature of their expertise in specific functional areas, other directorships and committee memberships, shareholdings and relationships, if any, with other Directors alongwith listed entities from which the Director has resigned in the past three years are provided in the Notice convening AGM of the Company.

2.10 Committees of the Board:

The Board of Directors is committed to strong corporate governance and has established the following committees to provide focused oversight and enhance accountability:

Mandatory Committees:

- **Audit Committee:** Responsible for overseeing the integrity of the Company's financial reporting process.
- **Risk Management Committee:** Identifies, assesses, and mitigates potential risks facing the Company.
- **Stakeholders' Relationship Committee:** Facilitates communication, redressal of grievances and fosters positive relationships with all stakeholders.
- **Nomination and Remuneration Committee:** Recommends qualified candidates for Board positions and oversees executive compensation practices.
- **Corporate Social Responsibility Committee:** Develops and implements the Company's social responsibility initiatives.

Non-Mandatory Committee:

- **Administrative Committee:** Handles administrative matters as delegated by the Board.

The Board establishes the terms of reference for each committee and regularly reviews their performance. Committee meetings are chaired by designated members who report key discussions and decisions to the full Board. Minutes of all Committee meetings are presented at subsequent Board meetings for comprehensive oversight.

3. Audit Committee

The primary objective of the Audit Committee is to monitor and provide effective supervision of the management's financial reporting process with a view to ensure accurate, timely and proper disclosure and transparency, integrity and quality of financial reporting. It also helps the Board in meeting its responsibilities for the effectiveness of risk management system.

3.1 Brief description of terms of reference:

The Audit Committee of the Company is entrusted with the responsibility to supervise the Company's internal control and financial reporting process and *inter alia* performs the following functions:

- a. Overseeing the Company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible;
- b. Recommending the appointment, remuneration and terms of appointment of auditors of the Company;
- c. Reviewing with the management, the annual financial statements and auditor's report thereon before submission to the Board for approval, with particular reference to:
 - Matters required to be included in the Director's Responsibility Statement in terms of clause (c) of sub-section (3) of Section 134 of the Act, 2013;
 - Changes, if any, in accounting policies and practices and reasons for the same;
 - Major accounting entries involving estimates based on the exercise of judgment by management;
 - Significant adjustments made in the financial statements arising out of audit findings;
 - Compliance with listing and other legal requirements relating to financial statements;
 - Disclosure of any related party transactions; and
 - Modified opinions, if any, in the draft audit report.
- d. Reviewing, with the management, the quarterly financial statements before submission to the Board for approval;
- e. Reviewing and monitoring the auditor's independence and performance and effectiveness of audit process;
- f. Approving or subsequently modifying any transactions of the Company with related parties;
- g. Scrutinizing the inter-corporate loans and investments;
- h. Reviewing the valuation of undertakings or assets of the Company, wherever it is necessary;
- i. Evaluating internal financial controls and risk management systems;
- j. Reviewing, with the management, performance of statutory and internal auditors, adequacy of the internal control systems;
- k. Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit.
- l. Discussing with internal auditors of any significant findings and follow up thereon;
- m. Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or any failure of internal control systems of a material nature and reporting the matter to the Board;
- n. Discussing with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern;
- o. Looking into the reasons for substantial defaults, if any, in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors;
- p. Reviewing the functioning of the Whistle Blower Mechanism. Regular reports on significant matters raised through the programme and the actions taken to address them are received;
- q. Approving the appointment of CFO after assessing the qualifications, experience and background of the candidate; and
- r. reviewing the utilisation of loans and/or advances from/investments/by the holding company in the subsidiary exceeding ₹ 100 crore or 10% of the asset size of the subsidiary, whichever is lower.

In addition, reviewing of such other functions as envisaged under Section 177 of the Act, 2013 read with the Companies (Meetings of Board and its Powers) Rules, 2014 as amended and Regulation 18 of the Listing Regulations.

The subjects reviewed and recommended in the meetings of the Audit Committee were apprised to the Board by the Chairman of the Committee, for its approval. All the recommendations made by the Committee during the year under review, were accepted by the Board.

3.2 Composition, name of the Chairman and Members:

As of 31st March 2024, the Committee consists of the following Independent Director's viz., Mr C R Dua and Dr. Deepali Pant Joshi and Mr K N Radhakrishnan, Director & CEO.

During the year under review, Mr T Kannan, Independent Director demised on 23rd May 2023 and Mr R Gopalan,

Chairman of the Committee resigned from the Directorship on 2nd March 2024 and thereby both the Directors ceased as members of the Audit Committee.

Mr K N Radhakrishnan, Director and CEO and Dr. Deepali Pant Joshi, Independent Director were appointed as members of the Committee effective 7th July 2023 and 2nd March 2024 respectively through a circular resolution by the Board of Directors.

Mr R Gopalan, erstwhile Chairman of the Committee was present at the last AGM held on 24th July 2023 to answer the Shareholder queries.

Mr K S Srinivasan, Company Secretary acts as the Secretary of the Committee.

3.3 The particulars of meetings and attendance by the members of the Committee, during the year under review, are given in the table below:

Date of the Meetings	Members present (M/s)				
	CRD	KNR	DPJ	RG	TK
24-04-2023	✓	NA	NA	✓	✓
04-05-2023	LOA	NA	NA	✓	✓
24-07-2023	✓	✓	NA	✓	-
30-10-2023	✓	✓	NA	✓	-
24-01-2024	✓	✓	NA	✓	-
20-03-2024	✓	✓	✓	-	-

"✓" - Attended the meeting; "LOA" - Leave of absence; "NA" - Not applicable

[CRD - Mr C R Dua, KNR - Mr K N Radhakrishnan, DPJ - Dr. Deepali Pant Joshi, RG - Mr R Gopalan (upto 2nd March 2024) and TK - Mr T Kannan (upto 23rd May 2023)]

4. Subsidiary companies

The Company has four wholly owned subsidiaries viz., Sundaram Auto Components Limited, TVS Digital Limited [formerly known as TVS Housing Limited], TVS Motor Services Limited and TVS Electric Mobility Limited.

It also has other subsidiaries viz., TVS Credit Services Limited and its three wholly owned subsidiaries viz., Harita ARC Private Limited, Harita Two-wheeler Mall Private Limited and TVS Housing Finance Private Limited.

During the year under review, the Company has acquired additional stake of 25% in Swiss E-Mobility Group (Holding) AG ("SEMG"), Switzerland through its overseas subsidiary viz., TVS Motor (Singapore) Pte. Limited on 9th June 2023 from the existing shareholders, thereby SEMG has become a wholly owned subsidiary of TVS Motor (Singapore) Pte Ltd. and the Company.

The foreign subsidiaries are TVS Motor (Singapore) Pte. Limited, TVS Digital Pte Ltd.; TVS Motor Company

(Europe) B.V., PT. TVS Motor Company Indonesia, The Norton Motorcycle Co Limited, UK, EBCO Limited, UK; Swiss E-Mobility Group (SEMG), its subsidiaries viz., Swiss E-Mobility Group (Schweiz) AG, Switzerland, Colag E-Mobility GmbH, Germany, Alexandr'RoEdouard'O Passion Velo Sarl, Switzerland, The GO Corporation and its subsidiary viz., EGO Movement Stuttgart GmbH, Germany and Celerity Motor GmbH, Germany.

The Audit Committee reviews the financial statements and in particular the investments made by the said unlisted subsidiaries. The minutes of the Board meetings of the said unlisted subsidiaries, wherever applicable, are periodically placed before the Board.

The Committee is periodically informed about all significant transactions and arrangements entered into by all these unlisted subsidiaries.

Material Subsidiaries Policy

The Board has duly formulated a policy for determining 'material subsidiaries'. As per the amended Listing Regulations 2015, material subsidiary means a subsidiary whose income or net worth exceeds 10% of

the consolidated income or net worth respectively, of the listed entity and its subsidiaries in the immediately preceding accounting year.

As of 31st March 2024, the Company's Indian subsidiary, viz., TVS Credit Services Limited and overseas subsidiary viz., TVS Motor (Singapore) Pte Limited are covered within the definition of "unlisted material subsidiary" in terms of the Regulation 16(1)(c) of the Listing Regulations.

For the purpose of complying with the requirement of Regulation 24 of the Listing Regulations, the Company nominated one of the ID of the Company on the Board of TVS Credit Services Limited and TVS Motor (Singapore) Pte Limited, whose income/net worth exceeds of 20% of the consolidated income or net worth.

The Company has ensured that all the identified material subsidiaries incorporated in India have obtained secretarial audit report from a Company Secretary in Practice for FY 2023-24 and annexed with the annual report of the Company.

Copy of the Material Subsidiary policy is available on the Company's website in the link provided in page no. 186 of this Annual Report.

5. Disclosures

5.1 Materially significant related party transactions:

All transactions entered into with related parties (RPTs), as defined under the Act, 2013 and the Listing Regulations during the financial year 2023-24 were in the ordinary course of business and at arm's length and do not attract the provisions of Section 188 of the Act, 2013 and the rules made thereunder.

There were no materially significant transactions with the related parties during the year, which were in conflict of interest, and hence no approval of the Company was required in terms of the Listing Regulations.

The transactions with the related parties, namely its promoters, its holding, subsidiary and associate companies etc., of routine nature have been reported in the Annual Report, as per Indian Accounting Standard 24 (IND AS 24) notified vide the Companies (Indian Accounting Standard) Rules, 2015.

Details of material related party transactions are enclosed as part of accounts for the year ended 31st March 2024.

Related Party Transaction Policy

The Board has formulated a policy on related party transactions. The Audit Committee reviews and approves transactions between the Company

and related parties, as defined under the Listing Regulations, to ensure that the terms of such RPTs would reasonably be expected of transactions negotiated or at arm's length and in the ordinary course of business. The audit committee meets prior to each scheduled board meeting to review all RPTs of the Company on a quarterly basis.

In terms of Regulation 23 of the Listing Regulations, all RPTs for the succeeding financial year, with clear threshold limit, are regularly placed before the Audit Committee meeting convened in last quarter of the financial year for its approval and recommendation to the Board for its approval, wherever required. RPTs entered upto that period are reviewed at the meeting for any upward revision in the threshold limit.

It is also ensured that none of RPTs involving payments with respect to brand usage or royalty during the financial year, exceed five percent of the annual consolidated turnover of the Company as per the previous audited financial statements of the Company.

As per the Companies Act 2013, any unforeseen RPT involving amount not exceeding ₹ 1 crore per transaction is entered into by a Director or Officer of the Company without obtaining prior approval of the Audit Committee and such RPTs can be ratified by the Audit Committee within three months from the date of such transaction.

Copy of the said Policy is available on the Company's website in the link as provided in page no. 186 of this Annual Report.

The Company has engaged an Independent Audit firm for ensuring correctness of the approach in complying with the criteria on arm's length price and ordinary course of business for all RPTs entered into by the Company from time to time.

5.2 Disclosure of accounting treatment:

Pursuant to the notification, issued by the Ministry of Corporate Affairs dated February 16, 2015 relating to the Companies (Indian Accounting Standards) Rules, 2015, the Company has adopted "IND AS" with effect from 1st April 2016. Accordingly, the financial statements for the year 2023-24 have been prepared in compliance with the said Rules.

5.3 Risk Management:

a) The Committee plays a crucial role in overseeing the Company's risk appetite, tolerance, and strategy.

This function is complemented by a well-established Risk Management Policy, which formalizes the Company's approach to managing material business

risks. The policy leverages a combined top-down and bottom-up approach to comprehensively identify, assess, monitor, and manage key risks across all business units.

b) A robust risk management framework ensures regular internal reviews and reporting to the Board.

This process involves identifying and prioritizing business risks based on their severity, likelihood of occurrence, and the effectiveness of current detection methods. The framework also monitors ongoing and potential risk exposures, the effectiveness of the risk management system itself, and adherence to Board-approved risk policies. Senior Management reviews these risks on a quarterly basis. Additionally, process owners are assigned for each risk, and metrics are developed to track and evaluate the effectiveness of mitigation strategies.

The Board is confident that the Company has adequate systems and procedures in place to effectively identify, assess, monitor, and manage risks. This confidence is further bolstered by the Company's Audit Committee, which reviews reports from management and recommends appropriate actions when necessary.

Risk Management Committee:

As of 31st March 2024, the Committee consists of the following Executive/Independent director/Officer viz., Mr K N Radhakrishnan, Director & CEO, Mr Sudarshan Venu, MD, Mr K Gopala Desikan, Chief Financial Officer and Mr Hemant Krishan Singh, Independent Director.

The particulars of meetings and attendance by the members of the Committee, during the year under review, are given in the table below:

Date of the Meetings	Members present (M/s)				
	HKS	SV	LDG	KNR	KGD
07.07.2023	✓	LOA	✓	✓	✓
30.10.2023	✓	LOA	-	✓	LOA

“✓”- Attended the meeting ; “LOA” – Leave of absence

[HKS - Mr Hemant Krishan Singh, SV – Mr Sudarshan Venu, LDG – Mrs Lalita D Gupte (upto 22nd Oct 2023), KNR – Mr K N Radhakrishnan, KGD – Mr K Gopala Desikan]

Scope:

- (a) Overseeing and approving the Company's enterprise-wide risk management framework;
- (b) Overseeing/identifying/assessing of all risks that the Organization faces such as strategic, financial, credit, marketing, liquidity, security, property, IT, legal, regulatory, reputational;

During the year under review, Mr T Kannan, Independent Director, Chairman of the Committee upon demise on 23rd May 2023 and Mrs. Lalita D Gupte, Independent Director completed her tenure of office on 22nd October 2023 and thereby both the Directors ceased as members of the Committee.

Mr K N Radhakrishnan, Director and CEO was appointed as Chairman of the Committee effective 7th July 2023.

The composition of the Committee is in accordance with the requirements of Regulation 21 of the Listing Regulation. Mr K N Radhakrishnan, Director and CEO is the Chairman and Mr K S Srinivasan, Company Secretary acts as the Secretary of the Committee.

As per the Risk matrix - prioritization, financial impact on roll back of FAME II subsidy by March 2024, International Business Industry Risk on account of forex shortage, and currency depreciation, geo political issues and non-achievement of planned market share were reviewed including the mitigation plans for those critical risks.

Cyber Threats:

The Committee received regular updates on the key risk associated with technology, including notable incidents, regulatory developments, governance and strategy, as well as developments in the global cybersecurity threat landscape such as the risk in prominence of ransomware, and the progress of cyber-attack simulation exercises with senior executives and readiness training across all the Companies in the Group.

- (c) Evaluating that adequate risk management infrastructure is in place and capable of addressing those risks; and
- (d) Monitoring/overseeing the implementation of the risk management policy and reviewing the policy periodically

Role:

- (a) To identify, evaluate and mitigate the existing as well as potential risks to the Company and to recommend the strategies to the Board to overcome them;
- (b) To develop and implement action plans to mitigate the risks;
- (c) To oversee at such intervals as may be necessary, the adequacy of Company’s resources, to perform its risk management responsibilities and achieve its objectives;
- (d) To review the risk management framework for the operations of the Company that are deemed necessary and Company’s performance against the identified risks of the Company;
- (e) To formulate the strategies towards identifying any areas that may materially affect the Company’s overall risk exposure and to review the risk management plan;
- (f) To adequately transmit necessary information with respect to material risks to Senior Executives/ Board/relevant Committees;
- (g) To check if Cyber security cover has been adopted by Information systems department; and
- (h) Such other items as may be prescribed by regulatory or by the Board, from time to time.

5.4 Instances of non-compliances, if any:

There were no instances of non-compliance by the Company or penalty and stricture imposed on the Company by the Stock Exchanges or SEBI or any other statutory authorities on any matter related to the capital markets, during the last three years.

5.5 Disclosure by Senior Management Personnel:

The Senior Management Personnel have made disclosures to the Board relating to all material, financial and other transactions stating that they did not have personal interest that could result in conflict of interest with the Company at large.

Particulars of senior management personnel of the Company:

S.no	Name of the Senior Management Personnel (M/s.)	Category
1.	K Gopala Desikan	Chief Financial Officer
2.	Sharad Mohan Mishra	President – Group Strategy
3.	Bernhard Heiming	Chief Technology Officer
4.	R Anandakrishnan	Group Head - ERM, HR & IT
5.	K S Srinivasan	Company Secretary

5.6 CEO and CFO Certification:

The Director & Chief Executive Officer and Chief Financial Officer of the Company have certified to the Board on financial and other matters in accordance with Regulation 33 of the Listing Regulations for the financial year ended 31st March 2024.

5.7 Compliance with mandatory/non-mandatory requirements:

The Company has complied with all applicable mandatory requirements in terms of the Listing Regulations. The non-mandatory requirements have been adopted to the extent and in the manner as stated under the appropriate headings detailed in this Report.

5.8 Code of Conduct for Prevention of Insider Trading:

In compliance with SEBI (Prohibition of Insider Trading) Regulations 2015, as amended, the Company has a comprehensive Code of Conduct for Prevention of Insider Trading and the same is being strictly adhered to by the Designated persons (DPs) while dealing in Company's securities in excess of the threshold limit as defined under this Code.

The Company also has in place a Code of Practices and Procedures for fair disclosure of "Unpublished Price Sensitive Information" (UPSI) and a Code of Conduct to regulate, monitor and report trading by insiders.

The Company follows closure of trading window from the end of every quarter till 48 hours the UPSI made public. The Company has been advising the DPs covered by the Code not to trade in Company's securities during the closure of trading window period. The Company has set up a mechanism for daily tracking of the dealings of equity shares of the Company by the DPs and their immediate relatives having access to unpublished price sensitive information. In addition, the Company is also closing the trading window for considering the UPSI at the Board meeting and advising the DPs connected with the UPSI.

The Audit Committee also reviewed the Institutional Mechanism for Prevention of Insider trading and the systems for internal control as per Regulation 9A of the SEBI (Prohibition of Insider Trading) Regulations 2015 and declarations from DPs affirming their compliance with the Code for the year 2023-24.

The Company has installed necessary software for maintaining a Structured Digital Database as per the circulars issued by the SEBI. The Company regularly shares the importance of recording the UPSI to the DPs concerned. All DPs have been requested to share emails or any communication containing UPSI with others only

for legitimate purposes. Wherever it is required, DPs are requested to record sharing of UPSI details with other employees, Auditors, Consultants within or outside the Company, marking a copy to a dedicated email ID. Emails marked to the specific mail ID can be accessed only by the intended users, till it is made public.

5.9 Management Discussion and Analysis Report, Familiarization Programme and Whistle Blower Policy:

All the above Report/Policies form part of the Directors' Report.

5.10 Whistle Blower Policy

The Company has cultivated a strong reputation over the years for conducting business with the utmost integrity. This commitment is reflected in our zero-tolerance policy for unethical behaviour. To uphold this standard, we have established a robust vigil mechanism that allows for the reporting of concerns in compliance with the Act and Listing Regulations. The Board's Audit Committee diligently oversees the functioning of this mechanism.

Whistleblowers are empowered to make protected disclosures through various channels. This system facilitates the reporting of actual or suspected instances of fraud or violations of the Company's Code of Conduct.

Copy of the said Policy is available in the Company's website in the following link is available in page no. 186 of this Annual Report.

6. Nomination and Remuneration Committee (NRC)

The NRC assists the Board in its oversight of Board composition and the maintenance of an effective framework for succession planning. It also assists with the implementation of the Remuneration Policy, including the fixing of remuneration of the Executive Directors, Key Managerial Personnel (KMPs) (other than Directors) and Senior Managerial Personnel(SMPs)

6.1 Composition of the Committee:

As of 31st March 2024, NRC consists of the following Independent Directors viz., M/s C R Dua, Kuok Meng Xiong and B Sriram.

During the year under review, Mr T Kannan, Independent Director, ceased as a member of the Committee upon demise on 23rd May 2023.

Mrs Lalita D Gupte, Independent Director was appointed as a member of the Committee effective 25th May 2023 through a circular resolution and ceased wef 22nd October 2023 on completion of her tenure of Independent Directorship.

Mr B Sriram, Independent Director was appointed as a member of the Committee effective 7th July 2023 through a circular resolution.

Mr C R Dua, the Chairman of the Committee was present at the last AGM held on 24th July 2023 to answer the Shareholder queries.

Mr K S Srinivasan, Company Secretary acts as the Secretary of the Committee.

6.2 The particulars of meetings and attendance by the members of the Committee, during the year under review, are given in the table below:

Date of the Meetings	Members present (M/s)				
	CRD	BS	MX	LDG	TK
04.05.2023	LOA	NA	✓	NA	✓
31.05.2023	✓	NA	✓	✓	-
11.09.2023	✓	✓	✓	✓	-
24.01.2024	✓	✓	✓	-	-
20.03.2024	✓	✓	✓	-	-

"✓"- Attended the meeting ; "LOA" – Leave of absence; "NA" – Not Applicable;

[CRD – Mr C R Dua, BS – Mr B Sriram, MX – Mr Kuok Meng Xiong, LDG – Mrs Lalita D Gupte (upto 22nd Oct 2023) and TK – Mr T Kannan (upto 23rd May 2023)]

6.3 The broad terms of reference of the NRC are as under:

- Guiding the Board for laying down the terms and conditions in relation to the appointment and removal of Director(s), Key Managerial Personnel (KMP) and Senior Management Personnel (SMP) of the Company.
- Evaluating the performance of the Director(s) and providing necessary report to the Board for its further evaluation and consideration.

- Recommending to the Board on remuneration payable to the Director(s), KMP and SMP of the Company based on (i) the Company's structure and financial performance and (ii) remuneration trends and practices that prevail in peer companies across the automobile industry.
- Retaining, motivating and promoting talent amongst the employees and ensuring long term sustainability of talented SMP by creation of competitive advantage through a structured talent review.

6.4 The role/scope of NRC is as follows:

- To make recommendations to the Board with respect to incentive compensation plans for the Executive Director(s) and remuneration of Non-Executive Director(s) of the Company.
- To identify persons who are qualified to become Director(s), KMP and SMP of the Company.
- To recommend to the Board for the appointment/removal of Director(s), KMP and SMP of the Company.
- To formulate criteria for determining qualification, positive attributes and independence of a Director of the Company.
- To recommend to the Board a Policy for remuneration of Director(s), KMP and SMP of the Company.

6.5 Board and Committee Performance Evaluation

The NRC laid down the criteria for evaluating the performance of every Director, Committees of the Board and the Board as a whole and also the performance of KMP and SMP.

Board Performance Evaluation

- **Composition, Size, and Expertise:** The Board's composition, size, and mix of skills and experience are assessed. The effectiveness of Board meetings is evaluated considering factors such as meeting frequency, discussion quality, decision-making processes, and follow-up actions.
- **Information Quality and Governance:** The quality of information provided to the Board and its adherence to good governance practices are reviewed.
- **Committee Performance:** The performance of various Board committees established for specific purposes is assessed.

Evaluation Methodology

The NRC prescribed a peer evaluation methodology using a set of questionnaires to assess the performance of individual directors, Board committees, the Chairman,

and the Board as a whole. The Board conducted the evaluation following this prescribed methodology.

Individual Director Evaluation

The performance of individual directors is evaluated based on their:

- Commitment to their role and fiduciary responsibilities as Board members.
- Attendance and active participation in Board meetings.
- Strategic and lateral thinking abilities.
- Professional contributions and recommendations provided to the Board.
- Leadership or participation in various Board committees.

Senior Management Performance

The performance of SMP is measured against their achievement of business plans approved by the Board throughout the financial year and their annual performance incentives tied to those achievements. All SMP evaluations are conducted consistently following the established criteria.

NRC has the overall responsibility for evaluating and approving the compensation plans, policies and programmes applicable to SMP. NRC also delegated its authority to the Executive Directors, wherever appropriate, for this purpose.

6.6 Remuneration Policy

The Nomination and Remuneration Policy has been placed on the website of the Company. The details of the website link is available on the Company's website as provided in page no. 186 of this Annual Report. The salient features of the policy are as follows:

NRC formulates policy to ensure that –

- the level and composition of remuneration is reasonable and sufficient to attract, retain and motivate Director(s) of the quality required to run the Company successfully;
- the relationship of remuneration to performance is clear and meets appropriate performance benchmarks; and
- the remuneration to Director(s), KMP and SMP of the Company involve a balance between fixed and incentive pay reflecting short and long-term performance objectives appropriate to the working of the Company and its goals.

6.7 Remuneration to Directors:

Executive Directors:

The remuneration payable to Managing Director (MD) and Director & CEO is fixed by the Board and are within the limits approved by the Shareholders in terms of the relevant provisions of the Act, 2013 read with Regulation 17 of the Listing Regulations.

Particulars of remuneration to Executive Directors for the financial year 2023-24:

Name of the Directors	Salary & Perks	Commission	(₹ In Cr)
			Total
CE & MD	0.84	-	0.84
MD	6.70	30.00	36.70
Director & CEO	4.70	15.80	20.50

There is no separate provision for payment of severance fees. The notice period is mutually agreed between these Directors and the Board. The tenure of office of Executive Directors is for five years from their respective dates of appointment/re-appointment.

Commission paid to the Directors are within the permissible limits approved by the Members and determined by the Board every year depending upon the performance of the Company.

Non-Executive Directors:

Sitting fees

The Board at its meeting held on 5th May 2022 fixed the payment of sitting fees of ₹ 40,000/- each to the Non-Executive Directors for each of the Board and/or Committee meeting thereof attended by them, which is within the limits, prescribed under the Act, 2013, effective that date.

In terms of the amended Listing Regulations, it has also been ensured that the remuneration payable to one non-executive director does not exceed 50% of the total annual remuneration payable to all non-executive directors of the Company.

The Board at its meeting held on 20th March 2024, approved the adoption of TVS Motor Company Employee Stock Option Plan ("ESOP Plan") by way of secondary acquisition of fully paid up equity shares of the Company through TVSM Employees Stock Option Trust. The approval of the shareholders for the implementation of ESOP Plan and secondary acquisition of equity shares are being sought by way of special resolutions through postal ballot and the voting results will be published post completion of voting period i.e. 10th May 2024.

Commission

The Company benefits from the expertise, advice and inputs provided by IDs. IDs devote their valuable time in deliberating on strategic and critical issues in the course of Board and Committee meetings of the Company and give their valuable advice, suggestions and guidance to the management of the Company, from time to time and hence IDs are being paid by way of sitting fees and commission.

NRC Committee, in its meeting held on 8th May 2024, recommended the payment of commission to IDs within the permissible limit, in terms of the provisions of Sections 197/198 of the Act, 2013, read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules 2014 and as approved by the shareholders at the general meetings held on 11th August 2017.

A Commission of ₹ 30 lakh to all IDs; additionally, ₹ 5 lakh to those IDs serving as a Member of the Audit Committee; and ₹ 3 lakh and ₹ 2 lakh each to those IDs serving as a Member of the Risk Management Committee and other Committees respectively for the year 2023-24, as approved by the board at its meeting held on 8th May 2024. The amount of commission for every financial year will be decided by the Board, as approved by the shareholders at AGM held on 11th August 2017, subject to the limit of 1% of net profits of the Company, in aggregate, as calculated pursuant to Section 198 of the Act, 2013. The above compensation structure is commensurate with the best practices in terms of remunerating IDs and adequately compensates for the time and contribution made by IDs.

The remuneration was determined by NRC considering the varying demands of the business, time commitment and other requirements of the role of Non-Executive Directors.

6.8 Particulars of sitting fees/commission paid to the Non-Executive and Independent/Non-Independent Directors during the financial year 2023-24 are as follows:

(₹ in Lakh)			
Name of the Directors (M/s)	Sitting Fees	Commission	Total
Prof. Sir Ralf Dieter Speth	3.20	-	3.20
C R Dua	7.60	39.00	46.60
Kuok Meng Xiong	4.40	32.00	36.40
Dr. Deepali Pant Joshi (From 11.09.2023)	3.20	17.05	20.25
Vijay Sankar (From 20.03.2024)	0.40	1.05	1.45
H K Singh	5.20	35.00	40.20
B Sriram	6.80	31.47	38.57
Dr. Lakshmi Venu	2.00	-	2.00
T Kannan (Upto 23.05.2023)	2.00	5.96	7.96
R Gopalan (Upto 02.03.2024)	6.00	34.07	40.07
Lalita D. Gupte (Upto 22.10.2023)	2.80	20.43	23.23
Total	43.60	216.03	259.63

6.9 None of the Non-Executive Directors hold shares of the Company as on 31st March 2024.

7. Stakeholders' Relationship Committee (SRC):

7.1 As of 31st March 2024, the Committee consists of the following Executive Directors viz., M/s Venu Srinivasan, Chairman Emeritus & Managing Director (CE & MD) and Sudarshan Venu, Managing Director (MD) and Independent Directors viz., M/s. Hemant Krishan Singh and C R Dua.

During the year under review, Mrs Lalita D Gupte, Independent Director completed her tenure of office on 22nd October 2023 and thereby she ceased as a member of the Committee.

Mr Hemant Krishan Singh, Chairman of the Committee was present at the last AGM held on 24th July 2023 to answer the Shareholder queries.

Mr K S Srinivasan, Company Secretary acts as the Secretary of the Committee.

7.2 During the year, the SRC Committee met on 30th October 2023. Except CE & MD, all other members attended the meeting.

7.3 As required by Listing Regulations, Mr K S Srinivasan, Company Secretary is the Compliance Officer of the Company, who oversees the redressal of investor grievances.

For any clarification/complaint, the Shareholders may contact the Company Secretary.

7.4 SRC oversees and reviews all the matters connected with share transfers, issue of duplicate share certificates and other issues pertaining to shares. SRC also looks into various aspects of interests:

- Resolving the grievances of the security holders relating to transfer/transmission of shares, non-receipt of Annual Report, non-receipt of declared

dividends, issue of new/duplicate certificates, general meetings etc.

- Review of measures taken for effective exercise of voting rights by shareholders.
- Review of adherence to the service standards adopted by the listed entity in respect of various services being rendered by the Registrar & Share Transfer Agent.
- Review of the various measures and initiatives taken by the listed entity for reducing the quantum of unclaimed dividends and ensuring timely receipt of dividend warrants/annual reports/statutory notices by the shareholders of the Company.

The Company, in order to expedite the process of share transfers delegated the power of share transfers to an officer of the Share Transfer Agent (STA). The Company, as a matter of policy, disposes of investors' complaints within a span of seven days.

7.5 Complaints received and redressed during the year 2023-24:

Nature of complaints	No. of complaints received and redressed
Non-receipt of Annual Report	1
Transmission of shares	2
Non receipt of demand draft in lieu of unclaimed dividend warrant	2
Non-receipt of IEPF Entitlement Letter	1
TOTAL	6

7.6 All the queries and complaints received during the financial year ended 31st March 2024, were duly redressed and no queries pending at the year end.

All requests for dematerialization of shares were carried out within the stipulated time period and no request for dematerializing the share certificates was pending.

7.7 Reconciliation of Share Capital Audit:

A firm of Practising Company Secretary carries out Reconciliation of Share Capital (RSC) Audit on a quarterly basis to reconcile the total admitted capital with National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL). The reports are being regularly placed before the board for its perusal.

The RSC audit reports confirmed that the total issued and listed capital was in agreement with the total number of shares in physical form and in dematerialized form held with NSDL and CDSL.

8. Corporate Social Responsibility Committee:

As on 31st March 2024, the Corporate Social Responsibility Committee consists of three Directors viz., M/s Venu Srinivasan, Sudarshan Venu and Vijay Sankar. Mr Venu Srinivasan is the Chairman of the Committee.

During the year under review, Mr T Kannan, Independent Director demise on 23rd May 2023 and Mr R Gopalan, member of the Committee resigned on 2nd March 2024 and ceased as members of the Committee.

Mr Vijay Sankar, Independent Director was appointed as a member of the Committee effective 20th March 2024.

The details of CSR Policy, initiatives and spending are disclosed in the Annexure - IV to the Directors Report.

During the year, the Committee met on 4th May 2023 and all the members were present at the meeting.

Amendment to various policies

The Board at its meeting held on 20th March 2024, has reviewed all the policies and amendments were made to the following policies in accordance with the requirements under the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 to ensure their continued compliance with the latest regulatory amendments.

The particulars of meetings and attendance by the members of the Committee, during the year under review, are given in the table below:

Date of the Meetings	Members present (M/s)				
	CE	BS	KNR	RG	TK
12.04.2023	✓	NA	✓	NA	LOA
24.07.2023	NA	✓	LOA	✓	-
30.10.2023	NA	✓	✓	✓	-
26.12.2023	NA	✓	LOA	✓	-
20.03.2024	NA	✓	✓	NA	-

✓- Attended the meeting LOA – Leave of absence NA – Not Applicable

[CE- Mr Venu Srinivasan (upto 07.07.2023), BS – Mr B Sriram KNR – Mr K N Radhakrishnan, RG – Mr R Gopalan (upto 02.03.2024), TK– Mr T Kannan (demise on 23.05.2023)]

- Code of conduct to Regulate, Monitor and Report Trading by Insiders
- Corporate Social Responsibility Policy
- Determination of materiality of an event Policy
- Dividend Distribution Policy
- Forex Policy
- Material Subsidiary Policy
- Nomination and Remuneration Policy
- Related Party Transaction Policy

The changes relate to the following:

- Compliance with law – pursuant to the recent amendments in the applicable law, adequate revisions have been carried out in the policies to ensure these changes are being reflected in the policies and are up to date with the rules and regulations in accordance with which the Company has formulated these policies. Further, the Company has attempted to expressly include the provisions under applicable law to make the policies more comprehensive.
- Structural changes – with an intention to bring out more clarity and to make the policies easier to interpret, the Company has carried out certain structural changes in certain policies. This increases the readability of the policies and ensures that the intention behind the provisions are laid out clearly.

9. Administrative Committee:

The Administrative Committee consist of two directors viz., M/s K N Radhakrishnan and B Sriram.

During the year under review, Mr T Kannan, Independent Director demise on 23rd May 2023, Mr R Gopalan, Chairman of the Committee resigned from the Directorship on 2nd March 2024 and Mr Venu Srinivasan, resigned as Chairman & Member of the Committee effective 7th July 2023, thereby the aforesaid Directors ceased as members of the Committee.

10. General body meeting:

10.1 Location and time where AGMs were held during the last three years

Year	Venue of the meeting	Date	Time
2020-21	Through VC/OAVM	29.07.2021	01.30 PM
2021-22	Through VC/OAVM	27.06.2022	02.00 PM
2022-23	Through VC/OAVM	24.07.2023	03.30 PM

10.2 Special resolutions passed in the previous three AGMs:

During the last three years, namely 2020-21 to 2022-23 none of approvals were obtained by passing special resolutions.

10.3 Postal Ballot:

None of the subjects placed before the shareholders in the last/ensuing AGM required/requires approval by Postal Ballot. However, in terms of the Regulation 44 of the Listing Regulations and Section 108 of the Act, 2013 read with the Companies (Management and Administration) Rules, 2014, the Company facilitated its members to exercise their right to vote through Remote e-Voting and e-Voting at the meeting for all the items approved at the AGM held on 24th July 2023.

During the year, the consent of the shareholders were sought for the by way of Ordinary/Special Resolution through Postal Ballot for the below items:

S.no	Date of notice	Items transacted	% of Votes cast in favour of the resolution	% of Votes cast against the resolution	Effective date of Passing of resolution
1.	11.09.2023	Re-appointment of Dr. Deepali Pant Joshi as a Non- Executive Independent Director for a term of five years (Special Resolution)	99.93%	0.07%	20.10.2023
		Re-appointment of Mr K N Radhakrishnan as a Director & Chief Executive Officer of the Company for a period of 5 years (Ordinary Resolution)	87.55%	12.45%	
2.	24.01.2024	Re-appointment of Mr R Gopalan (DIN : 01624555) as an Independent Director of the Company (Special Resolution)	Postal Ballot withdrawn due to resignation of Mr R Gopalan wef 2 nd March 2024.		
3.	20.03.2024 (Special Resolutions)	Appointment of Mr Vijay Sankar (DIN: 00007875) as a Non-Executive Independent Director for a term of 5 (five) years	Results are expected to be announced on or after 10 th May 2024		
		Appointment of Mr Shailesh Haribhakti (DIN: 00007347) as a Non-Executive Independent Director for a term of 5 (five) years			
		Approval of 'TVS Motor Company Employee Stock Option Plan ("TVSM ESOP Plan" or "Plan") to the eligible employees of the Company			
		Authorisation for secondary acquisition of equity shares of TVS Motor Company Limited by TVSM Employees Stock Option Trust for implementation of 'TVS Motor Company Employee Stock Option Plan' ("Plan") and providing financial assistance in this regard			

In accordance with General Circular Nos. 14/2020 dated April 8, 2020 and 17/2020 dated April 13, 2020 read with other relevant circulars, including General Circular No. 3/2022 dated May 5, 2022, 11/2022 dated December 28, 2022 and 09/2023 dated 25th September 2023 issued by the Ministry of Corporate Affairs ("MCA Circulars") and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the Listing Regulations, 2015), the above resolutions were passed by means of Postal Ballot including e-Voting.

All the above said Ordinary/Special Resolutions were passed with requisite majority of the shareholders on the last date of e-Voting. Voting results of Postal Ballot is available on the website of the Stock Exchanges and website of the Company.

10.4 Person who conducted the Postal Ballot exercise:

Mr K Sriram, Practising Company Secretary (Membership no. F6312 and CP No. 2215), Chennai was appointed to act as the scrutinizer for conducting the above Postal Ballots and E-voting in a fair and transparent manner.

10.5 Procedure for Postal Ballot:

1. The Board of Directors, vide resolution dated 11th September 2023, 24th January 2024 and 20th March 2024 respectively, had appointed Mr K Sriram, Practising Company Secretary as the scrutinizer.
2. The details of the dispatch of the Postal Ballot Notice together with Statement was completed on as per the below mentioned table along with forms and postage prepaid business envelopes to all the shareholders whose name(s) appeared on the Registers of Members/list of beneficiaries as on the 'Cut-off Date(s)'.
3. The said notice(s) of Postal Ballot(s) have been sent in electronic mode to the Members, whose e-mail IDs were registered with the Company or the Depository Participants. Physical Ballot Forms were sent to (i) Members whose e-mail IDs are not registered with the Company or the Depository Participants and (ii) Members holding shares in physical form.
4. Particulars of Postal Ballot forms received from the members using the electronic platform of NSDL were entered in a register separately maintained for the purpose.
5. The Postal Ballot forms were kept under the safe custody of the Scrutinizer in sealed and tamper proof ballot boxes before commencing the scrutiny of such postal ballot forms.
6. All Postal Ballot forms received by the scrutinizer up to 5.00 p.m. on the last date of e-voting have been considered for scrutiny.
7. The Scrutinizer had submitted his report on after scrutiny and the results were announced as tabled below:

S.no	Postal Ballot (Board Meeting approved date)	Dispatch date	Cut-off Date	e-Voting period (9.00 a.m – 5.00 p.m.)
1.	11.09.2023	18.09.2023	14.09.2023	21.09.2023 to 20.10.2023
2.	24.01.2024	02.02.2024	31.01.2024	05.02.2024 to 05.03.2024
3.	20.03.2024	10.04.2024	05.04.2024	11.04.2024 to 10.05.2024

There is no immediate proposal for passing any resolution through postal ballot. However, if required, the same shall be passed in compliance of provisions of the Companies Act, 2013, the Listing Regulations or any other applicable laws.

11. Means of communication to shareholders

The board believes that effective communication of information is an essential component of corporate governance. The Company regularly interacts with shareholders through multiple channels of communication such as results announcement, annual report, media releases, Company's website and specific communications to Stock Exchanges, where the Company's shares are listed.

During the quarterly results, Director & CEO and CFO, make presentations to institutional investors, analysts and other investors. The presentations are made available on the Company's website.

11.1 Quarterly results:

The Company's quarterly/half-yearly/annual financial results were sent to the Stock Exchanges and were published in English and Regional newspapers. They are also available on the website of the Company.

11.2 Newspapers wherein results are normally published:

The results are normally published in English Newspapers viz., The Hindu, Business Line, The Times of India, Economic Times, Business Standard, The New Indian Express and Regional Newspaper viz., Dinamani and are also available on the website of the Company.

11.3 Website:

The Company is maintaining a functional website www.tvsmotor.com. This website contains all the information and other details as may be required under the Regulation 46 of Listing Regulations. The Company ensures that the contents of this website are periodically updated.

11.4 Press Release & Investor/ Analysts meet:

In addition, the Company makes use of this website for publishing official news release and presentations, if any, made to institutional investors/analysts, transcripts etc. No unpublished price sensitive information is discussed in the meeting with institutional investors and financial analysts.

12. General shareholder information:

12.1 Annual general meeting :

Date and time : Tuesday, 6th August 2024 at 2.45 P.M. (IST), through Video Conferencing

12.2 Financial year : 1st April to 31st March

Financial calendar : 2024-25
 Financial reporting : Financial calendar against for the quarter ending
 30th June, 2024 : Before 14th August, 2024
 30th September, 2024 : Before 14th November, 2024
 31st December, 2024 : Before 14th February 2025
 31st March, 2025 : Before 30th May, 2025

12.3 Particulars of dividend payment:

Particulars of dividend declaration/payment are disclosed in the Directors' Report. Dividends were declared in compliance with the Dividend Distribution Policy of the Company.

Dividend distribution policy

SEBI vide its circular No. SEBI/ LAD-NRO/ GN/ 2016-17/008 dated 8th July 2016 mandated the top 500 listed companies based on the market capitalization to formulate Dividend Distribution Policy which shall be disclosed in their annual reports and on their websites.

Accordingly, the Board at its meeting held on 24th January 2017 had formulated a Dividend Distribution Policy, the details of which are available on the Company's website in the link as provided in page no. 186 of this Annual Report.

12.4 Listing on Stock Exchanges:

Name and address of the Stock Exchange	Stock Code/Symbol
BSE Limited (BSE) Phiroze Jeejeebhoy Towers Dalal Street, Mumbai 400 001. India Tel.: 91 22 2272 1233 Fax: 91 22 2272 1919	532343
National Stock Exchange of India Limited (NSE) Exchange Plaza, Plot No. C/1, G-Block, Bandra Kurla Complex, Bandra (East), Mumbai 400 051. India Tel.: 91 22 2659 8100 Fax: 91 22 2659 8120	TVSMOTOR
ISIN allotted by Depositories (Company ID Number) Equity	INE494B01023
Non- Convertible Debentures (NCD) listed with NSE	INE494B08036

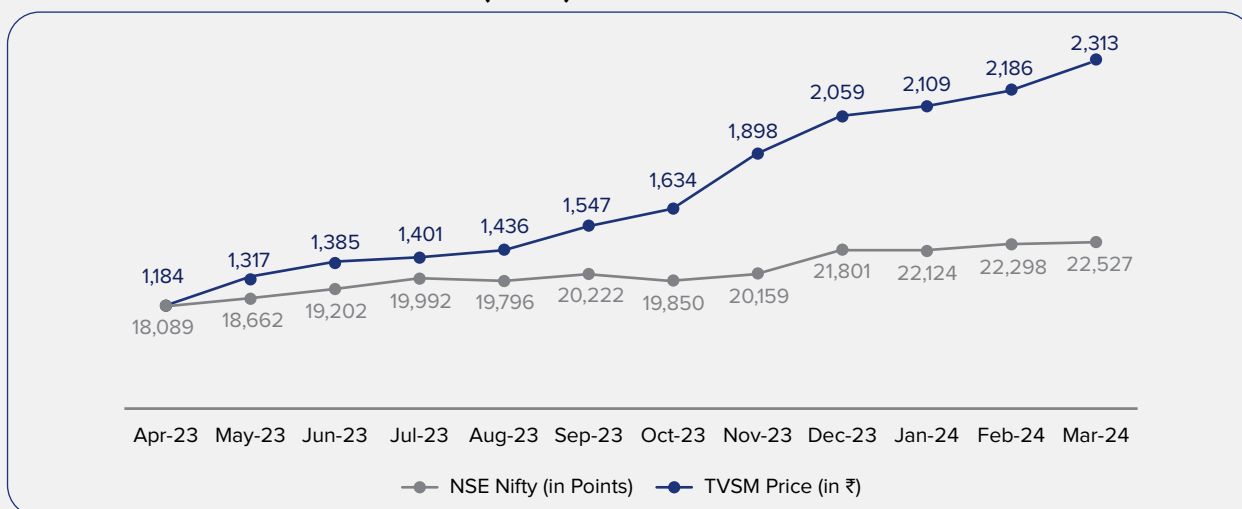
(Note: Annual listing fees and custodial charges for the year 2023-24 were duly paid to the above Stock Exchanges and Depositories)

12.5 Market Price Data:

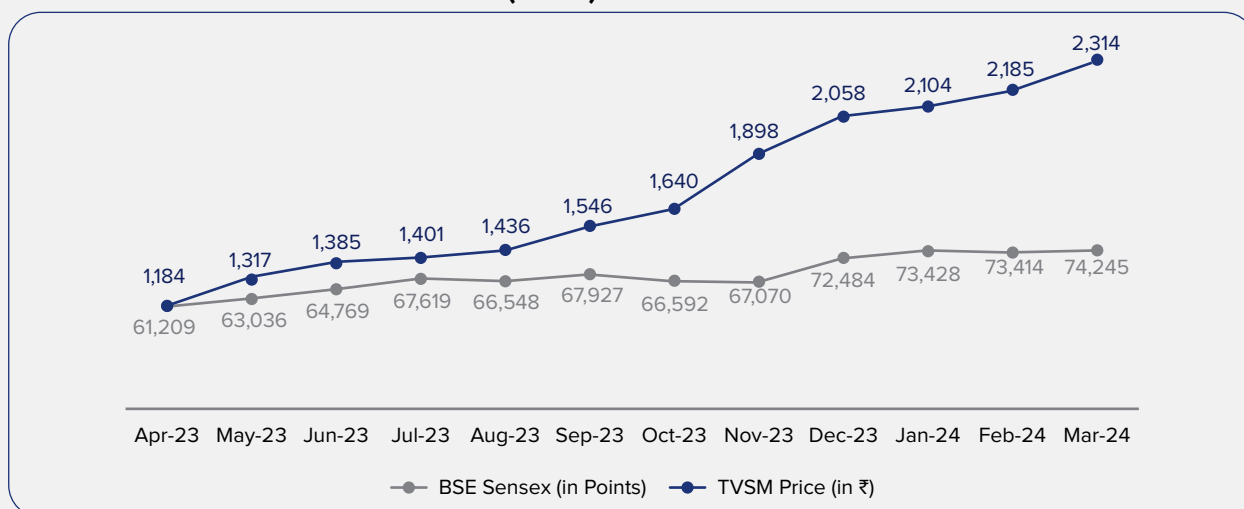
Month	NSE (Monthly) (In ₹)		BSE (Monthly) (In ₹)	
	High Price	Low Price	High Price	Low Price
April 2023	1184.40	1073.00	1184.45	1075.00
May 2023	1317.00	1137.05	1316.80	1138.55
June 2023	1384.80	1270.00	1384.55	1269.40
July 2023	1400.90	1293.50	1400.55	1294.00
August 2023	1436.40	1317.00	1436.00	1317.10
September 2023	1546.60	1414.05	1546.20	1410.05
October 2023	1634.00	1489.45	1640.00	1489.30
November 2023	1898.00	1554.50	1898.00	1555.00
December 2023	2058.50	1867.70	2058.05	1868.20
January 2024	2108.95	1923.05	2104.00	1923.75
February 2024	2186.00	1985.00	2185.00	1985.60
March 2024	2313.45	2005.80	2313.90	2006.45

12.6 Share price performance in comparison to broad based indices - NSE Nifty and BSE Sensex:

SHARE PRICE MOVEMENT - NSE (HIGH)



SHARE PRICE MOVEMENT - BSE (HIGH)



12.7 Share Transfer Agents and Share Transfer System:

- a. The Company has appointed Integrated Registry Management Services Limited, which has been registered with SEBI as Category-I Registrar & Transfer Agent (RTA) with Regn. No. INR000000544, as the Share Transfer Agent of the Company (STA) with a view to rendering prompt and efficient service to the investors and in compliance with the Regulation 7 of the Listing Regulations. The Shareholders have also been advised about this appointment of STA to handle share registry work pertaining to both physical and electronic segments of the Company.
- b. All matters connected with the share transfer, transmission, sub-division, consolidation, renewal, exchange or endorsement of calls/allotment monies, dividends and other matters are being handled by STA located at the address mentioned in this report.
- c. Shares lodged for transfers are normally processed within the prescribed time from the date of lodgement, if the documents are clear in all respects.
- d. All requests for dematerialization of securities are processed and the confirmation is given to the depositories within the prescribed time. Grievances received from investors and other miscellaneous correspondence relating to change of addresses, mandates etc., is processed by STA within the prescribed time.
- e. Certificates are being obtained and submitted to the Stock Exchanges, on yearly basis, from a company secretary-in-practice towards due compliance of share transfer formalities by the Company within the due dates, in terms of Regulation 40(9) of the Listing Regulations.
- f. Certificates have also been received from a company secretary-in-practice and submitted to the Stock Exchanges, on a quarterly basis, for timely dematerialization of shares of the Company and for reconciliation of the share capital of the Company, as required under SEBI (Depositories and Participants) Regulations, 1996.
- g. The Company, as required under the Regulation 6(2)(d) of Listing Regulations, has designated the following e-mail IDs, namely einward@integratedindia.in and incontactus@tvsmotor.com in for the purpose of registering complaints, if any, by the investors and expeditious redressal of their grievances.
- h. A certificate signed by the Compliance Officer of STA and the Company Secretary towards maintenance of share transfer facility by STA in compliance with the Regulation 7(3) of the Listing Regulations have been obtained and the same have been submitted to the Stock Exchanges.
- i. Shareholders are, therefore, requested to correspond with STA for transfer/transmission of shares, change of address and queries pertaining to their shareholding, dividend, etc., at their address given in this Report.

12.8 Shareholding pattern of the Company as on 31st March 2024:

Category of Shareholder	No. of shares held	%
Promoter and Promoter Group		
Individual	30,000	0.01
Bodies Corporate	23,87,82,786	50.26
Total (A)	23,88,12,786	50.27
Public Shareholding		
Mutual Funds	7,89,95,597	16.63
Banks/Financial Institutions/NBFCs	3,86,237	0.08
Insurance Companies	1,30,22,698	2.74
Foreign Institutional Investors/Foreign Portfolio Investors	9,89,45,232	20.83
Alternative Investment Funds	14,74,069	0.31
Public Provident Fund	23,62,110	0.50
Total Institutions (B)	19,51,85,943	41.09
Bodies Corporate	29,09,097	0.61
Individuals holding nominal capital in excess of ₹ 2 lakh	2,73,440	0.06
Individuals holding nominal capital up to ₹ 2 lakh	3,34,69,254	7.04
NRI	16,44,686	0.35
Foreign National (IND)	1,000	0.00
Directors & their relatives	53,380	0.01

Category of Shareholder	No. of shares held	%
Clearing members	53,991	0.01
Investor Education Protection Fund	16,24,574	0.34
Others	10,58,963	0.22
Total Non-Institutions (C)	4,10,88,385	8.64
Total Public Shareholding (D) = (B+C)	23,62,74,328	49.73
Grand Total (A+D)	47,50,87,114	100.00

12.9 Distribution of Shareholding as on 31st March 2024:

Shareholding (Range)	No. of Members	%	No. of Shares	%
Upto 5000	2,66,312	99.416	2,90,45,847	6.114
5001-10000	604	0.225	43,87,441	0.924
10001-20000	307	0.115	44,41,236	0.935
20001-50000	238	0.089	75,81,541	1.596
50001-100000	148	0.055	1,11,43,565	2.346
100001 & above	268	0.100	41,84,87,484	88.085
	2,67,877	100.000	47,50,87,114	100.000

12.10 Dematerialization of shares and liquidity:

The promoter and promoter group holding consisting of 23,88,12,786 Equity shares of ₹ 1/- each has been fully dematerialized. Out of 23,62,74,328 Equity Shares of ₹ 1/- each held by persons other than promoters, 23,44,82,897 Equity Shares have been dematerialized as on 31st March 2024 accounting for 99.24%.

12.11 The Company has not issued any Global Depository Receipt/American Depository Receipt/Warrant or any convertible instrument, which is likely to have impact on the Company's Equity.

12.12 Other Disclosures

- Pecuniary relationships or transactions with IDs vis-a-vis the Company during the year under review, do not exceed the threshold limit as laid down under the Listing Regulations.
- During the year, there were no materially significant transactions with related parties that may have potential conflict with the interests of the Company at large.
- Company is a net exporter. Company has a forex hedging policy and covers are appropriately taken to cover the currency risk. The exposure and cover taken are reviewed by the Audit Committee on regular basis.
- Company is not a dealer in Commodities. Prices payable to vendors for raw materials and components are negotiated based on internationally available data. Cost of manufacture of all products are reviewed at regular intervals and wherever required suitable price changes in two-wheeler and three-wheeler are done based on market conditions.
- Loans and advances in the nature of loans to firms/companies in which Directors are interests by name and amount – Nil
- Details of utilization of funds raised through preferential allotment or qualified institutions placement as specified under Regulation 32 (7A). - Not Applicable

The Company has not entered into any commodity derivatives with any of the bankers and hence the disclosure of exposure in commodity risks faced by the company does not required, as directed in the SEBI Circular dated 15th November 2018.

12.13 Plant Locations:

Hosur	: Post Box No. 4, Harita Hosur - 635 109, Tamilnadu Tel: 04344-276780 Fax: 04344-276878 Email: knr@tvs motor.com
Mysuru	: Post Box No.1 Byathahalli Village, Kadakola Post, Mysore - 571 311, Karnataka. Tel: 0821 – 2596561 Fax: 0821 – 2596550/2596551 Email: knr@tvs motor.com
Himachal Pradesh	: Village & Post Office Bhatian, Bharatgarh Road, Tehsil Nalagarh, District Solan, Himachal Pradesh – 174 101 Tel: 01795 – 220493 Fax: 01795 – 220496 Email: knr@tvs motor.com

12.14 Address for investor correspondence:

(i) For transfer/dematerialization of shares, payment of dividend on shares and any other query relating to the shares of the Company	: Integrated Registry Management Services Limited, Share Transfer Agent (STA) Unit: TVS Motor Company Limited Chennai – 600 006
(ii) For non-receipt of annual report	: Email: einward@integratedindia.in
(iii) For investors' grievance & general correspondence	: Email: einward@integratedindia.in contactus@tvs motor.com
(iii) Debenture Trustee	: Beacon Trusteeship Limited Address: 4C & D Siddhivinayak Chambers, Gandhi Nagar, Opp MIG Cricket Club, Bandra East (E), Mumbai – 400051 E-mail: compliance@beacontrustee.co.in

12.15 List of Credit Rating:

The Company is maintaining the existing credit rating viz., CARE AA+ for long term borrowings and Non- Convertible Debentures and CARE A1+ for short term borrowings and Commercial Papers.

12.16 Certificate from Practicing Company Secretary:

The Company has received a certificate from the Secretarial Auditor of the Company stating that none of the directors on the board of the company have been debarred or disqualified from being appointed or continuing as directors of companies by the Board/Ministry of Corporate Affairs or any such statutory authority.

12.17 Fees paid to Statutory Auditor on a consolidated basis:

During the year, the Company has paid ₹1.46 crore to the statutory Auditors for all services received by the listed entity and its subsidiaries, on a consolidated basis.

12.18 Sexual Harassment at workplace:

As per the requirement of The Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 (POSH), as amended, Company has a robust mechanism in place to redress complaints reported under it. In the year 2023-24, 1 case of sexual harassment was reported, and enquiry is in progress.

An Internal Committee (IC) is constituted by the Company in all its plants and Corporate Office to consider and resolve the sexual harassment complaints reported by women. The constitution of the IC is as per the Sexual Harassment of women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 and the committee includes external members from NGOs or with relevant experience.

12.19 Disclosure on compliance with the issue of Debt securities for incremental borrowings by Large Corporates.

The Company has been considered as a "Large Corporate" (LC) and is required to raise not less than 25% of its incremental borrowings, during the financial year, by way of issuance of debt securities.

SEBI vide its circular no. SEBI/HO/DDHS/DDHSRACPOD1/P/CIR/2023/172 dated 19 October 2023, revised the criteria for identifying LCs. The new threshold is on outstanding long-term borrowing of ₹ 1,000 crore or above compared to the previous limit of ₹ 100 crore or above. This revised framework came into effect on 1st April 2024 and the Company continues to be a LC as per the revised circular also.

However, the LCs identified as per the erstwhile circular, shall endeavour to comply with the requirement of raising 25% of their incremental borrowings done during FY 2022, FY 2023 and FY 2024 respectively by way of issuance of debt securities till March 31, 2024, failing which, such LCs are permitted to provide a one-time explanation in their Annual Report for FY 2024.

Considering the cash flow situation and a reduced need for additional borrowings post June 23, coupled with limited time frame provided by the circular, the Company has not pursued further issuance of listed debt securities during the year under review.

12.20 Disclosure of agreements:

Pursuant to Regulations 30A of the SEBI Listing Regulations an agreement entered on March 2024 was disclosed to the Stock Exchanges. This agreement does not adversely impact the Company's business in any way. The Company's ability to continue its current operations remains unaffected.

12.21 Details of material subsidiaries of the listed entity

Particulars	TVS Credit Services Limited	TVS Motor (Singapore) Pte Limited
Date of Incorporation	05.11.2008	19.02.2002
Place of Incorporation	Chennai, Tamil Nadu, India	Singapore
Name of the Auditor	Sundaram & Srinivasan (S&S)	Rama & Co LLP
Date of Appointment	12.11.2021	01.03.2004
Name of Joint Auditor	CNGSN & Associates LLP	-
Date of Appointment	25.11.2022	-

13 Non-mandatory disclosures

The non-mandatory requirements have been adopted to the extent and in the manner as stated under the appropriate headings detailed below:

13.1 The Board:

Prof. Sir Ralf Dieter Speth, Non-Executive Director is the Chairman of the Company as on 31st March 2024 and is liable to retire by rotation as per the provisions of the Companies Act, 2013.

13.2 Shareholder rights:

The half-yearly results of the Company are published in newspapers as soon as they are approved by the Board and are also uploaded in the Company's website namely www.tvsmotor.com. The results are not sent to the shareholders individually.

13.3 Audit qualifications:

The Auditor's report on the financial statements of the Company are unmodified..

14. Request to the Shareholders

Shareholders are requested to follow the general safeguards/procedures as detailed hereunder in order for the Company to serve them efficiently and avoid risks while dealing in the securities of the Company.

14.1 Demat of Shares:

Shareholders are requested to convert their physical holding to demat/ electronic form through any of the DPs to avoid any possibility of loss, mutilation etc., of physical share certificates and also to ensure safe and speedy transaction in securities.

14.2 Registration of Electronic Clearing Service (ECS) mandate:

SEBI has made it mandatory for all companies to use the bank account details furnished by the Depositories for payment of dividend through ECS to investors wherever ECS and bank details are available. The Company will not entertain any direct request from Members holding shares in electronic mode for deletion of/change in such bank details. Members who wish to change such bank account details are therefore

requested to advise their DPs about such change, with complete details of bank account.

ECS helps in quick remittance of dividend without possible loss/delay in postal transit. Shareholders, who have not earlier availed this facility, are requested to register their ECS details with the STA or their respective DPs.

14.3 Transfer of shares:

In terms Listing Regulations securities of listed companies can only be transferred in dematerialised form with effect from April 1, 2019. In view of the above, members are advised to dematerialise equity shares held by them in physical form. The Securities and Exchange Board of India (SEBI) has also, vide its Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/ CIR/2022/8 dated 25.01.2022, mandated listed Companies to issue the securities in dematerialized form only, while processing the following service request viz., Issue of duplicate securities certificate; Claim from Unclaimed Suspense Account; Renewal/Exchange of securities certificate; Endorsement; Subdivision/Splitting of securities certificate; Consolidation of securities certificates/folios; Transmission and Transposition. Members holding shares in physical form are requested to submit such service request in Form ISR 4 along with necessary documents/details specified therein, as prescribed by SEBI.

14.4 Non furnishing of PAN, KYC details and Nomination

SEBI has mandated submission of PAN, KYC and nomination details by holders of physical securities by September 30, 2023, and linking PAN with Aadhaar by March 31, 2023 vide its Circulars dated November 3, 2021, December 14, 2021 March 16, 2023 and November 17, 2023. Shareholders are requested to submit their PAN, KYC and nomination details to the Company's RTA.

The forms for updating the same are available at the Company's website at www.tvsmotor.com. Members holding shares in electronic form are requested to submit the said details to their depository participant(s). The folios of holders of physical securities, wherein any one of the aforesaid document/details are not available on or after October 01, 2023 shall not be processed by our Registrar and Share Transfer Agent (RTA).

The securities in the frozen folios shall be:

- a) eligible to lodge grievance or avail service request from the RTA only after furnishing the complete documents/details as aforesaid.
- b) eligible for any payment including dividend, interest or redemption payment only through electronic mode and an intimation from the RTA

to the holder that the aforesaid payment is due and shall be made electronically upon complying with the aforesaid requirements.

If KYC details were not provided to us earlier, you are requested to send duly filled in Form ISR-1, ISR-2, ISR-3 (or) SH-13 along with Self Attested proofs, in support of your Application for Duplicate share certificate. These forms can be downloaded from <https://www.integratedindia.in> and by clicking on "RTA/STA".

14.5 Registration of Nomination/opt out facility:

Under the provisions of Section 72 of the Companies Act, 2013 and SEBI Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/ CIR/2021/655 dated 3rd November, 2021 shareholder(s) is/are entitled to nominate in the prescribed manner, a person to whom his/her/their shares in the Company, shall vest after his/her/their lifetime. Members who are holding shares in physical form and are interested in availing this nomination facility may submit nomination in the prescribed Form SH-13 with the Company/RTA and any member who desires to opt out or cancel the earlier nomination and record a fresh nomination, he/she may submit the same in Form ISR-3 or Form SH-14, as the case may be, to the Company/RTA. The said forms are available at the Company's website at www.tvsmotor.com. In respect of shares held in dematerialized form, members may submit their nomination forms with their respective Depository Participants.

14.6 Updation of KYC details:

Members are requested to note that in case of deletion of name of deceased shareholder, transmission and transposition of names in respect of shares held in physical form, submission of self-attested photocopy of PAN Card of the claimant(s), surviving holder(s), legal heir(s) and joint holder(s) respectively, along with necessary documents at the time of lodgement of request for transmission/transposition, is mandatory.

As required by SEBI, shareholders are requested to furnish details of their bank account number and name and address of the bank for incorporating the same in the warrants. This would avoid wrong credits being obtained by unauthorized persons.

Shareholders are requested to note that the dividends, not claimed for a period of seven years from the date they first became due for payment, shall be transferred to IEPF in terms of Section 124(6) of the Act, 2013 read with Investor Education & Protection Fund (IEPF) Authority (Accounting, Audit, Transfer and Refund) Rules, 2016. Accordingly, a sum of ₹ 62,58,811 being unclaimed dividend, was transferred to IEPF during the year 2023-24.

Shareholders, who have not encashed their dividend warrants, in respect of 1st Interim dividend declared for the year ended 31st March, 2018 and for any financial year thereafter may contact the Company and surrender their warrants for payment.

Information in respect of unclaimed dividends due for remittance into IEPF is given below:

Particulars of unclaimed dividend of the Company.

Financial Year	Date of declaration	Date of transfer to special account	Due date for transfer to the IEPF
2016-2017 2 nd Interim	06.03.2017	05.04.2017	05.04.2024
2017-2018 1 st Interim	01.11.2017	01.12.2017	01.12.2024
2017-2018 2 nd Interim	26.02.2018	28.03.2018	28.03.2025
2018-2019 1 st Interim	23.10.2017	22.11.2018	22.11.2025
2018-2019 2 nd Interim	11.03.2019	10.04.2019	10.04.2026
2019-2020 1 st Interim	04.02.2020	05.03.2020	05.03.2027
2019-2020 2 nd Interim	10.03.2020	09.04.2020	09.04.2027
2020-2021 1 st Interim	28.01.2021	27.02.2021	27.02.2028
2020-2021 2 nd Interim	24.03.2021	23.04.2021	23.04.2028
2021-2022 Interim	18.03.2022	17.04.2022	17.04.2029
2022-2023 Interim	24.01.2023	23.02.2023	23.02.2030
2023-2024 Interim	11.03.2024	10.04.2024	10.04.2031

In terms of SEBI circular dated 25th January 2022, the Company has issued letter of confirmations (LoC) in lieu of the original share certificates reported lost. The shareholders were requested to submit the LoC to the Depository Participant where they have opened Demat Account for getting the credit of shares in electronic form. However, one of shareholder holding 1,000 shares has failed to submit the LoC to his/her respective depository participant within 120 days from the date of issue.

Hence, the Company transferred such unclaimed shares entitled to the LoC in the suspense escrow account opened in compliance with SEBI guidelines dated 30th December 2022.

The voting rights on the shares outstanding in the suspense account shall remain frozen till the rightful owners claims the shares.

The dividend on the shares in the unclaimed suspense account will be remitted to the shareholders on their claiming the shares, till which time, the dividend will be available in the unpaid dividend bank account for a period of 7 years from date of transfer to respective accounts.

15. Transfer of Shares to Investor Education and Protection Fund (IEPF) authority

As per Section 124(6) of the Act, 2013 read with the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 ("IEPF Rules") as amended from time to time, all the shares in respect of which dividend remain unpaid/unclaimed for seven consecutive years or more are required to be transferred to a Demat Account opened in the name of IEPF Authority with Punjab National Bank by the Ministry of Corporate Affairs.

During the year, the Company has sent individual notices to all the shareholders whose dividends are lying unpaid/unclaimed against their name for seven consecutive years or more and also advertised on the Newspapers seeking action from the shareholders. The lists of such shareholders were also displayed on the website of the Company.

In compliance with the aforesaid provisions, the Company transferred 23,853 shares on 12/05/2023 and 27,870 shares on 04/01/2024 to IEPF account bearing Demat Account No. 10656671 and DPID IN300708 which is opened with Punjab National Bank.

Necessary steps will be initiated by the Company to transfer shares held by the members to IEPF, if they the shareholders have not claimed their dividends within the due date(s) mentioned above. Please note that no claim shall lie against the Company in respect of the shares so transferred to IEPF. As required under the said provisions, all subsequent corporate benefits that accrues in relation to the above shares will also be credited to the said IEPF Account.

In the event of transfer of shares and the unclaimed dividends to IEPF, shareholders are entitled to claim the same from IEPF by submitting an online application in the prescribed web based e-Form IEPF-5 available on the MCA website and sending a physical copy of the same duly signed to the Company along with the requisite documents enumerated in the Form IEPF-5, as per the following procedures:

1. Register yourself on MCA website and login to website of MCA at <https://www.mca.gov.in>.

2. After login, click on 'Investor Services' tab under 'MCA Services' section for filing the web-based form IEPF-5.
3. Fill the details in the web based e-form and attach the requisite documents in it. Save a copy of uploaded e-form and acknowledgement receipt generated with SRN. Take print of auto generated indemnity bond, IEPF Form IEPF-5, SRN and attachments.
4. Submit self-attested copy of e- form, copy of acknowledgement, Indemnity Bond in original along with other documents (cancelled cheque leaf, client master list, PAN card, Aadhar card, original share certificate, entitlement letter) as mentioned in the form to Nodal Officer (IEPF) of the company in an envelope marked "Claim for refund from IEPF Authority.
5. After scrutinizing the documents received, Nodal Officer of the company to verify the claim and furnish the e-verification report to the IEPF Authority within 15 days from the date of filing the claim.
6. On the basis of verification report refund will be released by the IEPF Authority in favour of claimant's Bank or Demat account through electronic transfer.

In the process, general information about the Company which have to be provided are as under.

All the corporate benefits in terms of securities accruing on those shares like bonus shares, split etc would also be credited to unclaimed suspense account of the Company. The voting rights on shares lying in unclaimed suspense account shall remain frozen till the rightful owner claims the shares.

Details	No. of Shareholders	No. of Shares
No. of shares in the Unclaimed suspense account as on 1 st April 2023.	96	65664
Add: No. of shares credited pursuant to Regulation 39(4) of Listing Regulation.	-	-
Less: No. of shares Transferred to the Shareholders on request during the year	4	2032
Less: No. of Shares transferred to IEPF A/c during the year.	4	2428
No. of shares in the Unclaimed suspense account as on 31 st March 2024.	88	61204

- (a) Corporate Identification Number (CIN) of Company:- L35921TN1992PLC022845
- (b) Name of the company:- TVS Motor Company Limited
- (c) Address of registered office of the company: "Chaitanya" No. 12 Khader Nawaz Khan Road, Chennai 600 006.
- (d) email ID of the company:- contactus@tvsmotor.com

Pursuant to Investor Education and Protection Fund (Uploading of information regarding unpaid and unclaimed amount lying with companies) Rules, 2012, the Company shall provide/host the required details of unclaimed dividend amount referred in relevant sections of the Act, 2013 on its website and also in the Ministry of Corporate Affairs (MCA) website in the relevant form every year.

Disclosure in respect of equity shares transferred in the Company's unclaimed suspense account

Pursuant to the requirement of Regulation 34(3) and Schedule V Part F of Listing Regulations, the following table provides the details in respect of the equity shares lying in the suspense account. During the year, the Company has already sent remainders to the shareholders for claiming those shares at their latest available address(es) with the Company or Depository, as the case may be.

For and on behalf of the Board of Directors

PROF. SIR RALF DIETER SPETH

Chairman

DIN: 03318908

Chennai
8th May 2024

LINKS TO COMPANY'S POLICIES

1. TERMS OF APPOINTMENT OF IDS

<https://www.tvsmotor.com/-/media/Feature/Investors/Communication/Files/Terms-of-Appointment-of-IDs-Apr2020.pdf>

2. BUSINESS RESPONSIBILITY AND SUSTAINABILITY REPORT

<https://www.tvsmotor.com/investors/financial-reports>

3. POLICY ON VIGIL MECHANISM/WHISTLE BLOWER POLICY

<https://www.tvsmotor.com/-/media/Feature/Investors/Communication/Files/Whistle-Blower-Policy-Apr2020.pdf>

4. ANNUAL RETURN

<https://www.tvsmotor.com/annual-return>

5. CSR POLICY

<https://www.tvsmotor.com/-/media/Feature/Investors/Communication/Files/Corporate-Social-Responsibility-Policy-Mar2024.pdf>

6. DIRECTORS FAMILIARIZATION PROGRAM

<https://www.tvsmotor.com/familiarisation-programme>

7. CODE OF BUSINESS CONDUCT AND ETHICS

<https://www.tvsmotor.com/-/media/Feature/Investors/Communication/Files/CodeofBusinessConductandEthicspdf.pdf>

8. MATERIAL SUBSIDIARIES POLICY

<https://www.tvsmotor.com/-/media/Feature//Investors/Communication/Files/Material-Subsidiary-Policy-Mar2024.pdf>

9. RELATED PARTY TRANSACTION POLICY

<https://www.tvsmotor.com/-/media/Feature//Investors/Communication/Files/Related-Party-Transactions-Policy-Mar2024.pdf>

10. NOMINATION AND REMUNERATION POLICY

<https://www.tvsmotor.com/-/media/Feature//Investors/Communication/Files/Nomination-and-Remuneration-Policy-Mar2024.pdf>

11. DIVIDEND DISTRIBUTION POLICY

<https://www.tvsmotor.com/-/media/Feature/Investors/Communication/Files/Dividend-Policy-Mar2024.pdf>

AUDITOR'S CERTIFICATE ON COMPLIANCE OF THE PROVISIONS OF THE CODE OF CORPORATE GOVERNANCE

To

The Shareholders of TVS Motor Company Limited,
Chennai

We have examined the compliance of conditions of Corporate Governance by TVS Motor Company Limited, Chennai - 600006 ('the Company') for the year ended 31st March 2024 as per the relevant provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 [Listing Regulations].

The compliance of conditions of Corporate Governance is the responsibility of Company's management. Our examination was limited to procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of the Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In our opinion and to the best of our information and according to the explanations given to us, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the above-mentioned Listing Regulations.

We further state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the management has conducted the affairs of the Company.

For Sundaram & Srinivasan
Chartered Accountants
ICAI Regn. No.: 004207S

S. USHA

Partner

Membership Number: 211785

UDIN: 24211785BKCSLO3839

Chennai
8th May 2024

COMPLIANCE WITH CODE OF BUSINESS CONDUCT AND ETHICS

To,

The shareholders of TVS Motor Company Limited,
Chennai

On the basis of the written declarations received from members of the Board and Senior Management Personnel in terms of the relevant provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulation 2015, it is hereby certified that both the Members of the Board and the Senior Management Personnel of the Company have affirmed compliance with the respective provisions of the Code of Business Conduct and Ethics of the Company as laid down by the Board for the year ended 31st March 2024.

K N Radhakrishnan

Director & Chief Executive Officer

DIN: 02599393

Place: Chennai
Date: 8th May 2024

CHIEF EXECUTIVE OFFICER (CEO) AND CHIEF FINANCIAL OFFICER (CFO) CERTIFICATION

Dear Sirs/Madam,

We certify that we have reviewed the financial statements prepared based on the Indian Accounting Standards for the year ended 31st March 2024 and to the best of our knowledge and belief:

- (1) these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
- (2) these statements together present a true and fair view of the Company's affairs and are in compliance with applicable Indian Accounting Standards, Laws and Regulations.
- (3) no transactions entered into by the Company during the year are fraudulent, illegal or violative of the Company's code of conduct.
- (4) We accept responsibility for establishing and maintaining internal controls for financial reporting and we have evaluated the effectiveness of internal control systems of the Company pertaining to financial reporting and have disclosed to the Auditors and the Audit Committee, deficiencies in the design or operation of such internal controls, if any, of which we are aware and steps taken or proposed to be taken for rectifying these deficiencies.
- (5) We have indicated to the Auditors and the Audit Committee:
 - a) significant changes, if any, in internal control over financial reporting during the year;
 - b) significant changes in accounting policies, if any, during the year and that the same have been disclosed in the notes to the financial statements; and
 - c) that there were no instances of significant fraud of which we have become aware and the involvement therein, of the management or an employee having a significant role in the Company's internal control system over financial reporting.

Place: Chennai

Date: 8th May 2024

K N Radhakrishnan

Director &
Chief Executive Officer

DIN: 02599393

K Gopala Desikan

Chief Financial Officer

CERTIFICATE ON NON-DISQUALIFICATION OF DIRECTORS

[Pursuant to Regulation 34 (3) read with Schedule V Para C (10) (i) to the Securities and Exchange Board of India
(Listing Obligations and Disclosure Requirements) Regulations, 2015]

To,

The Members of
TVS Motor Company Limited, [CIN: L35921TN1992PLC022845]
"Chaitanya", No.12, Khader Nawaz Khan Road, Nungambakkam, Chennai - 600 006, Tamil Nadu, India.

We hereby certify that, in our opinion, none of the below named Directors who are on the Board of Directors of TVS MOTOR COMPANY LIMITED ("the Company") as on 31st March 2024 have been debarred or disqualified from being appointed or continuing as directors of Companies by the Securities and Exchange Board of India (SEBI) or the Ministry of Corporate Affairs, Government of India (MCA):

Sl.No.	Name of the Directors	Nature of Directorship	Director Identification Number (DIN)
1.	Prof. Sir Ralf Dieter Speth	Non-Executive Director	03318908
2.	Mr Venu Srinivasan	Executive Director	00051523
3.	Mr Sudarshan Venu		03601690
4.	Mr K N Radhakrishnan	Independent Director	02599393
5.	Mr C R Dua		00036080
6.	Dr. Deepali Pant Joshi		07139051
7.	Mr Kuok Meng Xiong	Independent Director	09117910
8.	Mr Vijay Sankar		00007875
9.	Mr Hemant Krishan Singh		06467315
10.	Mr B Sriram	Non-Executive Director	02993708
11.	Dr. Lakshmi Venu		02702020

We are issuing this certificate based on the following, which to the best of our knowledge and belief were considered necessary in this regard:

- Information relating to the directors available in the official web site of MCA;
- Disclosures/declarations/confirmations provided by the said directors to the Company;
- Registers, records, forms and returns filed/ maintained by the Company; and
- Information, explanation and representations provided by the Company, its officers and agents.

Management's responsibility

The management of the Company is responsible to ensure the eligibility of a person for appointment/continuation as a Director on the Board of the Company.

Our responsibility

Our responsibility is to express an opinion on this, based on our verification. This certificate is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness of the process followed by the management of the Company with regard to appointment/continuation of a person as a Director of the Company.

For **S Krishnamurthy & Co**

Company Secretaries

Firm Unique Identification No. P1994TN045300

(Peer Review Certificate No.739/2020)

K. SRIRAM

Partner

Membership No: F6312

Certificate of Practice No: 2215

UDIN: F006312F000332308

Chennai

8th May 2024

Form No. MR-3

Secretarial Audit Report for the financial year ended 31st March 2024

[Pursuant to Section 204(1) of the Companies Act, 2013 and Rule No.9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To the Members of

TVS Motor Company Limited

[CIN: L35921TN1992PLC022845]

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

We have conducted a Secretarial Audit of the compliance of applicable statutory provisions and adherence to good corporate practices by **TVS MOTOR COMPANY LIMITED** ('the Company') **during the financial year from 1st April 2023 to 31st March 2024** ('the year'/ 'audit period'/ 'period under review').

We conducted the Secretarial Audit in a manner that provided us a reasonable basis for evaluating the Company's corporate conducts/statutory compliances and expressing our opinion thereon.

We are issuing this report based on:

- (i) Our **verification** of the books, papers, minute books and other records maintained by the Company and furnished to us and scanned copies of some of them provided to us through electronic form for our verification, forms and returns filed, and compliance related action taken by the Company during the financial year as well as after 31st March 2024 but before the issue of this audit report;
- (ii) **Compliance certificates** confirming compliance with all laws applicable to the Company, given by the key managerial personnel of the Company and taken on record by the Board of Directors; and
- (iii) **Representations** made, documents shown and information provided by the Company, its officers, agents and authorised representatives during our conduct of the Secretarial Audit.

We hereby report that, in our opinion, **during the audit period covering the financial year ended on 31st March 2024**, the Company:

- (i) has complied with the statutory provisions listed hereunder; and
- (ii) has Board processes and compliance mechanism in place,

to the extent, in the manner and subject to the reporting made hereinafter.

The members are requested to read this report along with our letter of even date annexed to this report as Annexure – A.

1. Compliance with specific statutory provisions

We further report that:

- 1.1 We have examined the books, papers, Minute books and other records maintained by the Company, and the forms, returns, reports, disclosures and information filed or disseminated during the year, according to the applicable provisions/clauses of:
 - (i) The Companies Act, 2013, and the rules made thereunder ('the Act').
 - (ii) The Securities Contracts (Regulation) Act, 1956, and the rules made thereunder.
 - (iii) The Depositories Act, 1996, and the regulations and bye-laws framed thereunder.
 - (iv) Foreign Exchange Management Act, 1999, and the rules and regulations made thereunder ('FEMA'), to the extent of Overseas Direct Investment and External Commercial Borrowings.
 - (v) The following Regulations prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Regulations'):
 - (a) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('LODR');
 - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
 - (c) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011; and
 - (d) The Securities and Exchange Board of India (Issue and Listing of Non- Convertible Securities) Regulations, 2021;
 - (vi) The listing agreements ('Agreements') entered into by the Company with the:

(a) National Stock Exchange of India Limited (NSE) and BSE Limited (BSE) in relation to listing of its Equity shares;

(b) NSE in relation to listing of its Non-Convertible Debentures; and

(vii) Secretarial Standards issued by The Institute of Company Secretaries of India ('Secretarial Standards').

1.2 During the period under review, and also considering the compliance related actions taken by the Company after 31st March 2024, but before the issue of this report, **we hereby report that**, to the best of our knowledge and belief, and based on the records, information, explanations and representations furnished to us, the Company has generally complied with:

(i) The applicable provisions of the Act, Rules and Regulations mentioned in paragraphs 1.1 (i) to 1.1 (iii) above.

(ii) The applicable provisions of FEMA in respect of the ODI and ECB, mentioned in paragraph 1.1 (iv) above.

(iii) The applicable provisions of SEBI Regulations and Agreements mentioned in paragraphs 1.1 (v) and (vi) above.

(iv) The following Secretarial Standards issued by The Institute of Company Secretaries of India (Secretarial Standards):

(a) On Meetings of the Board of Directors (SS-1) to the extent applicable to Board meetings; and

(b) On General Meetings (SS-2) to the extent applicable to the Annual General Meeting held on 24th July 2023, the Postal Ballot processes which concluded on 20th October 2023 and for a Postal Ballot process with respect to the re- appointment of an independent director which was withdrawn by the Company on 2nd March 2024, even before completion of the e-voting period, in view of the said independent director's resignation due to personal reasons before the expiry of his first term on 29th April 2024.

The Company has not adopted the Secretarial Standards on Dividend (SS-3) and the Secretarial Standards on Board's Report (SS-4) issued by the Institute of Company Secretaries of India, since they are not mandatory.

1.3 We are informed that, during/in respect of the year:

I. The Company was not required to comply with the following on account of the non- occurrence of compliance - triggering events during the year:

(i) FEMA, to the extent of Foreign Direct Investment;

(ii) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993, regarding the Companies Act, 2013, and dealing with clients;

(iii) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021;

(iv) The Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021.

(v) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018; and

(vi) The Securities and Exchange Board of India (Buy-back of Securities) Regulations, 2018.

II. There was no other law that was specifically applicable to the Company, considering the nature of its business. Hence, the requirement to report on compliance with specific laws under paragraph 1.2 does not arise.

2. Board processes

We further report that:

2.1 The constitution of the Board of Directors of the Company during the year was generally in compliance with the applicable provisions of the Act.

2.2 As on 31st March 2024, the Board has:

(i) 3 (three) Executive Directors;

(ii) 2 (two) Non-Executive Directors (including 1 (one) Non-Executive Woman Director); and

- (iii) 6 (Six) Independent Directors (including 1 (one) Independent Woman Director).

2.3 The processes relating to changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the applicable provisions of the Act.

2.4 Adequate notice was given to all the directors to enable them plan their schedule for the Board meetings. Notice of Board meetings were sent atleast 7 (seven) days in advance, except for 1 (one) meeting which was held at a shorter notice, in compliance with Section 173(3) of the Act.

2.5 Agenda and detailed notes on agenda were sent to the directors atleast 7 (seven) days before the Board meetings (except for some of the meetings which were held at a shorter notice) other than the following items, which were either circulated separately or at the Board meetings, and consent of the Board for so circulating them was duly obtained as required under SS-1:

- (a) Supplementary agenda notes and annexures in respect of unpublished price sensitive information such as audited accounts/results, unaudited financial results and connected papers; and
- (b) Additional subjects/information/presentations and supplementary notes.

2.6 A system exists for directors to seek and obtain further information and clarifications on the agenda items before the meetings and for their meaningful participation at the meetings.

2.7 We are informed that, at the Board meetings held during the year:

- (i) Majority decisions were carried through; and
- (ii) No dissenting views were expressed by any Board member on any of the subject matters discussed, that were required to be captured and recorded as part of the Minutes.

3. Compliance mechanism

We further report that:

There are reasonably adequate systems and processes in the Company, commensurate with the Company's size and operations, to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

4. Specific events/actions

We further report that:

The specific events and actions during the year, having a major bearing on the Company's affairs, in pursuance

of the above referred laws, rules, regulations and standards were:

(a) Direct/ indirect investments in subsidiaries, new acquisitions and associate companies (Indian/ Foreign) as disclosed in the audited financial statement for the financial year ended 31st March 2024. This includes the following:

- (i) Swiss E-Mobility Group AG, Switzerland (SEMG) alongwith its three subsidiaries have become step-down as well as wholly-owned subsidiaries of the Company from 9th June 2023, through TVS Motor (Singapore) Pte Limited (TVSMS), a material wholly-owned subsidiary of the Company.
- (ii) Killwatt GmbH, Germany has become an Associate of TVSMS from 14th April 2023.
- (iii) ION Mobility Pte. Ltd. has become an Associate of TVSMS from 14th March 2024.

(b) The name of TVS Housing Limited, a wholly-owned subsidiary of the Company was changed to TVS Digital Limited with effect from 15th December 2023.

(c) Emerald Haven Realty Limited (EHRL), ceased to be an Associate of the Company with effect from 14th June 2023 consequent to the sale by the Company of its entire holding in EHRL.

(d) Tagbox Solutions Private Limited (TSPL), a Company incorporated in India, ceased to be an Associate of the Company with effect from 30th March 2024, consequent to the sale by the Company of its entire holding in TSPL.

(e) Redeemed 310 (Three Hundred and Ten) Unlisted, Unsecured, Zero Coupon Debentures (ZCDs), having face value of ₹ 1 crore each, amounting to ₹ 310 crore on 26th December 2023, which was issued to Sundaram Auto Components Limited (SACL), a wholly-owned subsidiary of the Company.

(f) Reduction of capital held in SACL, a wholly-owned subsidiary to the extent of 3,26,31,578 equity shares at a price ₹ 95/- per share, amounting to ₹ 310 crore, on 26th December 2023, with the approval of the National Company Law Tribunal, Chennai Bench.

(g) The Board of Directors at the meeting held on 20th March 2024, has approved the Scheme of Arrangement between the Company and its shareholders under Sections 230 to 232 of the Companies Act, 2013 ("Scheme"), which, inter-alia, provides for issuance and allotment of cumulative

Non-Convertible Redeemable Preference Shares (NCRPS) by way of bonus (4 NCRPS of ₹ 10/- each fully paid up of the Company for every 1 equity share of ₹ 1/- each fully paid up). The scheme is, inter-alia, subject to receipt of approval from the statutory, regulatory and customary approvals, including approvals from stock exchanges, jurisdictional National Company Law Tribunal (“NCLT”), and the shareholders and creditors (as applicable) of the Company.

- (h) The Board of Directors at the meeting held on 20th March 2024, has approved implementation of the ‘TVS Motor Company Employee Stock Option Plan’, through the secondary acquisition of shares of the Company by TVSM Employee Stock Option Trust; and (ii) the provision of a loan to TVSM Employee Stock Option Trust to enable it to purchase the shares of the Company, in furtherance of the Plan. Approval of the

shareholders through postal ballot has been initiated on 20th March 2024 and the e- voting period is from 11th April 2024 to 10th May 2024.

- (i) The Company has disinvested 31,69,773 Compulsorily Convertible Preference Shares (CCPS) held in TVS Credit Services Limited, a subsidiary of the Company on 27th September 2023 for a consideration of ₹ 100 crore.

For **S. KRISHNAMURTHY & CO.,**
Company Secretaries
(Peer Review Certificate No.739/2020)

K SRIRAM

Partner

Membership No.: F6312

Certificate of Practice No.: 2215

UDIN: F006312F000331989

Place: Chennai

Date: 8th May 2024

Annexure – A to Secretarial Audit Report of even date

To the Members of

TVS Motor Company Limited

[CIN: L35921TN1992PLC022845]

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

Our Secretarial Audit Report (Form MR-3) of even date for the financial year ended 31st March 2024, is to be read along with this letter.

1. Management’s Responsibility:

The Company’s management is responsible for maintenance of secretarial records, making the statutory/ regulatory disclosures/ filings and compliance with the provisions of corporate and other applicable laws, rules, regulations and standards.

2. Secretarial Auditors’ Responsibility:

Our responsibility as a Secretarial Auditor is to express an opinion on the compliance with the applicable laws and maintenance of records based on our audit.

3. We have followed such audit practices and processes as we considered appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial records and the audit was conducted in accordance with applicable auditing standards issued by The Institute of Company Secretaries of India. Those Standards require that the Auditor comply with statutory and regulatory requirements and plan and perform the audit 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 2024 but before the issue of this report. This report may be read in conjunction with the annual secretarial compliance report required to be issued under the listing regulations.
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 secretarial 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 opinion.
7. We have not verified the correctness and appropriateness of financial statements, financial records and books of accounts of the Company.
8. We have obtained the Management’s representation about compliance of laws, rules and regulations and happening of events, wherever required.
9. Our Secretarial Audit 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
(Peer Review Certificate No.739/2020)

K SRIRAM

Partner

Membership No.: F6312

Certificate of Practice No.: 2215

UDIN: F006312F000331989

Place: Chennai

Date: 8th May 2024

Secretarial Audit Report of TVS Credit Services Limited, a material subsidiary.

To

The Members

TVS CREDIT SERVICES LIMITED

“Chaitanya”, No.12, Khader Nawaz Khan Road,

Nungambakkam, Chennai - 600 006

My Report of even date is to be read along with this letter.

1. Maintenance of secretarial record is the responsibility of the management of the Company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. I have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. I believe that the processes and practices, we followed provide a reasonable basis for our opinion.
3. I have not verified the correctness and appropriateness of financial records and books of accounts of the Company.
4. Wherever required, I have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.
5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. My examination was limited to the verification of procedures on test basis.
6. The Secretarial Audit 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.
7. 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 Standards.

B CHANDRA

Company Secretary

Membership No. ACS 20879

Certificate of Practice No. 7859

UDIN: A020879F00031805

Peer Review Number 602/2019

Place: Chennai

Date: 8th May 2024

Form No. MR-3

SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED 31.03.2024

[Pursuant to section 204(1) of the Companies Act, 2013 and rule No.9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To
the Members

TVS CREDIT SERVICES LIMITED

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

Dear Sirs

I have conducted the secretarial audit of the compliance of applicable statutory provisions and adherence to good corporate practice by TVS Credit Services Limited, (hereinafter called the Company).

Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/ statutory compliance and expressing my opinion thereon.

Based on my verification of the company’s books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorised representatives during the conduct of secretarial audit, I hereby report that in my opinion, the Company has, during the audit period covering the financial year ended on 31st March, 2024 complied with the statutory provisions listed hereunder and also that the Company has proper Board processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

I have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on 31st March, 2024 according to the provisions of:

- i) The Companies Act, 2013 (the Act) and the rules made thereunder;
- ii) The Depositories Act, 1996 and the regulations and bye-laws framed thereunder;
- iii) The provisions of The Securities Contracts (Regulation) Act, 1956 (‘SCRA’) and the rules made thereunder;
- iv) SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 to the extent applicable to high value debt listed entities.
- v) Securities and Exchange Board of India (Debenture Trustees) Regulations, 1993;

- vi) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 to the extent applicable to debt listed companies;

Besides this, the following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 (‘SEBI Act’) are not applicable to the Company viz.,

- a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- b) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
- c) The Securities and Exchange Board of India (Share based employee Benefits and Sweat Equity) Regulations, 2021 (with effect from 13th August 2021);
- d) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
- e) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021; and
- f) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018.

The Company has complied with the provisions of the other laws as applicable to the Company which inter alia includes:

- (a) Reserve Bank of India (Non-Banking Financial Company –Scale Based Regulation) Directions, 2023 effective from October 2023 and other directions/ regulations issued by Reserve Bank of India applicable for Middle Layer NBFC;
- (b) Compliance under Prevention of Money Laundering Act, (PMLA) 2002 for the purpose of compliance with the obligations under Know your Customer Norms/ Anti-Money Laundering (AMC) standards & Fair Pricing Code (FPC) and Combating of Finance of Terrorism (CFT) obligations under PMLA,2002;
- (c) Labour laws & Contract Labour (Regulations & Abolition) Act, 1970 as applicable;
- (d) Indian Stamp Act and Rules;
- (e) Motor Vehicles Act, 1938;

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above subject to the following observation

Further, during the year under review, the Company has listed its Non-Convertible Debentures with National Stock Exchange of India Ltd.

I have also examined compliance with the applicable clauses of the following:

- i) The Secretarial Standards with regard to Meetings of Board of Directors (SS-1) and General Meetings (SS-2) issued by the Institute of Company Secretaries of India in terms of Sub-Section 10 of Section 118 of the Companies Act, 2013, for the financial year under review;
- ii) The Company has listed its Commercial papers with National Stock Exchange of India Ltd. (NSE) pursuant to SEBI circular dated 22nd October, 2019. The Company has duly complied with the compliances as prescribed in the above-mentioned circular.

From the verification of records and as per the information and explanation furnished to me, during the period under review, the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above, wherever applicable.

I further report that: -

- 1) The Board of Directors of the Company is duly constituted with proper balance of Non-Executive Directors and Independent Directors.
- 2) Adequate notice is given to all Directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and in case where meeting was held on shorter notice, necessary compliances as per the act and standards have been complied with and a system exists for seeking and obtaining further information and clarifications on the

agenda items before the meeting and for meaningful participation at the meeting.

- 3) Majority decision is carried through while passing all the resolutions of the Board/ Committees. However, on perusal of the minutes of the Board or Audit Committee or Nomination & Remuneration Committee, or Asset Liability Management Committee, or Corporate Social Responsibility Committee meetings or Risk Management Committee, it was observed that there was no dissenting note made by any of the member.

I further report that there are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

I further report that during the period of audit, the Company made issue of securities as per the following particulars:

S No	Type of Security	No X Face Value each	Allotted on
1	Non convertible Debentures	22500 X 100000	28/06/2023
2	Non convertible Debentures	500 X 10000000	27/12/2023
3	Compulsorily Convertible Preference Shares	63,39,546 X 10	26/06/2023
4	Compulsorily Convertible Preference Shares	12045138 X 10	22/09/2023

Consequent to a restructuring of the group Companies duly approved by the Hon'ble National company law Tribunal, Division Bench at Chennai, the name of the ultimate Holding Company is changed to TVS Holdings Limited.

B CHANDRA

Company Secretary

Membership No. 20879

Certificate of Practice No. 7859

UDIN: A020879F000331761

PEER REVIEW NUMBER 602/2019

Place: Chennai

Date: 8th May 2024