



REF:TSL:SEC:2024/114

April 18,2024

BSE Ltd.,
Phiroze Jeejeebhoy Towers
Dalal Street
Fort
Mumbai – 400 001

National Stock Exchange of India Ltd.,
5th Floor
Exchange Plaza
Bandra (E)
Mumbai - 400 051

Scrip Code: 509243
by Listing Centre

Scrip Code: TVSSRICHAK
by NEAPS

Dear Madam / Sir,

Sub: Corporate Governance Report – March 31, 2024

Ref: Regulation 27 of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015

In terms of the Regulation 27 of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, we are enclosing the Compliance report on Corporate Governance in the prescribed format for the quarter ended March 31, 2024

Please take the above on record.

Thanking you

Yours faithfully,
for TVS SRICHAKRA LIMITED

CHINMOY PATNAIK Digitally signed by CHINMOY PATNAIK
Date: 2024.04.18 18:29:03 +05'30'

Chinmoy Patnaik
Company Secretary &
Compliance Officer
Membership No. A14724

Encl.: a.a

TVS Srichakra Limited

CIN: L25111TN1982PLC009414

Regd. Office: TVS Building, 7-B, West Veli Street, Madurai 625 001.

Tel:+91 0452 2356400, Fax: +91 0452 2443466 | Website: www.tvseurogrip.com | Email: secretarial@eurogriptyres.com

Manufacturing Unit: Vellaripatti, Melur Taluk, Madurai-625 122, Tel:+91 452 2443300

General information about company

Scrip code	509243
NSE Symbol	TVSSRICHAK
MSEI Symbol	NOTLISTED
ISIN	INE421C01016
Name of the entity	TVS SRICHAKRA LIMITED
Date of start of financial year	01-04-2023
Date of end of financial year	31-03-2024
Reporting Quarter	Yearly
Date of Report (Enter the quarter ended date only)	31-03-2024
Risk management committee	Applicable
Market Capitalisation as per immediate previous Financial Year	Top 1000 listed entities



Annexure I

Whether the listed entity has a regular chairperson - Yes

Whether chairperson is related to MD or CEO - Yes

I. Composition of Board of Directors

Sr	Title (Mr / Ms)	Name of the Director	PAN	DIN	Category 1 of directors	Category 2 of directors	Category 3 of directors	Date of Birth	Whether the director is disqualified?	Start Date of disqualification	End Date of disqualification	Details of disqualification	Current status	Whether special resolution passed? [Refer Reg. 17(1A) of Listing Regulations]	Date of passing special resolution	Initial Date of appointment	Date of Re-appointment	Date of cessation	Tenure of director (in months)	No of Directors hip in listed entities including this listed entity (Refer Regulation 17A of Listing Regulations)	No of Independent Director ship in listed entities including this listed entity (Refer Regulation 17A(1) of Listing Regulations)	Number of members in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)	Reason for Cessation	
1	Mr	RAMACHANDHRAN NARESH	AAFPN2485B	00273609	Executive Director	Chairperson related to Promoter	MD	28-02-1957	No	NA	NA	NA	Active	NA		02-06-1982	16-06-2023			1	0	0	0	NA	
2	Ms	SHOBHANA RAMACHANDHRAN	ABHPS7615M	00273837	Executive Director	Not Applicable	MD	30-01-1960	No	NA	NA	NA	Active	NA		28-03-1986	25-08-2020			4	1	2	0	NA	
3	Mr	HARIHARA IYER JANARDANA IYER	AAAPI4128H	02688787	Non-Executive - Independent Director	Not Applicable		17-06-1943	No	NA	NA	NA	Active	Yes	27-09-2018	11-09-2014	01-04-2019	31-03-2024	114.00	1	1	3	2	Tenure Completion	
4	Mr	RAMAKRISHNAN V	ACIPR5987K	00002931	Non-Executive - Independent Director	Not Applicable		22-07-1955	No	NA	NA	NA	Active	NA		27-09-2018	27-09-2023			66.03	1	1	1	1	NA
5	Mr	RASESH RASIKLAL DOSHI	AACP9213E	00538059	Non-Executive - Independent Director	Not Applicable		29-10-1962	No	NA	NA	NA	Active	NA		24-05-2014	24-05-2019			118.06	2	2	2	0	NA
6	Ms	S V MATHANGI	AGWPM7325G	02596421	Non-Executive - Independent Director	Not Applicable		12-08-1974	No	NA	NA	NA	Active	NA		01-04-2020	01-04-2023			48.00	1	1	1	0	NA
7	Mr	RAVICHANDRAN S	AACPR8217J	01485845	Non-Executive - Non Independent Director	Not Applicable		01-06-1955	No	NA	NA	NA	Active	NA		13-08-2020	09-09-2021				1	0	1	0	NA
8	Mr	PADMANABHAN SRINIVASAVARADHAN	ABPPS8417B	08701214	Non-Executive - Non Independent Director	Not Applicable		02-05-1963	No	NA	NA	NA	Active	NA		13-08-2020	21-09-2022				1	0	0	0	NA
9	Mr	ASHOK SRINIVASAN	ADMPA6894R	06539656	Non-Executive - Independent Director	Not Applicable		21-07-1977	No	NA	NA	NA	Active	NA		13-02-2024	13-02-2024			1.17	1	1	0	0	NA
10	Mr	PIYUSH JINENDRAKUMAR MUNOT	ABKPM5335R	00119507	Non-Executive - Independent Director	Not Applicable		05-05-1978	No	NA	NA	NA	Active	NA		13-02-2024	13-02-2024				1	1	0	0	NA



II. Composition of Committees**Name of Committee - Audit Committee****Whether Regular Chairperson appointed - Yes**

DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation
02688787	HARIHARA IYER JANARDANA IYER	Non-Executive - Independent Director	Chairperson	11-09-2014	31-03-2024
00538059	RASESH RASIKLAL DOSHI	Non-Executive - Independent Director	Member	11-09-2014	
01485845	RAVICHANDRAN S	Non-Executive - Non Independent Director	Member	13-08-2020	

Name of Committee - Nomination and Remuneration Committee**Whether Regular Chairperson appointed - Yes**

02688787	HARIHARA IYER JANARDANA IYER	Non-Executive - Independent Director	Chairperson	15-05-2014	31-03-2024
00538059	RASESH RASIKLAL DOSHI	Non-Executive - Independent Director	Member	03-08-2020	
01485845	RAVICHANDRAN S	Non-Executive - Non Independent Director	Member	27-12-2023	

Note: On account of sudden demise of Mr. M S VIRARAGHAVAN on 20.12.2023, the NRC was reconstituted on 27.12.2023.

Name of Committee - Stakeholders Relationship Committee**Whether Regular Chairperson appointed - Yes**

00002931	RAMAKRISHNAN V	Non-Executive - Independent Director	Chairperson	11-09-2014	
00273837	SHOBHANA RAMACHANDHRAN	Executive Director	Member	11-09-2014	
02596421	S V MATHANGI	Non-Executive - Independent Director	Member	13-08-2020	

Name of Committee - Risk Management Committee**Whether Regular Chairperson appointed - Yes**

00002931	RAMAKRISHNAN V	Non-Executive - Independent Director	Chairperson	25-10-2021	
01485845	RAVICHANDRAN S	Non-Executive - Non Independent Director	Member	25-10-2021	
02596421	S V MATHANGI	Non-Executive - Independent Director	Member	25-10-2021	

Name of Committee - Corporate Social Responsibility Committee**Whether Regular Chairperson appointed - Yes**

00273837	SHOBHANA RAMACHANDHRAN	Executive Director	Chairperson	15-05-2014	
00538059	RASESH RASIKLAL DOSHI	Non-Executive - Independent Director	Member	11-09-2014	
00002931	RAMAKRISHNAN V	Non-Executive - Independent Director	Member	13-08-2020	
06539656	Ashok Srinivasan	Non-Executive - Independent Director	Member	20-03-2024	



III. Meeting of Board of Directors

Date(s) of meeting (Enter dates of Previous quarter and Current quarter in chronological order)	Maximum gap between any two consecutive (in number of days)	Notes for not providing Date	Whether requirement of Quorum met (Yes/No)	Total Number of Directors as on date of the meeting	Number of Directors present* (All directors including Independent Director)	No. of Independent Directors attending the meeting*
09-11-2023	NA	NA	Yes	9	7	4
13-02-2024	95	NA	Yes	10	10	6
20-03-2024	35	NA	Yes	10	10	6

IV. Meetings of Committees

Name of Committee	Date(s) of meeting (Enter dates of Previous quarter and Current quarter in chronological order)	Maximum gap between any two consecutive (in number of days)	Name of other committee	Reason for not providing date	Whether requirement of Quorum met (Yes/No)	Total Number of Directors as on date of the meeting	Number of Directors (All directors including Independent director)	No. of Independent Directors attending the meeting*	No. of members attending the meeting (other than Board of Directors)
Audit Committee	09-11-2023	NA	NA	NA	Yes	4	4	3	0
Audit Committee	05-02-2024	87	NA	NA	Yes	3	3	2	0
Audit Committee	13-02-2024	7	NA	NA	Yes	3	3	2	0
Nomination and remuneration committee	13-02-2024	NA	NA	NA	Yes	3	3	2	0
Risk Management Committee	27-07-2023	NA	NA	NA	Yes	3	3	2	0
Risk Management Committee	05-01-2024	161	NA	NA	Yes	3	3	2	0

* to be filled in only for the current quarter meetings



Details of Cyber security incidence			
Whether as per Regulation 27(2)(ba) of SEBI (LODR) Regulations, 2015 there has been cyber security incidents or breaches or loss of data or documents during the quarter			No
Date of the event	NA	Brief details of the event	NA



V. Related Party Transactions

Sr	Subject	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
1	Whether prior approval of audit committee obtained	Yes	NA
2	Whether shareholder approval obtained for material RPT	NA	NA
3	Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	Yes	NA

VI. Affirmations

Sr	Subject	Compliance status (Yes/No)
1	The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015	Yes
2	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015 a. Audit Committee	Yes
3	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. b. Nomination & remuneration committee	Yes
4	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. c. Stakeholders relationship committee	Yes
5	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. d. Risk management committee (applicable to the top 1000 listed entities)	Yes
6	The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.	Yes
7	The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.	Yes
8	This report and/or the report submitted in the previous quarter has been placed before Board of Directors.	Yes

Previous quarter report (quarter ended 31.12.2023) placed before the Board of Directors and there were no comments.

Name
Designation

Chinmoy Patnaik
Company Secretary and
Compliance Officer



Annexure II
Annexure II to be submitted by listed entity at the end of the financial year (for the whole of financial year)

I. Disclosure on website in terms of Listing Regulations

Sr	Item	Compliance status (Yes / No / NA)	If status is "No" details of non-compliance may be given here.	Web address
1	Details of business	Yes		https://tvseurogrip.com/about-tvs-eurogrip/
2	Terms and conditions of appointment of independent directors	Yes		https://y9u4s6b5.rocketcdn.me/wp-content/uploads/investor-relations/BOARD/Terms-and-conditions-of-appt-of-Independent-Directors-20thfeb24.pdf
3	Composition of various committees of board of directors	Yes		https://y9u4s6b5.rocketcdn.me/wp-content/uploads/investor-relations/BOARD/Committee-Composition-01042024.pdf
4	Code of conduct of board of directors and senior management personnel	Yes		https://y9u4s6b5.rocketcdn.me/wp-content/uploads/investor-relations/CODE%20OF%20CONDUCT/code-of-conduct.pdf
5	Details of establishment of vigil mechanism/ Whistle Blower policy	Yes		https://y9u4s6b5.rocketcdn.me/wp-content/uploads/investor-relations/POLICY/WHISTLE-BLOWER-POLICY.pdf
6	Criteria of making payments to non-executive directors	Yes		https://y9u4s6b5.rocketcdn.me/wp-content/uploads/investor-relations/POLICY/Remuneration-Policy-9thfeb2023.pdf
7	Policy on dealing with related party transactions	Yes		https://y9u4s6b5.rocketcdn.me/wp-content/uploads/investor-relations/POLICY/Related-Party-Transactions-Policy-with-effect-from-April-1-2022.pdf
8	Policy for determining 'material' subsidiaries	NA		
9	Details of familiarization programmes imparted to independent directors	Yes		https://y9u4s6b5.rocketcdn.me/wp-content/uploads/investor-relations/BOARD/Familiarisation-programme-to-ID-2023-24.pdf
10	Email address for grievance redressal and other relevant details	Yes		https://tvseurogrip.com/investor-relations/e-mail-id-for-investors/
11	Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes		https://tvseurogrip.com/investor-relations/overview/
12	Financial results	Yes		https://tvseurogrip.com/investor-relations/financial-results/
13	Shareholding pattern	Yes		https://tvseurogrip.com/investor-relations/shareholding-pattern/
14	Details of agreements entered into with the media companies and/or their associates	Yes		https://tvseurogrip.com/investor-relations/agreement-with-media-companies/
15.1	Schedule of analyst or institutional investor meet and presentations made by the listed entity to analysts or institutional investors simultaneously with submission to stock exchange	NA		
15.2	Audio or video recordings and transcripts of post earnings/quarterly calls	NA		
16	New name and the old name of the listed entity	NA		
17	Advertisements as per regulation 47 (1)	Yes		https://tvseurogrip.com/investor-relations/newspaper-publication/
18	Credit rating or revision in credit rating obtained	Yes		https://tvseurogrip.com/investor-relations/credit-rating/
19	Separate audited financial statements of each subsidiary of the listed entity in respect of a relevant financial year	Yes		https://tvseurogrip.com/investor-relations/annual-report/
20	Secretarial Compliance Report	Yes		https://tvseurogrip.com/investor-relations/secretarial-audit-report/
21	Materiality Policy as per Regulation 30 (4)	Yes		https://y9u4s6b5.rocketcdn.me/wp-content/uploads/investor-relations/POLICY/MATERIAL-SUBSIDIARY-POLICY.pdf
22	Disclosure of contact details of KMP who are authorized for the purpose of determining materiality as required under regulation 30(5)	Yes		https://y9u4s6b5.rocketcdn.me/wp-content/uploads/investor-relations/BOARD/Contact-Details-of-KMPs-I.pdf
23	Disclosures under regulation 30(8)	Yes		https://tvseurogrip.com/investor-relations/stock-exchange-updation/
24	Statements of deviation(s) or variations(s) as specified in regulation 32	NA		
25	Dividend Distribution policy as per Regulation 43A(1)	Yes		https://y9u4s6b5.rocketcdn.me/wp-content/uploads/investor-relations/POLICY/DIVIDEND-DISTRIBUTION-POLICY.pdf
26	Annual return as provided under section 92 of the Companies Act, 2013	Yes		https://y9u4s6b5.rocketcdn.me/wp-content/uploads/investor-relations/ANNUAL%20REPORT/2022-23/Form-MGT-7-Annual%20Return-FY-2022-23.pdf
27	Confirmation that the above disclosures are in a separate section as specified in regulation 46(2)	Yes		https://tvseurogrip.com/investor-relations/
28	Compliance with regulation 46(3) with respect to accuracy of disclosures on the website and timely updating	Yes		https://tvseurogrip.com/investor-relations/



Annexure II				
II. Annual Affirmations				
Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
1	Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'	16(1)(b) & 25(6)	Yes	
2	Board composition	17(1), 17(1A) & 17(1C), 17(1D) & 17(1E)	Yes	
3	Meeting of Board of directors	17(2)	Yes	
4	Quorum of Board meeting	17(2A)	Yes	
5	Review of Compliance Reports	17(3)	Yes	
6	Plans for orderly succession for appointments	17(4)	Yes	
7	Code of Conduct	17(5)	Yes	
8	Fees/compensation	17(6)	Yes	
9	Minimum Information	17(7)	Yes	
10	Compliance Certificate	17(8)	Yes	
11	Risk Assessment & Management	17(9)	Yes	
12	Performance Evaluation of Independent Directors	17(10)	Yes	
13	Recommendation of Board	17(11)	Yes	
14	Maximum number of Directorships	17A	Yes	
15	Composition of Audit Committee	18(1)	Yes	
16	Meeting of Audit Committee	18(2)	Yes	
17	Role of Audit Committee and information to be reviewed by the audit committee	18(3)	Yes	
18	Composition of nomination & remuneration committee	19(1) & (2)	Yes	
19	Quorum of Nomination and Remuneration Committee meeting	19(2A)	Yes	
20	Meeting of Nomination and Remuneration Committee	19(3A)	Yes	
21	Role of Nomination and Remuneration Committee	19(4)	Yes	
22	Composition of Stakeholder Relationship Committee	20(1), 20(2) & 20(2A)	Yes	
23	Meeting of Stakeholders Relationship Committee	20(3A)	Yes	
24	Role of Stakeholders Relationship Committee	20(4)	Yes	
25	Composition and role of risk management committee	21(1),(2),(3),(4)	Yes	
26	Meeting of Risk Management Committee	21(3A)	Yes	
27	Quorum of Risk Management Committee meeting	21(3B)	Yes	
28	Gap between the meetings of the Risk Management Committee	21(3C)	Yes	
29	Vigil Mechanism	22	Yes	
30	Policy for related party Transaction	23(1), (1A), (5), (6), & (8)	Yes	
31	Prior or Omnibus approval of Audit Committee for all related party transactions	23(2), (3)	Yes	
32	Approval for material related party transactions	23(4)	NA	
33	Disclosure of related party transactions on consolidated basis	23(9)	Yes	
34	Composition of Board of Directors of unlisted material Subsidiary	24(1)	NA	
35	Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3),(4),(5) & (6)	Yes	
36	Alternate Director to Independent Director	25(1)	NA	
37	Maximum Tenure	25(2)	Yes	
38	Appointment, Re-appointment or removal of an Independent Director through special resolution or the alternate mechanism	25(2A)	Yes	
39	Meeting of independent directors	25(3) & (4)	Yes	
40	Familiarization of independent directors	25(7)	Yes	
41	Declaration from Independent Director	25(8) & (9)	Yes	
42	Directors and Officers insurance	25(10)	Yes	
43	Confirmation with respect to appointment of Independent Directors who resigned from the listed entity	25(11)	Yes	
44	Memberships in Committees	26(1)	Yes	
45	Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel	26(3)	Yes	
46	Disclosure of Shareholding by Non-Executive Directors	26(4)	Yes	
47	Policy with respect to Obligations of directors and senior management	26(2) & 26(5)	Yes	
48	Approval of the Board and shareholders for compensation or profit sharing in connection with dealings in the securities of the listed entity	26(6)	NA	
49	Vacancies in respect Key Managerial Personnel	26A(1) & 26A(2)	Yes	



Annexure II		
III. Affirmations		
Sr	Particulars	Compliance status (Yes/No/NA)
1	The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied	Yes

Signatory Details

Name of signatory
Designation of person

Chinmoy Patnaik
Company Secretary and
Compliance Officer
Madurai
18-04-2024

Place
Date



Additional Half yearly Disclosure				
Applicability of disclosure	Applicable			
Reason for Non Applicability	NA			
I. Disclosure of Loans/ guarantees/comfort letters /securities etc.refer note below	The Figure should be mentioned in Actual INR only			
(A)Any loan or any other form of debt advanced by the listed entity directly or indirectly to				
Entity	Aggregate amount advanced during six months	Balance outstanding at the end of six months		
Promoter or any other entity controlled by them	0	0		
Promoter Group or any other entity controlled by them	0	0		
Directors (including relatives) or any other entity controlled by them	0	0		
KMPs or any other entity controlled by them	0	0		
(B) Any guarantee / comfort letter (by whatever name called) provided by the listed entity directly or indirectly, in connection with any loan(s) or any other form of debt availed				
By	Entity	Type (guarantee, comfort letter etc.)	Aggregate amount of issuance during six months	Balance outstanding at the end of six months(taking into account any invocation)
	Promoter or any other entity controlled by them	0	0	0
	Promoter Group or any other entity controlled by them	0	0	0
	Directors (including relatives) or any other entity controlled by them	0	0	0
	KMPs or any other entity controlled by them	0	0	0
(C) Any security provided by the listed entity directly or indirectly, in connection with any loan(s) or any other form of debt availed by				
	Entity	Type of security (cash, shares etc.)	Aggregate value of security provided during	Balance outstanding at the end of six months
	Promoter or any other entity controlled by them	0	0	0
	Promoter Group or any other entity controlled by them	0	0	0
	Directors (including relatives) or any other entity controlled by them	0	0	0
	KMPs or any other entity controlled by them	0	0	0
(D) Additional Information				
II. Affirmations				
	Affirmations		Compliance Status	Company Remarks
	All loans (or other form of debt), guarantees, comfort letters (by whatever name called) or securities in connection with any loan(s) (or other form of debt) given directly or indirectly by the listed entity to promoter(s), promoter group, director(s) (including their relatives), key managerial personnel (including their relatives) or any entity controlled by them are in the economic interest of the company.		Yes	No transaction during the period from October 2023 to March 2024 related to loans.
	Name	Rajagopalan Balasubramanian		
	Designation	CFO		
	Place	Madurai		
	Date	18-04-2024		



Signatory Details	
Name of signatory	Chinmoy Patnaik
Designation of person	Company Secretary and Compliance Officer
Place	Madurai
Date	18-04-2024

