

21 January 2025

The Manager,  
Listing Department  
National Stock Exchange of India Ltd.,  
Exchange Plaza, 5<sup>th</sup> Floor,  
Bandra-Kurla Complex,  
Bandra (E), Mumbai 400 051

Dear Sirs,

**Sub: Corporate Governance Report - Regulation 27(2) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations)**

Pursuant to Regulation 27(2) of Listing Regulations, as amended please find enclosed the Corporate Governance Report of the Company for the quarter ended 31 December 2024.

This may kindly be taken on record.

Thanking you,

Yours truly,

**For TVS Credit Services Limited**

**Roopa Sampath Kumar**  
**Chief Financial Officer**

Enclosure: As above

**ANNEXURE I**

**Format to be submitted by listed entity on quarterly basis**

Name of Listed Entity                   **- TVS Credit Services Limited**  
 Quarter ending                           **- 31<sup>st</sup> December 2024**

**i. Composition of Board of Director**

Title	Name of the Director	DIN	Category	Initial Date of Appointment	Date of Re-Appointment	Date of Cessation	Date of Birth	Tenure	No. of Directorships in Listed Entities including this Listed entity	No of Independent Directorship in listed entities	Number of memberships in Audit/ Stakeholder Committee (s) including this listed entity	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity
Mr	Venu Srinivasan	00051523	Non-executive Director	21 Jun 2010	-	-	11/12/1952	-	3	-	1	-
Mr	Sudarshan Venu	03601690	Non-executive Director Chairman	23 June 2015	-	-	01/02/1989	-	3	1	2	1
Mr	K N Radhakrishnan	02599393	Non-executive Director	17 Feb 2010	-	-	15/07/1962	-	1	-	2	1
Mr	R Gopalan	01624555	Non-executive Independent Director	20 Jul 2019	20 Jul 2024	-	20/04/1952	65.10	3	2	8	2
Mr	B Sriram	02993708	Non-executive Independent Director	12 Oct 2019	12 Oct 2024	-	20/09/1958	62.18	4	4	5	1
Mrs	Kalpna Vasantrai Unadkat	02490816	Non-executive Independent Director	28 Jul 2021	-	-	22/09/1970	41.02	2	2	6	1
Dr	Deepali Pant Joshi	07139051	Non-Executive - Independent Director	06 Aug 2024	-	-	12/12/1957	4.24	4	4	7	5
Mr	T C Suseel Kumar	06453310	Non-Executive - Independent Director	06 Aug 2024	-	-	01/02/1961	4.24	3	3	6	4
Mr.	Ashish Sapra	09805893	Director and CEO	22 Nov 2024	-	-	08/12/1974	-	-	-	-	-
Mr.	Sanjiv Chadha	08368448	Non-Executive Director	22 Nov 2024	-	-	25/06/1963	-	-	-	-	-

**Note:** While calculating directorships in listed entities, only directorships in equity listed companies have been considered in accordance with Explanation under Regulation 17A of SEBI Listing Regulations

Company Remarks	-
Whether Permanent chairperson appointed	Yes
Whether Chairperson is related to MD or CEO	No

ii. **Composition of Committees**

Name of Committee	Whether regular chairperson appointed	Name of Committee members	Category	Chairperson/ Membership	Date of Appointment	Date of Cessation
Audit Committee	Yes	R Gopalan	Independent Director	Chairperson	20-Jul-2019	-
		Kalpana Unadkat	Independent Director	Member	27-Oct-2023	-
		B Sriram	Independent Director	Member	11-Jan-2024	-
Nomination & Remuneration Committee	Yes	Kalpana Unadkat	Independent Director	Chairperson	04-Feb-2022	-
		B Sriram	Independent Director	Member	04-Feb-2022	-
		Sudarshan Venu	Non-executive Director	Member	04-Feb-2022	-
Risk Management Committee	Yes	K N Radhakrishnan	Non-executive Director	Chairperson	22-Oct-2018	-
		Kalpana Unadkat	Independent Director	Member	28-Jul-2021	-
		R Gopalan	Independent Director	Member	11-Jan-2024	-
Stakeholders Relationship Committee	Yes	K N Radhakrishnan	Non-executive Director	Chairperson	04-Feb-2022	-
		R Gopalan	Independent Director	Member	04-Feb-2022	-
		Kalpana Unadkat	Independent Director	Member	04-Feb-2022	-
Corporate Social Responsibility Committee	Yes	Venu Srinivasan	Non-executive Director	Chairperson	27-Mar-2015	-
		K N Radhakrishnan	Non-executive Director	Member	27-Mar-2015	-
		R Gopalan	Independent Director	Member	20-Jul-2019	-

iii. **Meeting of Board of Directors**

S No	Date(s) of meeting (Enter dates of Previous and Current quarter in chronological order)	Maximum gap between any two consecutive (in number of days)	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
1	06-08-2024		Yes	6	5	3
2	14-10-2024	69	Yes	8	6	5
3	25-11-2024	42	Yes	10	7	4

iv. **Meeting of Committees**

S No.	Name of Committee	Date(s) of meeting (Enter dates of Previous quarter and Current quarter in chronological order)	Maximum gap between any two consecutive meetings (in number of days)	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	No. of members attending the meeting (other than Board of Directors)
1	Audit Committee	05-08-2024 and 06-08-2024*			3	3	3	-
		14-10-2024	69	Yes	3	3	3	-
		20-11-2024	37	Yes	3	3	3	-
2	Nomination and Remuneration Committee	06-08-2024		Yes	3	3	2	-
		14-10-2024	69	Yes	3	2	2	-
3	Stakeholders Relationship Committee	30-09-2024	-	Yes	3	3	2	-
4	Risk Management Committee	25-07-2024	-	Yes	3	3	2	-
		30-09-2024	67	Yes	3	3	2	-
		20-11-2024	51	Yes	3	3	2	-

\*Adjourned meeting held on 6<sup>th</sup> August 2024

v. **Related Party Transactions**

Subject	Compliance status (Yes/No/NA)	Remark
Whether prior approval of audit committee obtained	Yes	-
Whether shareholder approval obtained for material RPT	NA	-
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	Yes	-
Disclosure of notes on related party transactions and Disclosure of notes of material related party transactions	-	

vi. **Details of Cyber Security Incidence:**

<b>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</b>			No
<b>Date of the event</b>	NA	<b>Brief details of the event</b>	NA

vii. **Affirmations**

<b>S No.</b>	<b>Subject</b>	<b>Compliance status (Yes/No)</b>
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. <b>a. Audit Committee</b> <b>b. Nomination &amp; Remuneration Committee</b> <b>c. Stakeholders Relationship Committee</b> <b>d. Risk management committee (applicable to the top 1000 listed entities)</b>	Yes Yes Yes Yes
4	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
5	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
6	This report and/or the report submitted in the previous quarter has been placed before Board of Directors.	Yes

**Name** : **Roopa Sampath Kumar**  
**Designation** : **Chief Financial Officer**  
**Date** : **21-01-2025**