

April 20, 2024

The Manager,
Listing Department
National Stock Exchange of India Ltd.,
Exchange Plaza, 5th 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 March 31, 2024.

This may kindly be taken on your records.

Thanking you,

Yours truly,

For TVS Credit Services Limited

Sreejith Raj P
Company Secretary

Encl: a/a

ANNEXURE I

Format to be submitted by listed entity on quarterly basis

Name of Listed Entity - **TVS Credit Services Limited**
 Quarter ending - **31st March 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	-	-	20/04/1952	56.11	3	2	8	2
Mr	B Sriram	02993708	Non-executive Independent Director	12 Oct 2019	-	-	20/09/1958	53.19	4	4	6	1
Mrs	Kalpana Vasantrai Unadkat	02490816	Non-executive Independent Director	28 Jul 2021	-	-	22/09/1970	32.03	2	2	6	1

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 quarter 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	27-10-2023	-	Yes	7	7	4
2	23-01-2024	88	Yes	6	6	3
3	21-03-2024	58	Yes	6	5	2

iv. **Meeting of Committees**

Sr 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	26-10-2023*	-	Yes	3	3	2	8
		23-01-2024	89	Yes	3	3	3	9
		21-03-2024	58	Yes	3	3	2	3
2	Stakeholders Relationship Committee	27-10-2024	-	Yes	3	3	2	1
3	Risk Management Committee	24-10-2023	-	Yes	3	3	2	8
		13-03-2024	141	Yes	3	3	2	8

*Adjourned meeting held on October 27, 2023

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:**

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

vii. **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 b. Nomination & Remuneration Committee c. Stakeholders Relationship Committee d. Risk management committee (applicable to the top 1000 listed entities)	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 : **Sreejith Raj P**
Designation : **Company Secretary**
Date : **20-04-2024**