

Integrated Filing-Governance

General information about company	
Scrip Code	543965
NSE Symbol	TVSSCS
MSEI Symbol	NOTLISTED
ISIN	INE395N01027
Name of the entity	TVS SUPPLY CHAIN SOLUTIONS LIMITED
Date of start of financial year	01-Apr-2024
Date of end of financial year	31-Mar-2025
Reporting Quarter	Yearly
Date of Quarter Ending	31-Mar-2025
Type of company	Equity
Whether Annexure I (Part A) of the SEBI Circular dated December 31, 2024 related to Compliance Report on Corporate Governance is applicable to the entity?	Yes
Whether Annexure I (Part B) of the SEBI Circular dated December 31, 2024 related to Investor Grievance Redressal Report is Applicable to the entity?	Yes
Whether Annexure I (Part C) of the SEBI Circular dated December 31, 2024 related to Disclosure of Acquisition of Shares or Voting Rights in Unlisted Companies is Applicable to the entity?	No
Reason For Part C Of Annexure I Disclosure Of Acquisition Of Shares Or Voting Rights In Unlisted Companies Is Not Applicable To The Entity	The Company has not acquired any shares or voting rights in unlisted companies during the quarter ended 31st March 2025
Whether Annexure I (Part D) of the SEBI Circular dated December 31, 2024 related to Disclosure of Imposition of Fine or Penalty is Applicable to the entity?	Yes
Whether Annexure I (Part E) of the SEBI Circular dated December 31, 2024 related to Disclosure of Updates to Ongoing Tax Litigations or Disputes is Applicable to the entity?	No
Reason For Part E Of Annexure I Disclosure Of Updates To Ongoing Tax Litigations Or Disputes Is Not Applicable To The Entity	During the quarter ended 31st March 2025, there are no tax litigations that are required to be disclosed under para B part A of Schedule III of the SEBI (LODR) Regulations, 2015.
Whether Annexure I (Part F) of the SEBI Circular dated December 31, 2024 related to Disclosure Of Loans / Guarantees / Comfort Letters / Securities Etc. is Applicable to the entity?	No
Risk management committee	Yes
Market Capitalisation as per immediate previous Financial Year	Top 1000 listed entities
Is SCORE ID Available ?	Yes
SCORE Registration ID	COMT00585
Reason For No SCORE ID	
Type of Submission	Original
Remarks (website dissemination)	

Mr.	NARAYAN K. SESHADRI	00053563	Non-Executive - Independent Director
Mr.	K ANANTH KRISHNAN	10278010	Non-Executive - Independent Director
Ms.	SHOBHANA RAMANCHANDHRAN	00273837	Non-Executive - Non Independent Director

Annexure 1				
II. Composition of Committees				
Disclosure of notes on composition of committees explanatory				

Audit Committee Details						
Whether the Audit Committee has a Regular Chairperson				Yes		
00053563	NARAYAN K. SESHADRI	Non-Executive - Independent Director	Chairperson	29-Aug-2023		
02993708	BALASUBRAMANYAM SRIRAM	Non-Executive - Independent Director	Member	07-Feb-2022		
08713910	RAVI VISWANATHAN	Executive Director	Member	09-Sep-2021		
10278010	K ANANTH KRISHNAN	Non-Executive - Independent Director	Member	25-Mar-2024		

Annexure I	
II. Composition of Committees	
Disclosure of notes on composition of committees explanatory	

Whether the Stakeholders Relationship Committee has a Regular Chairperson					Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	01565999	GAURI KUMAR	Non-Executive - Independent Director	Chairperson	07-Feb-2022		
2	08713910	RAVI VISWANATHAN	Executive Director	Member	07-Feb-2022		
3	02993708	BALASUBRAMANYAM SRIRAM	Non-Executive - Independent Director	Member	29-Aug-2023		

Risk Management Committee							
Whether the Risk Management Committee has a Regular Chairperson					Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	10278010	K ANANTH KRISHNAN	ID	Chairperson	29-Aug-2023		
2	00363300	R DINESH	ID	Member	07-Feb-2022		

Stakeholders Relationship Committee							
Whether the Stakeholders Relationship Committee has a Regular Chairperson							
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	11-Nov-2024		Yes	10	8	3	
2	10-Feb-2025	90	Yes	10	10	5	
3	26-Mar-2025	43	Yes	10	10	5	

2	Audit Committee	11-Nov-2024	37		Yes	4	4	3	3
3	Audit Committee	10-Feb-2025	90		Yes	4	4	3	3
4	Audit Committee	25-Mar-2025	42		Yes	4	4	3	3
5	Risk Management Committee	04-Oct-2024			Yes	3	2	1	1
6	Risk Management Committee	26-Mar-2025	172		Yes	3	3	1	1
7	Stakeholders Relationship Committee	04-Oct-2024			Yes	3	3	2	0

1	11-Nov-2024			Yes	10	8	3
2	10-Feb-2025	90		Yes	10	10	5
3	26-Mar-2025	43		Yes	10	10	5

1	Audit Committee	04-Oct-2024			Yes	4	4	3	3
2	Audit Committee	11-Nov-2024	37		Yes	4	4	3	3
3	Audit Committee	10-Feb-2025	90		Yes	4	4	3	3
4	Audit Committee	25-Mar-2025	42		Yes	4	4	3	3
5	Risk Management Committee	04-Oct-2024			Yes	3	2	1	1
6	Risk Management Committee	26-Mar-2025	172		Yes	3	3	1	1
7	Stakeholders Relationship Committee	04-Oct-2024			Yes	3	3	2	0

8	This report and/or the report submitted in the previous quarter has been placed before Board of Directors.		Yes
9	Any comments/observations/advice of Board of Directors may be mentioned here:		

Annexure 1		
Sr	Subject	Compliance status
1	Name of signatory	P D Krishna Prasad
2	Designation	Company Secretary and Compliance Officer

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	
Other details of cyber security incidence or breaches or loss of data event		
Number of cyber security incidence or breaches or loss of data event occurred during the quarter		
Sr	Date of the event	Brief details of the event

Annexure II to be submitted by listed entity at the end of the financial year (for the whole of financial year)	
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Sr	Item	Compliance status (Yes/No/NA)	If status is No details of non-compliance may be given here.	Web address
1.1	Details of business	Yes		https://www.tvsscs.com/investor-relations/wp-content/uploads/2025/01/Memorandum-and-Articles-of-Association.pdf https://www.tvsscs.com/investor-relations/wp-content/uploads/2025/01/Memorandum-and-Articles-of-Association.pdf

1.3	Brief profile of board of directors including directorship and full time positions in body corporates	Yes	https://www.tvsscs.com/investor-relations/governance/
2	Terms and conditions of appointment of independent directors	Yes	https://www.tvsscs.com/investor-relations/wp-content/uploads/2024/10/terms-and-conditions-of-appointment-of-independent-directors-tvs-scs.pdf
3	Composition of various committees of board of directors	Yes	https://www.tvsscs.com/investor-relations/governance/
4	Code of conduct of board of directors and senior management personnel	Yes	https://www.tvsscs.com/investor-relations/wp-content/uploads/2024/10/code-final-6-16-10-21.pdf
5	Details of establishment of vigil mechanism / whistle blower policy	Yes	https://www.tvsscs.com/investor-relations/wp-content/uploads/2024/10/whistle-blower.pdf

7	Policy on dealing with related party transactions	Yes		https://www.tvsscs.com/investor-relations/wp-content/uploads/2024/10/4.-Related-Party-Transactions-Policy.pdf
8	Policy for determining material subsidiaries	Yes		https://www.tvsscs.com/investor-relations/wp-content/uploads/2024/10/9.-Policy-for-Determination-of-Material-Subsidiary.pdf
9	Details of familiarization programmes imparted to independent directors	Yes		https://www.tvsscs.com/investor-relations/wp-content/uploads/2024/11/Familiarization-Programme-for-Independent-Directors.pdf
10	Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes		https://www.tvsscs.com/investor-relations/contact-us/
11	Email address for grievance redressal and other relevant details	Yes		https://www.tvsscs.com/investor-relations/contact-us/
12	Financial results	Yes		https://www.tvsscs.com/investor-relations/financials/
13	Shareholding pattern	Yes		https://www.tvsscs.com/investor-relations/statutory-disclosure/
14	Details of agreements entered into with the media companies and/or their associates	NA		
15.1	Schedule of analyst or institutional investor meet and presentation prepared by listed entity for analyst or institutional investor meet	Yes		https://www.tvsscs.com/investor-relations/investor-resources/
15.2	Audio or video recordings and transcripts of post earnings/quarterly calls	Yes		https://www.tvsscs.com/investor-relations/investor-resources/
16	New name and the old name of the listed entity	NA		
17	Advertisements as per regulation 47 (1)	Yes		https://www.tvsscs.com/investor-relations/statutory-disclosure/
18	Credit rating or revision in credit rating obtained	Yes		https://www.tvsscs.com/investor-relations/wp-content/uploads/2025/01/TVS-SCS_Draft-RAC_v1.pdf
19	Separate audited financial statements of each subsidiary of the listed entity	Yes		https://www.tvsscs.com/investor-relations/financials/
20	Secretarial compliance report	Yes		https://www.tvsscs.com/investor-relations/statutory-disclosure/
21	Materiality policy as per regulation 30 (4)	Yes		https://www.tvsscs.com/investor-relations/wp-content/uploads/2024/10/3.-Policy-for-determination-of-Materiality-of-Events-and-Information.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://www.tvsscs.com/investor-relations/governance/
23	Disclosures under regulation 30(8)	Yes		https://www.tvsscs.com/investor-relations/statutory-disclosure/
24	Statements of deviation(s) or variations(s) as specified in regulation 32	NA		
25	Dividend distribution policy as specified in regulation 43A (1)	Yes		https://www.tvsscs.com/investor-relations/wp-content/uploads/2024/10/TVS-SCS-Draft-Dividend-Policy-v3.pdf
26.1	Annual return as provided under section 92 of the Companies Act 2013	Yes		https://www.tvsscs.com/investor-relations/statutory-disclosure/
26.2	Employee benefit scheme documents framed in terms of SEBI (SBEB) regulations 2021			
27	Confirmation that the above disclosures are in a separate section as specified in regulation 46(2)	Yes		https://www.tvsscs.com/investor-relations/
28	Compliance with regulation 46(3) with respect to accuracy of disclosures on the website and timely updation	Yes		https://www.tvsscs.com/investor-relations/
29	Disclosure of notes on website in terms of Listing Regulations explanatory			

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)	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	

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)	Yes	
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 Policy with respect to Obligations of directors and senior management	26(2) & 26(5)	Yes	
47 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	
48 Vacancies in respect Key Managerial Personnel	26A(1) & 26A(2), 26A(3)	Yes	
Any other information to be provided - Add Notes			

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
	Any other information to be provided	

Annexure II		
1	Name of signatory	P D Krishna Prasad
2	Designation	Company Secretary and Compliance Officer
Additional Half yearly Disclosure		
Any Other Information for Disclosure of Loans / Guarantees / Comfort Letters / Securities Etc.		
I. Disclosure of Loans <u>guarantees/comfort letters/securities etc</u> refer note below		

Entity	advanced during six months	Balance outstanding at the end of six months	
Promoter or any other entity controlled by them			
Promoter Group or any other entity controlled by them			
Directors (including			

KMPs or any other entity controlled by them			
(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			
Promoter Group or any other entity controlled by them			
Directors (including relatives) or any other entity controlled by them			
KMPs or any other entity controlled by them			
(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 six months	Balance outstanding at the end of six months
Promoter or any other entity controlled by them			
Promoter Group or any other entity controlled by them			
Directors (including relatives) or any other entity controlled by them			
KMPs or any other entity controlled by them			
(D) Additional Information			

II. Affirmations	
Affirmations	
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.	
Name	
Designation	
Place	
Date	

Signatory Details	
Name of signatory	P D Krishna Prasad
Designation of person	Company Secretary and Compliance Officer
Place	Chennai
Date	12-Apr-2025

Investor Grievance Details	
No. of investor complaints pending at the beginning of Quarter	0
No. of investor complaints received during the Quarter	0
No. of investor complaints disposed off during the Quarter	0
No. of investor complaints those remaining unresolved at the end of the Quarter	0

Sr. No.	Name of the authority	Nature and details of the action(s) taken or order(s) passed	Date of receipt of direction or order, including any ad interim or interim orders, or any other communication from the authority	Details of the violation(s) /contravention(s) committed or alleged to be committed	Impact on financial, operation or other activities of the listed entity, quantifiable in monetary terms to the extent possible
1	Assistant Commissioner (ST)	Order passed in the name of TVS Commutation Solutions Limited (erstwhile subsidiary of TVS Supply Chain Solutions Limited) now merged with TVS Supply Chain Solutions Limited. Order passed for scrutiny of returns 2015-16. Penalty Due 10,000/-	03-Mar-2025	NA	NA

Annexure 10 of the Master Circular are given below.				
Any Other Information for Disclosure of Updates to Ongoing Tax Litigations or Disputes				
Sr. No.	Name of the opposing party	Date of initiation of the litigation / dispute	Status of the litigation / dispute as per last disclosure	Current status of the litigation / dispute

Disclosure of Updates to Ongoing Tax Litigations or Disputes				
The updates on tax litigations or disputes in terms of sub-para 8 of para B of Part A of Schedule III read with corresponding provisions of Annexure 18 of the Master Circular are given below:				
Any Other Information for Disclosure of Updates to Ongoing Tax Litigations or Disputes				
Sr. No.	Name of the opposing party	Date of initiation of the litigation / dispute	Status of the litigation / dispute as per last disclosure	Current status