

Registered Office:
"Chaitanya",
No. 12, Khader Nawaz Khan Road,
Nungambakkam,
Chennai – 600006
PH: 044 28332115

TVS Holdings Limited

[Formerly known as Sundaram-Clayton Limited]

22nd September 2025

BSE Limited,
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai 400 001.
Scrip code: 520056

National Stock Exchange of India Limited,
Exchange Plaza, 5th Floor,
Bandra-Kurla Complex,
Bandra (E), Mumbai 400 051.
Scrip code: TVSHLTD

Dear Sir/Madam,

Subject : Intimation of the outcome of the meeting of the Board of Directors of TVS Holdings Limited ("Company"), under Regulations 30 and 51 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("Listing Regulations")

Reference : Scheme of Arrangement between TVS Holdings Limited and its shareholders under Sections 230 to 232 of the Companies Act, 2013

The Board of Directors of the Company at its meeting held today, i.e., Monday, 22nd September 2025 has approved the Scheme of Arrangement between the Company and its shareholders under Sections 230 to 232 of the Companies Act, 2013 ("Scheme"), which provides for issuance and allotment of Cumulative Non-Convertible Redeemable Preference Shares by way of bonus on the following terms and conditions:-

Particulars	Details
Type of Instrument	Cumulative Non-Convertible Redeemable Preference Shares ("NCRPS").
Bonus NCRPS Ratio	46 NCRPS of INR 10/- each fully paid up of the Company for every 1 equity share of INR 5 each fully paid up held as on the Record Date <i>(as defined under the Scheme)</i> .
Face Value	INR 10/- per NCRPS.
Issue Price	INR 10/- per NCRPS (Face value).
Issue Size	NCRPS amounting to around INR 986.52 Crore.
Coupon Rate	6% per annum.
Redemption/Maturity	The NCRPS shall be redeemed on the expiry of 12 months from the date of allotment of the said NCRPS.

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Particulars	Details
Redemption Price	INR 10/- per NCRPS along with interest as per coupon rate as stated above.
Listing	Proposed to be listed on the National Stock Exchange of India Limited and BSE Limited i.e., the stock exchanges on which the equity shares of the Company are listed.

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.

The Scheme as approved by the Board would be available on the website of the Company at www.tvsholdings.com, post submitting the same to the stock exchanges.

In terms of the Listing Regulations read with SEBI Master Circular No SEBI/HO/CFD/PoD2/CIR/P/0155 dated 11th November 2024, we are furnishing herewith the details pertaining to the proposed issuance and allotment of NCRPS by way of bonus, enclosed as **Annexure 1**.

The meeting of Board of Directors of the Company commenced at 02.00 P.M. (IST) and concluded at 02.25 P.M.(IST).

Kindly take note of the same on your records and acknowledge receipt.

Thanking you,

Yours faithfully

For TVS Holdings Limited

R Raja Prakash
Company Secretary

Encl.: a/a

Annexure 1

Issuance of NCRPS by way of bonus under the Scheme

S No	Particulars	Description																										
1.	Whether bonus is out of free reserves created out of profits or share premium account	The issuance of NCRPS by way of bonus is proposed under the Scheme by utilizing general reserves / retained earnings of the Company.																										
2.	Bonus ratio	46 NCRPS of INR 10/- each fully paid up of the Company for every 1 equity share of INR 5 each fully paid up held as on the Record Date.																										
3.	Details of share capital - pre and post bonus issue	<div>The share capital of the Company as on 22nd September 2025 is as follows:</div> <table><tr><th>Particulars</th><th>INR</th></tr><tr><td colspan="2">Authorised Share Capital</td></tr><tr><td>9,22,00,000 equity shares of INR 5 each</td><td>46,10,00,000</td></tr><tr><td>250,00,00,000 NCRPS of INR 10 each</td><td>2500,00,00,000</td></tr><tr><td>Total</td><td>2546,10,00,000</td></tr><tr><td colspan="2">Issued, Subscribed and Paid Up Capital</td></tr><tr><td>202,32,104 equity shares of INR 5 each</td><td>10,11,60,520</td></tr><tr><td>Total</td><td>10,11,60,520</td></tr></table> <div>The share capital of the Company, post bonus issue will be as follows (based on 22nd September 2025 figures):</div> <table><tr><th>Particulars</th><th>INR</th></tr><tr><td colspan="2">Authorised Share Capital</td></tr><tr><td>9,22,00,000 equity shares of INR 5 each</td><td>46,10,00,000</td></tr><tr><td>250,00,00,000 NCRPS of INR 10 each</td><td>2500,00,00,000</td></tr><tr><td>Total</td><td>2546,10,00,000</td></tr></table>	Particulars	INR	Authorised Share Capital		9,22,00,000 equity shares of INR 5 each	46,10,00,000	250,00,00,000 NCRPS of INR 10 each	2500,00,00,000	Total	2546,10,00,000	Issued, Subscribed and Paid Up Capital		202,32,104 equity shares of INR 5 each	10,11,60,520	Total	10,11,60,520	Particulars	INR	Authorised Share Capital		9,22,00,000 equity shares of INR 5 each	46,10,00,000	250,00,00,000 NCRPS of INR 10 each	2500,00,00,000	Total	2546,10,00,000
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S No	Particulars	Description	
		Issued, Subscribed and Paid Up Capital	
		202,32,104 equity shares of INR 5 each	10,11,60,520
		93,06,76,784 NCRPS of INR 10 each	930,67,67,840
		Total	940,79,28,360
4.	Free reserves and/ or share premium amount required for implementing the bonus issue	<p>Pursuant to the Scheme, 46 NCRPS of INR 10/- each fully paid up of the Company are proposed to be issued, by way of bonus, for every 1 equity share of INR 5 each fully paid up to the shareholders of the Company by utilizing its general reserves / retained earnings. Assuming the existing number of equity shares of the Company, an amount of around INR 986.52 Crore will be utilized from general reserves / retained earnings of the Company for issuance of bonus NCRPS, under the Scheme.</p> <p>The actual quantum of bonus NCRPS and utilization of general reserves/retained earnings, pursuant to the Scheme, would be determined as per the total outstanding equity share capital of the Company as on the Record Date.</p>	
5.	Free reserves and / or share premium available for capitalization and the date as on which such balance is available	<p>The NCRPS will be issued on the Effective Date (<i>as defined under the Scheme</i>), which is after the approval of the NCLT to the Scheme. The Company will utilize the balances available in the general reserves / retained earnings for capitalization as on the Effective Date. The retained earnings and securities premium of the Company as on 31st March 2025 is INR 1,456.26 crore.</p>	
6.	Whether the aforesaid figures are audited	<p>The figures provided in Sr. No. 5 are based on the audited accounts by the statutory auditors of the Company for the year ended 31st March 2025.</p>	
7.	Estimated date by which such bonus shares would be credited/dispatched	<p>The bonus NCRPS will be allotted to the shareholders of the Company as on the Record Date after obtaining the approval of the NCLT, pursuant to the Scheme.</p>	
8.	Size of the issue	<p>Please refer disclosure made to Sr. No 2 and 4 above.</p>	

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9.	Whether proposed to be listed? If yes, name of the stock exchange(s)	Yes, the bonus NCRPS are proposed to be listed on National Stock Exchange of India Limited and BSE Limited.
10.	Tenure of the instrument - date of allotment and date of maturity	Date of allotment: The bonus NCRPS will be allotted after obtaining the approval of the NCLT, pursuant to the Scheme. Date of Maturity: 12 months from the date of allotment of said NCRPS.
11.	Coupon/interest offered schedule of payment of coupon/interest and principal	6% p.a. payable at annual rest. The payment of coupon will be paid along with redemption amount. .
12.	Charge / security, if any, created over the assets	Not Applicable
13.	Special right/interest/privileges attached to the instrument and changes thereof	There are no special rights / privileges attached to the NCRPS.
14.	Delay in payment of interest/principal amount for a period of more than three months from the due date or default in payment of interest / principal	Not Applicable
15.	Details of any letter or comments regarding payment/non-payment of interest, principal on due dates, or any other matter concerning the security and /or the assets along with its comments thereon, if any	Not Applicable

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S No	Particulars	Description
16.	Details of redemption of preference shares indicating the manner of redemption (whether out of profit or out of fresh issue) and debentures	The NCRPS shall be redeemed on the expiry of 12 months from the date of allotment of the said NCRPS out of the profits of the Company.

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