

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(s)/Madam,

Subject : Update on the 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 : (a) Scheme of Arrangement between TVS Holdings Limited and its shareholders under Sections 230 to 232 of the Companies Act, 2013; and
(b) Our intimation dated 22nd September 2025**

This is with reference to the intimation submitted, on the outcome of the meeting of the Board of Directors of the Company at its meeting held today, i.e., Monday, 22nd September 2025.

In this regard, we wish to inform you that the clause relating to Redemption / Maturity, be read as given below:

| Particulars | Details |
|---------------------|---|
| Redemption/Maturity | <p>The NCRPS shall be redeemed upon the expiry of fifteen (15) months from the date of allotment.</p> <p>Provided that the Board of Directors or any committee duly authorized by the Board in this regard, shall have the discretion to redeem the said NCRPS at any time after the expiry of twelve (12) months from the date of allotment.</p> |

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 revised details pertaining to the proposed issuance and allotment of NCRPS by way of bonus, enclosed as **Annexure 1**, wherein the terms of the NCRPS as disclosed in Sr. No. 10 and 16 are amended accordingly.

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/2/

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><thead><tr><th>Particulars</th><th>INR</th></tr></thead><tbody><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></tbody></table> <div>The share capital of the Company, post bonus issue will be as follows (based on 22nd September 2025 figures):</div> <table><thead><tr><th>Particulars</th><th>INR</th></tr></thead><tbody><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>93,06,76,784 NCRPS of INR 10 each</td><td>930,67,67,840</td></tr><tr><td>Total</td><td>940,79,28,360</td></tr></tbody></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 | 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 |
| 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 | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| 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 | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |

TVS Holdings Limited

[Formerly known as Sundaram-Clayton Limited]

| S No | Particulars | Description |
|------|--|--|
| 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> |
| 9. | Whether proposed to be listed? If yes, name of the stock exchange(s) | <p>Yes, the bonus NCRPS are proposed to be listed on National Stock Exchange of India Limited and BSE Limited.</p> |
| 10. | Tenure of the instrument - date of allotment and date of maturity | <p>Date of allotment: The bonus NCRPS will be allotted after obtaining the approval of the NCLT, pursuant to the Scheme.</p> <p>Date of Maturity: The NCRPS shall be redeemed upon the expiry of fifteen (15) months from the date of allotment. Provided that the Board of Directors or any committee duly authorized by the Board in this regard, shall have the discretion to redeem the said NCRPS at any time after the expiry of twelve (12) months from the date of allotment.</p> |

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|------|---|---|
| 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 |
| 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 upon the expiry of fifteen (15) months from the date of allotment, out of the profits of the Company. Provided that the Board of Directors or any committee duly authorized by the Board in this regard, shall have the discretion to redeem the said NCRPS at any time after the expiry of twelve (12) months from the date of allotment. |

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