



IN THE NATIONAL COMPANY LAW TRIBUNAL
DIVISION BENCH (COURT- I) CHENNAI

ATTENDANCE CUM ORDER SHEET OF THE HEARING
HELD ON **18.03.2026** THROUGH VIDEO CONFERENCE

CORAM: HON'BLE SHRI. SANJIV JAIN, MEMBER (JUDICIAL)
HON'BLE SHRI VENKATARAMAN SUBRAMANIAM, MEMBER (TECHNICAL)

Application No :
Petition No : CA(CAA)/15(CHE)/2026
Name of Petitioner :
& : TVS Holdings Ltd
Name of Respondent :
Section : 230-232 of CA, 2013

ORDER

CA(CAA)/15(CHE)/2026

Present: Mr. Ashwin Raman, Ld. Counsel for the Applicant.

Vide separate order pronounced in the open Court, application is disposed of with directions.

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[VENKATARAMAN SUBRAMANIAM]
MEMBER (TECHNICAL)

MS

-sd-

[SANJIV JAIN]
MEMBER (JUDICIAL)

Date: 18.03.2026



**IN THE NATIONAL COMPANY LAW TRIBUNAL,
DIVISION BENCH - I, CHENNAI**

CA(CAA)/15(CHE)/2026

Under Sections 230 to 232 of the Companies Act, 2013

*In the matter of Scheme of Arrangement between TVS Holdings Limited and its
Shareholders*

TVS HOLDINGS LIMITED,
CIN: L64200TN1962PLC004792
and having its registered office at "Chaitanya",
No. 12, Khader Nawaz Khan Road,
Nungambakkam, Chennai 600 006, Tamil Nadu, India;

... Applicant Company

Order Pronounced on 18th March, 2026

CORAM

SANJIV JAIN, MEMBER (JUDICIAL)
VENKATARAMAN SUBRAMANIAM, MEMBER (TECHNICAL)

Present:

*For Applicant(s): Senior Counsel P.H.Aroindh Pandian,
Pawan Jhabakh Advocate*

ORDER

1. Under consideration is a Company Application filed for the approval of Composite Scheme of Arrangement by **TVS HOLDINGS LIMITED (APPLICANT COMPANY)** their respective shareholders and creditors under section 230-232 of Companies Act, 2013, and other applicable provisions of the Companies Act, 2013 read with Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 in relation to the Scheme of Arrangement (hereinafter referred to as the "SCHEME") proposed by



the Applicant. The Scheme is appended as “*Annexure A1* of the application.

2. The Applicant in the Company Application has sought for the following reliefs;

	EQUITY SHAREHOLDERS	PREFERENCE SHAREHOLDERS	SECURED CREDITORS	UNSECURED CREDITORS	DEBENTURE HOLDERS
APPLICANT COMPANY	Convening of meeting	NA	Not Applicable - Dispensation	Dispensation	Dispensation

3. The Applicant has filed its Memorandum and Articles of Association *inter alia* delineating its object clauses. The object of the Applicant is set out in **Clause 3** of the Memorandum of Association. The brief objects of the Applicant as set out in the Synopsis are extracted hereunder,

“To carry on the business of a core investment company in all its branches and to invest, sell, purchase, exchange, transfer, surrender, extinguish, relinquish, subscribe, acquire, undertake, underwrite, hold, auction, convert or otherwise deal in shares, stocks, debentures, debenture stock, bonds, negotiable instruments, hedge instruments, warrants, certificates, premium notes, Treasury Bills, obligations, inter corporate deposits, call money deposits, public deposits, commercial papers, and other instruments and securities issued, guaranteed or given by any group company, group entity, government, semi government, local authorities, public sector undertakings, companies, corporations, cooperative societies, trusts, funds, State, Public body or authority, Municipal, Local or otherwise and other organisations/entities persons whether incorporated or established in India or elsewhere to acquire and hold controlling and other interests in the securities or loan capital of any issuer, company, entity or person, subject to the provisions of Master



Direction - Core Investment Companies (Reserve Bank) Directions, 2016 including statutory modifications/substitutions thereof from time to time."

4. As per the Certificate of Incorporation filed, the Applicant Company is a public limited company incorporated under the provisions of Companies Act, 1956 on 24.05.1962. The Applicant Company was previously called as 'Sundaram-Clayton Limited'. This Tribunal vide order dated 06.03.2023 approved a Composite Scheme of Arrangement amongst Sundaram-Clayton Limited, TVS Holdings Private Limited, VS Investments Private Limited and Sundaram-Clayton DCD Limited and their respective shareholders and creditors. In terms of the Composite Scheme of Arrangement, the Applicant name was changed to 'TVS Holdings Limited' on 17.07.2023.

5. The authorised and paid-up share capital of the Applicant Company as on 31.03.2025 are as follows,

Particulars	Amount in Rupees
<u>Authorised share capital</u>	
9,22,00,000 equity shares of Rs.5/- each	46,10,00,000
250,00,00,000 Preference shares of INR 10/- each	2500,00,00,000
Total	2546,10,00,000
<u>Issued subscribed and paid up equity share capital</u>	
4,80,000 equity shares of Rs.10/- each	48,00,000
Total	10,11,60,520



6. It is stated that subsequent to 31.03.2025, there is no change in the authorised, issued and subscribed and / or paid-up share capital of the Applicant Company. The Equity Shares of the Applicant Company are listed on BSE and the NSE, further, the Non-Convertible Debentures are listed on the NSE. As per the provisions of Regulation 37 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company had filed a copy of the Scheme along with requisite documents before the Stock Exchanges. Each of the Stock Exchanges have given their observation letters dated 21.01.2026 and 22.01.2026 respectively in respect of the Scheme. Copy of observation letters of the Stock Exchanges are marked and annexed as Annexure A 3 & A 4 respectively.

7. The Applicant has filed the Audited Financial Statements as on date 31.03.2025 and Unaudited Financial Statements as on 30.09.2025. The summary of the financial position of the Applicant as on 31.03.2025, as per the financial statements is provided below:

Particulars	Amount in INR Crores
Net worth	1,604.56
Turnover(Gross Sales)	637.30
Financial Assets	2602.30
Non-Financial Assets	163.78
Financial Liabilities	1096.84
Non-Financial Liabilities	58.10



(The Financial Statements of the Applicant are annexed as *Annexure A5 and A6* of the Application typeset)

8. The Board of Directors of the Applicant, vide meeting held on **22.09.2025** have approved the proposed Scheme as contemplated above and the resolution passed thereon has been placed on record by the Applicant. (The Board Resolution passed by the Applicant is annexed and marked as *Annexure A7* of the Application typeset)

9. The rationale and objective of the Scheme as reflected in Clause C of the Scheme is extracted as under,

RATIONALE FOR THE SCHEME

The proposed Scheme of Arrangement will be beneficial to the Applicant Company, their respective shareholders and creditors, and would inter alia have the following benefits:

(i) The Applicant Company has accumulated substantial surplus reserves from its retained profits over the years. The surplus reserves are in excess of the Company's current and foreseeable future business requirements.

(ii) Further, upon taking into consideration the Applicant's Company's foreseeable free cash inflows and availability of existing surplus reserves being more than what is required to fund the Applicant Company's future plans, the Company considers that these excess funds can be put to optimal use by rewarding its shareholders.

(iii) Accordingly, the Applicant Company has proposed to distribute the surplus funds to its shareholders by issuing fully paid-up Preference Shares by way of bonus in terms of this Scheme.

(iv) The Preference Shares will be listed on the Stock Exchanges, providing shareholders with a near-cash (traded, encashable) instrument and providing the Applicant Company increased flexibility in managing its liquidity until redemption



(v) In view of the abovementioned reasons, the Applicant Company considers it prudent to optimally utilize its surplus reserves by distributing a considerable portion of the same to its equity shareholders. For the purpose of maintaining high level of corporate governance and transparency, the Applicant Company proposes issuance of Preference Shares by way of bonus to its equity shareholders under Sections 230 to 232 of the Act which will be subject to necessary statutory, regulatory and corporate approvals.

The proposed Scheme is in the interest of the shareholders of the Applicant Company, and it is not detrimental to the interest of other stakeholders.

10. The steps involved in the scheme as provided in the Synopsis are extracted as under,

The Scheme provides for the issuance of Non-convertible Redeemable Preference Shares by way of bonus to the Equity Shareholders of the Applicant Company by utilizing the general reserves/retained earnings of the Applicant Company as provided in Clause 4 of Part II of the Scheme

11. As per Part 1, Clause 1.1, the Appointed Date means the effective date. Effective date as provided in the Scheme shall be, the date on which last of the conditions specified in Clause 11 of the Scheme are complied with or waived, as applicable.

12. Clause 11 of the Scheme providing conditions precedent is extracted below:

11.CONDITIONS PRECEDENT

11.1. Unless otherwise decided (or waived), the Scheme is conditional upon and subject to the following conditions precedent:



11.1.1 obtaining no-objection letter from the Stock Exchanges in relation to the Scheme under Regulation 37 and 59A of the SEBI LODR Regulations;

11.1.2 the Company complying with other provisions of the SEBI Circular, including seeking approval of the shareholders, holders of NCDs of the Company and such other classes Of persons Of the Company through e-voting, as applicable;

11.1.3 the sanction and order of the Tribunal, under Sections 230 to 232 of the Act being obtained by the Company; and

11.1.4 certified/ authenticated copies of the orders of the Tribunal, sanctioning the Scheme, being filed with the ROC.

13. As per Part II Clause 4, the Company shall issue and allot, by way of bonus 46 preference shares of face value of INR 10 each fully paid up to each equity shareholder of the Company holding every 1 equity share of INR 5 each fully paid up, whose name is recorded in the register of members of the Company and/or the records of the depository(ies) as equity shareholder of the Company on the Record Date, by utilizing its general reserves/retained earnings.

14. The Statutory Auditors of the Applicant have examined the Scheme in terms of provisions of Sec. 230(7) of Companies Act, 2013 and the Rules made thereunder and certified that the Accounting Standard is in compliance with Section 133 of the Companies Act, 2013. The Certificate of the Statutory Auditors in this regard is placed at “*Annexure A14*” of the typed set of Documents filed along with the application.



15. Taking into consideration the application filed by the Applicant and the documents filed therewith as well as the position of law, this Tribunal issues the following directions: -

I. EQUITY SHAREHOLDERS

(i) There are **30612 (Thirty Thousand Six Hundred and Twelve)** Equity Shareholders. The List of Shareholders of the Applicant Company is annexed as Annexure **A9** of the typed set filed with the application.

(ii) Since the Applicant Company has sought for directions for the meeting of the Equity Shareholders, this Tribunal orders convening, holding and conducting the meeting. Meeting of the Equity Shareholders of the Applicant Company is directed to be held on 24.04.2026 at 11.00 AM at the registered office of the Applicant Company or through video conferencing or if not convenient, at any other suitable place for which prior approval shall be sought from this Tribunal within a period of 7 days from the date of this order and prior to the issue of notices.

II. SECURED CREDITORS

(i) There are **NIL** Secured Creditors in the Applicant Company. The Chartered Accountant Certificate certifying the Nil Secured Creditors as on 20.09.25025 and 10.01.2026 is placed as **Annexure A10 and 10B** of the typed set filed with the application. Since it is represented by the Applicant Company that there are **NIL** Secured



Creditors, the necessity of convening, holding and conducting the meeting *does not arise*.

III. UNSECURED CREDITORS

(i) As on 10.01.2026, there are 2(two) Unsecured Creditors and the Certificate issued by the Chartered Accountant certifying the list of Unsecured Creditors is placed as *Annexure A -11B* of the typed set filed with the application.

The Consent Affidavits of Two Unsecured Creditors amounting to 100% of total credit value of Applicant Company are placed at **Annexure A-11C**. The Applicant Company has sought for dispensing with the meeting.

ii) Since, the Consent Affidavits of Unsecured Creditors amounting to 100% of credit value are obtained and placed on record, the necessity for convening, holding and conducting the meeting is **dispensed with**.

IV. DEBENTURE HOLDERS

(i) There are 11 (**Eleven**) Debentures Holders holding debentures through 2(two) Debenture Trustees as on 10.01.2026 and the Certificate issued by the Chartered Accountant certifying the list of Debenture Holders is placed as *Annexure A -12A* of the typed set filed with the application.

ii) The Consent Affidavits of all the debenture holders amounting to 100% of total debenture value of Applicant Company is placed at



Annexure – 12C. The Applicant Company has sought for dispensing with the meeting.

iii) Since, the Consent Affidavits of Debenture Holders amounting to 100% of Credit Value are obtained and placed on record, the necessity for convening, holding and conducting the meeting is **dispensed with.**

16. The quorum for the meeting of the Applicant Company shall be as follows;

S.No	Class	Quorum	Date and Time of the Meeting
1	Equity Shareholders	30	24.04.2026, at 11.00AM

- i) The Chairperson appointed for the meeting of Applicant Company shall be **Deepika Kumari (Mob: 70428 40681)** The Fee of the Chairperson for the aforesaid meeting shall be **Rs. 1,00,000/- (Rupees One Lakhs)** in addition to meeting her incidental expenses. The Chairperson(s) will file the reports of the meeting within three days from the date of holding of the above said meetings.
- ii) **Sriram V Ananth (Mob: 80562 79887)** is appointed as a Scrutinizer and would be entitled to a fee of **Rs. 50,000 (Rupees Fifty Thousand)** for services in addition to meeting incidental expenses.



- iii) In case the quorum as noted above, for the above meeting of the Applicant is not present at the meeting, then the meeting shall be adjourned by half an hour, and thereafter the person(s) present and voting shall be deemed to constitute the quorum. For the purpose of computing the quorum the valid proxies shall also be considered, if the proxy in the prescribed form, duly signed by the person entitled to attend and vote at the meeting, is filed with the registered office of the applicant companies at least 48 hours before the meeting. The Chairperson appointed herein along with Scrutinizer shall ensure that the proxy registers are properly maintained. However, every endeavour should be made by the applicant companies to attain at least the quorum fixed, if not more in relation to approval of the scheme.
- iv) The meeting shall be conducted as per applicable procedure prescribed under the MCA Circular MCA General Circular Nos. (i) 20/2020 dated 5th May, 2020 (AGM Circular), (ii) 14/2020, dated 08.04.2020 (EGM Circular-I) and (iii) 17/2020 dated 13.04.2020 (EGM Circular-II);
- v) That individual notices of the above said meeting shall be sent by the Applicant through registered post or speed post or through courier or e-mail, 30 days in advance before the scheduled date of the meeting, indicating the day, date, the place and the time as aforesaid, together with a copy of Scheme, copy of explanatory statement, required to be sent under the Companies Act, 2013 and the prescribed form of proxy shall also be sent along and in addition to the above any other documents as may be prescribed under the Act or rules may also be duly sent with the notice.
- vi) That the Applicant shall publish advertisement with a gap of atleast 30 clear days before the aforesaid meetings, indicating



the day, date and the place and time as aforesaid, to be published in the English Daily "*Business Standard*" (*All India Edition*) and "*Dina Malar*" *Tamil (Tamil Nadu Edition)* in Vernacular, stating the copies of Scheme, the Explanatory Statement required to be furnished pursuant to Section 230 of the Companies Act, 2013 and the form of proxy shall be provided free of charge at the registered office of the respective Applicant Companies.

- vii) The Chairperson shall as afore stated be responsible to report the result of the meeting within a period of 3 days of the conclusion of the meeting with details of voting on the proposed scheme.
- viii) The companies shall individually send notice to concerned Regional Director, MCA, Registrar of Companies Coimbatore, Reserve Bank of India (RBI) and the Income Tax Authorities as well as other Sectoral regulators who may have significant bearing on the operation of the applicant companies or the Scheme *per se* along with copy of required documents and disclosures required under the provisions of Companies Act, 2013 read with Companies (Compromises, Arrangements, Amalgamations) Rules, 2016.
- ix) The Applicant shall further furnish copy of the Scheme free of charge within 1 day of any requisition for the Scheme made by every creditor or member of the applicant companies entitled to attend the meetings as aforesaid.
- x) The Authorized Representative of the Applicant shall furnish an affidavit of service of notice of meetings and publication of advertisement and compliance of all directions contained herein at least a week before the proposed meetings.



- xi) All the aforesaid directions are to be complied with strictly in accordance with the applicable law including forms and formats contained in the Companies (Compromises, Arrangements, Amalgamations) Rules, 2016 as well as the provisions of the Companies Act, 2013 by the Applicants.

17. This Tribunal observes that the Applicant is involved in investments in the group companies. The applicant while filing second motion application is directed to provide as to whether the Applicant has been registered with the RBI and if so, whether relevant approvals have been taken in regards to the Scheme.

18. Accordingly, the Application stands **disposed of**.

-Sd-
VENKATARAMAN SUBRAMANIAN
MEMBER (TECHNICAL)

-Sd-
SANJIV JAIN
MEMBER(JUDICIAL)