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

TVS Holdings Limited

[Formerly known as Sundaram-Clayton Limited]

27th August 2026

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

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

Dear Sir/Madam,

Sub: Disclosure under Regulations 30, 42 and 51(1) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") in relation to the Scheme of Arrangement between TVS Holdings Limited and its shareholders under Sections 230 to 232 and other applicable provisions of the Companies Act, 2013 ("Scheme")

Ref: Our letter dated 19th August 2026

Further to our letter dated 19th August 2026 on the captioned matter, we hereby inform you that the TVS Holdings Limited ("**Company**") is in receipt of the certified copy of the Order dated 18th August 2026 passed by the Hon'ble National Company Law Tribunal, Chennai Bench ("**Tribunal**"), sanctioning the Scheme.

The certified copy of the Hon'ble Tribunal's order along with the certified copy of the Scheme received on 27th August 2026 is enclosed herewith and also uploaded on the Company's website.

The Company shall take further steps as required to give effect to the Scheme.

This is for your information and records.

Thanking you,

Yours faithfully,
For **TVS HOLDINGS LIMITED**

R Raja Prakash
Digitally signed by R Raja Prakash
Date: 2026.08.27 15:02:12 +05'30'

R Raja Prakash
Company Secretary

Encl: a/a

IN THE NATIONAL COMPANY LAW TRIBUNAL
DIVISION BENCH–I, CHENNAI

ATTENDANCE CUM ORDER SHEET OF THE HEARING
HELD ON **18.08.2026** THROUGH VIDEO CONFERENCING

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

APPLICATION NUMBER	: CA(CAA)/15(CHE)/2026
PETITION NUMBER	: CP(CAA)/34(CHE)/2026
NAME OF THE PETITIONER(S)	: TVS Holdings Ltd
NAME OF THE RESPONDENT(S)	:
UNDER SECTION	: Sec 230-232 of CA, 2013

ORDER

Present: Shri. Ashwin Raman, Ld. Counsel for the Petitioner.

Vide separate order pronounced in the Open Court, scheme is approved.

File be consigned to records.

Sd/-
[VENKATARAMAN SUBRAMANIAM]
MEMBER (TECHNICAL)

Sd/-
[SANJIV JAIN]
MEMBER (JUDICIAL)

VS

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

CP(CAA)/34(CHE)2026 in CA(CAA)/15/CHE/2026

Under Sections 230 to 232 of the Companies Act, 2013
In the matter of *Scheme of Arrangement*

TVS HOLDINGS LIMITED,
CIN: L64200TN1962PLC004792,
Having its Registered Office at,"Chaitanya",
No. 12, Khader Nawaz Khan Road, Nungambakkam,
Chennai 600 006, Tamil Nadu, India

… Petitioner Company

And

Their Respective shareholders

Order Pronounced on ***18th August, 2026***

CORAM

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

For Petitioner : P.H Aravind Pandian, Ld. Senior Cousnel
Mr. Pawan Jhabakh, Advocate
For Income Tax Department : Mr. Raj Jhabakh, Advocate
For Reginal Director : Mr. Avinash Krishnan Ravi, Advocate

ORDER

(Heard through –Hybrid mode-)

1. This Company Petition has been filed by **TVS Holdings Limited** (hereinafter referred as Petitioner Company), and its Shareholders under Sections 230-232 of the Companies Act, 2013, and other applicable

National Company Law Tribunal
Chennai Bench
Application No.: CCR/NCLT/2026/34/00448
Date of Application: 2026-08-24
No. of Pages: 22
Valid with Facing Sheet Only.:

provisions of the Companies Act, 2013 read Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 (for brevity 'the Rules') for approval of the Scheme of Arrangement (hereinafter referred to as the 'SCHEME') proposed between the Petitioner Company herein with its Shareholders. The Scheme is appended as "Annexure – 1" at Page Nos. 18-31 of the Petition.

2. 1ST MOTION APPLICATION – IN BRIEF

2.1. The Petitioner Company had filed First Motion Application vide CA(CAA)/15/CHE/2026 seeking directions as follows:

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

2.2. Based on such application moved under Sections 230-232 of the Companies Acct, 2013, directions were issued by this Tribunal, vide order dated 18.03.2026. Meeting of the Secured creditors of the Company was dispensed with. Directions for convening the meeting of equity shareholders and Unsecured Creditors of the Petitioner Company were issued.

2.3. The Report of the Chairperson dated 24.04.2026 was filed before this Tribunal on 24.04.2026. As per the Report, 272 out of 273 equity shareholder who attended the meeting constituting 99% voted in favour of the Scheme.

2.4. Subsequently, the second motion petition was filed before this Tribunal on 28.04.2026 for sanction of the Scheme of Arrangement.

3. <u>RATIONALE OF THE SCHEME</u>

3.1. The rationale of the Scheme as provided in Clause C of the Scheme is extracted as under:

> i. *The 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 Company's foreseeable free cash inflows and availability of existing surplus reserves being more than what is required to fund the Company's future plans, the Company considers that these excess funds can be put to optimal use by rewarding its shareholders.*
>
> iii. *Accordingly, the 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 Company increased flexibility in managing its liquidity until redemption.*
>
> v. *In view of the abovementioned reasons, the 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 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 Company and it is not detrimental to the interest of other stakeholders."

4. STEPS INVOLVED IN THE SCHEME

4.1. **Clause 1.1 of Part I** of the scheme provides "Appointed Date" means the Effective Date of this scheme.

4.2. Further, "Effective Date" means the date on which last conditions specified in *Clause 11 (Conditions Precedent) of this Scheme are complied with or waived, as applicable. All the references in the Scheme to the date of "coming into effect of this Scheme" or "effectiveness of this Scheme" or "Scheme taking effect" shall mean the Effective*. For the purpose of understanding, Effective date, Clause 11 of the Scheme is extracted hereunder,

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.

11.2 It is hereby clarified that submission of this Scheme to the Tribunal and to the Appropriate Authorities for their respective approvals is without prejudice to all rights, interests, titles or defences that the Company may have under or pursuant to all Applicable Law(s).

11.3 On the approval of this Scheme by the shareholders and such other classes of Persons of the Company, if any, the shareholders and classes of Persons shall also be deemed to have resolved and accorded all relevant consents under the Act or otherwise to the same extent applicable in relation to the bonus set out in this Scheme, related matters and this Scheme itself.

4.3. "**Record Date**" means *such date as may be fixed by the Board after Effective Date to determine the shareholders of the Company, who shall be entitled to receive the preference Shares, pursuant to this Scheme.*

4.4. **Clause 4.1** of the Scheme provides for the issuance, by way of bonus, 46 preference shares 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.

4.5. For this purpose, **Clause 1.1.** defines preference share as *6% cumulative non-convertible redeemable preference shares of INR 10 each of the*

Company to be issued by way of bonus by the Company to its equity shareholders as on Record Date, pursuant to this Scheme, the principal terms and conditions for which have been set out in Schedule 1 to this Scheme.

4.6. **Schedule I** of the Scheme is extracted hereunder for reference,

SCHEDULE 1

PRINCIPAL TERMS AND CONDITIONS FOR ISSUE OF PREFERENCE SHARES

Issuer	TVS Holdings Limited/ Company
Type of instrument	Cumulative Non-Convertible Redeemable Preference Shares
Face value	INR 10 (ten)
Coupon Rate	6% per annum
Tenure	The Preference Shares 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 Preference Shares at any time after the expiry of twelve (12) months from the date of allotment.
Redemption	The Company shall redeem Preference Shares at INR 10 of nominal value
Credit Rating	To be obtained from a credit rating agency after Effective Date
Market Lot	One Preference Share or as required by Stock Exchanges
Listing	To be listed on the Stock Exchanges on which the equity shares of the Company are listed
Taxation	The allotment, dividend, redemption amount of Preference Shares issued by way of bonus, are subject to Taxes including any withholding / deduction as may be applicable in accordance with provisions of Income Tax Act as amended from time to time
Lock in Period	There is no lock in for the Preference Shares

4.7. In terms of **Clause 4.9,** the Company shall apply for listing of Preference Shares on the Stock Exchanges in terms of and in compliance of SEBI Circulars and other relevant provisions as may be applicable. The

Preference Shares, issued pursuant to this Scheme, shall remain frozen in the depository system till listing/trading permission is given by the designated Stock Exchange. Further, there shall be no change in the shareholding pattern or control in the Company between the Record Date and the listing which may affect the status of approval of the Stock Exchanges.

4.8. Subject to receipt of the requisite approvals, if any, the Preference Shares shall be issued within a period of **30 (thirty) days from the Record Date** to the shareholders of the Company eligible to receive the Preference Shares, as provided in **Clause 4.11** of the Scheme.

4.8.1. **Clause 7** of the Scheme provides that in terms of Regulation 6 of the Foreign Exchange Management (Debt Instruments) Regulations, 2019 ("FEMA Debt Regulations"), the Petitioner Company is permitted to issue non-convertible redeemable preference shares to non-resident shareholders including by way of distribution as bonus from its general reserves under a scheme of arrangement approved by the Tribunal. The allotment of the Preference Shares by way of bonus to the shareholders of the Company in terms of this Scheme shall be made in accordance with the provisions of FEMA Debt Regulations and hence, the Company is not required to procure a specific approval from the RBI in regard to allotment of Preference Shares by way of bonus to non-resident shareholders of the Company.

5. In the second motion Petition filed by the Petitioner Companies, this Tribunal vide order dated 06.05.2026 directed the Petitioner Company to issue notice under Section 230 (3) in Form CAA-3, to the Statutory/ Regulatory Authorities viz. (i) Regional Director (Southern Region), Chennai (ii) ROC, Chennai, (iii) Jurisdictional Income Tax Office, and other sectoral regulators, who may govern the working of the respective companies, as well as for paper publication to be made in "**The Indian Express**" **(English)** and "**Daily Thanthi**" **(Tamil)**.

6. In compliance to the said directions issued by this Tribunal, the Petitioner Company filed an affidavit of service dated 19.05.2026. A perusal of the same discloses that Tribunal, the Petitioner Company effected paper publications in ***"Indian Express"*** in English (All India Edition) and ***"Dina Thanthi"*** in Tamil (Tamil Nadu Edition) on 17.05.2026. It is also seen that notices have been also served to

S.No	Statutory authorities	Date of Notice
1.	Regional Director, Southern Region, Chennai	14.05.2026
2.	Registrar of Companies, Chennai	14.05.2026
3.	Income Tax Department	14.05.2026
4.	Official Liquidator	14.05.2026
5.	SEBI, BSE, NSE	14.05.2026

7. STATUTORY AUTHORITIES

7.1. Pursuant to the service of notice of the petition, the following statutory authorities have responded as below.

7.2. REGIONAL DIRECTOR

7.2.1. On issuance of notice, the Regional Director, *(hereinafter referred to as 'RD')* Southern Region, Chennai has filed the report dated 24.06.2026

7.2.2. It is submitted by the RD that the petition may be disposed of on merits after considering the submissions made in para 4, 5, 9 and 10. The Petitioners have filed response to the observations raised in the RD Report dated 14.07.2026.

7.2.3. The observations raised by the RD and the response to the report of the RD are considered by this Tribunal as hereunder,

S.No.	Report of the RD	Response to the Report of the RD	Observations of this Tribunal
4	Section 232(6) of the Companies Act, 2013 provides that the Scheme under this section shall clearly indicate an appointed date from which it shall be effective, and the scheme shall be deemed to be effective from such date and not at a date subsequent to the appointed date. The proposed scheme does not carry any specific date as appointed date, which is not in accordance with Section 232(6) of the Companies Act, 2013. Hence, Petitioner Company may clarify the same.	It is stated that the Appointed Date as the Effective Date is in accordance with the Ministry of Corporate Affairs General Circular No.9 of 2019 dated 21.08.2019. Paragraph 6 (a) and 6 (d) of the General Circular provides that the Appointed Date may be an event linked date. Hence, the Appointed Date in the present case is linked to the Effective Date (i.e.,) the date or last of the dates on which the Scheme of Arrangement is sanctioned by this Tribunal and filed with the Registrar of Companies.	Para 6(a) of the General Circular No. 9/2019 provides that 'Appointed Date' under Section 232(6) may be even based, such as fulfilment of pre-conditions agreed upon by the parties, provided that the event is indicated in the Scheme. **Hence, such event-based appointed date, as envisaged under the Scheme, is found to be statutory compliant and permissible.** Para 6(d) provides that if the event-based date being a date subsequent to the date of filing the order with the Registrar under section 232(5), the company shall file an intimation of the same with the Registrar within 30 days of such scheme coming into force. **The Petitioner is directed to comply with the same.**

5	Section 63(3) of the Companies Act, 2013 provides that the bonus shares shall not be issued in lieu of dividend. Since, the Petitioner Company shall issue preference shares by way of bonus to its equity shareholders, the bonus shares issue shall not be in lieu of dividend.	The Petitioner Company is proposing to distribute the accumulated substantial surplus reserves from its retained profits over the years to its shareholders by issuing fully paid-up Preference Shares by way of bonus. The Petitioner Company has already declared an interim dividend of Rs. 86 per equity share for the FY 2025-26, thereby continuing to provide cash returns to its shareholders. The Petitioner Company does not propose to issue the subject Preference shares in lieu of any dividend.	In view of the declaration of dividend of Rs. 86 per equity share for the FY 2025-26, and the terms of the Scheme hereunder, we are of the opinion that the issue of bonus preference shares under the Scheme is not done in lieu of issuance of dividend and is accordingly, in compliance with Section 63(3) of the Companies Act, 2013.
9	The petitioner company being listed entity shall ensure compliance of Section 55 of the Act read with Rule 9 of the Companies (Share Capital and Debentures) Rules, 2014 and SEBI (Listing Obligations and	It is stated that the subject issuance of Bonus Preference shares by the Petitioner Company is in full compliance with the provisions of Section 55 of the Companies Act, 2013. Further, compliance with the provisions of Rule 9 of the	It is seen that Clause 7 of the Articles of Association of the Company authorises the Company to issue preference share capital. Since the issuance of preference shares is carried out under the Scheme of Arrangement proposed under

	Disclosure Requirements) Regulations, 2013 and SEBI (Issue and Listing of Nonconvertible Redeemable Preference Shares) Regulations, 2013. Further, the petitioner company may be directed to submit 'No Objection Certificate' from SEBI.	Companies (Share Capital and Debentures) Rules, 2014 does not apply to the instant case since the issuance of the Bonus shares is undertaken through a Scheme of Arrangement under Sections 230 to 232 of the Companies Act, 2013 and the approval of the Tribunal shall be adequate for the said issuance of the Preference Shares. The Petitioner Company has obtained a No Objection Certificate from SEBI through the stock exchanges viz BSE and NSE on 21.01.2026 and 22.01.2026 which is enclosed as *Annexure 2* to this affidavit.	Section 230 of the Companies Act, 2013, separate procedure for issuance of preference shares prescribed under Rule 9(1) of the (Share Capital and Debentures) Rules, 2014, need not be followed. However, the Petitioner Company shall ensure that any consequent alteration to the register of members shall be carried out under section 88 of the Companies Act, 2013.

10	This Tribunal may direct the petitioner company to submit declaration/ undertaking on the following points: i. That the Company shall ensure compliance of Section 63(3) of the Companies Act,2013 as stated in para no.5 above. ii. That the company shall file all necessary forms for increase in capital and in compliance with the applicable provisions of the Companies Act, 2013. iii. That the Company shall be directed to produce sufficient proof for having complied with the observation made by NSE and BSE vide their letters dated 21.01.2026 and 22.01.2026 respectively	In response to point 10 (i), the Petitioner Company has declared that the proposed issuance of bonus shares is not issued in lieu of dividend as confirmed in Point 6 of this Affidavit. With respect to point 10 (ii), the Petitioner Company has confirmed that the existing authorized capital of the Petitioner Company is sufficient to cover the increased capital base upon the sanction of the scheme for the issuance of bonus Preference shares. With respect to point 10 (iii), the necessary provisions suggested by the by NSE and BSE vide their letters dated 21.01.2026 and 22.01.2026 respectively have duly been incorporated in the Scheme and the same have been filed with this Tribunal.	The issue of compliance with observations of BSE, NSE and SEBI regulations are dealt with in para 7.4 of this order. In view of the undertakings given by the Petitioner, the observations of the RD stand addressed.

7.3. DEPARTMENT OF INCOME TAX

7.3.1. The Income Tax Department to whom the notice was served has filed its report on 02.06.2026 and has submitted its 'Observations'. It is stated that the Department does not have any objection for the proposed scheme for issuance of preference share by the company to its shareholders. However, at the time of redemption, there will be pay outs to the shareholders from the accumulated profit which is taxable as deemed dividend in the hands of the shareholders u/s. 2(40) of the Income Tax Act, 2025. Accordingly, the Assessee Company is required to deduct tax at sources as per law.

Observation of this Tribunal:

7.3.2. The Petitioner Company is directed to deduct tax at sources in the manner applicable as per law.

7.4. BSE/ NSE/ SEBI

7.4.1. The Bombay Stock Exchange (BSE) and the National Stock Exchange (NSE) to whom the draft scheme of arrangement was sent by the Petitioner Company, have submitted their observations vide their letters dated 22.01.2026 and 21.01.2026. The BSE has conveyed its no adverse observations with limited reference to the matters having a bearing on the listing / de-listing / continuous listing requirements within the provisions of Listing Agreement to enable the company to file the scheme with the Tribunal, inter alia their comments. Similarly, NSE vide its letter dated 21.01.2026 has furnished its comments, besides conveying its "No objection" to enable the company to file the draft scheme with the Tribunal. However, no specific response has been submitted by the BSE and NSE in response to the notice issued by the petitioner in pursuance to the order of this Tribunal. In the absence of any specific objections by the BSE and NSE, this Tribunal presumes that they have nothing to say in the matter.

7.4.2. The Petitioner, in the Affidavit in response to the RD Report has submitted the point-wise compliance with the observations of the BSE and NSE. It is seen that the Petitioner has complied with all the observations raised by NSE/ BSE.

7.4.3. Be that as it may, the Petitioner is directed to comply with SEBI Regulations, as applicable.

8. VALUATION REPORT

8.1. The Petitioner Company has filed Valuation Report obtained from two BANSI S MEHTA VALUERS LLP, Registered Valuer. The valuation report dated is placed as ***Annexure 8*** of the Petition typeset. The Approach and Methodology Valuation Analysis of the Independent valuers is extracted hereunder for reference.

2.6 Accordingly, TVSH would issue 93.06 crores Bonus RPS redeemable at INR 10 per share.

2.7 In this regard, we have been called upon by the Management of TVSH, vide Engagement Letter dated 19th September 2025, to provide our opinion with respect to the Scheme of Arrangement in terms of Master Circular dated July 11, 2025, on Non-convertible Securities, Securitized Debt Instruments and/ or Commercial Paper. Accordingly, this report sets out the findings of our exercise. We have considered the Report Date of September 22, 2025.

4. **Consideration of Factors**

4.1. As mentioned earlier, pursuant to the Scheme, Bonus RPS would be issued to the shareholders of TVSH as on the Record date as specified in the Scheme. The ratio proposed for the issue of Bonus RPS is 46:1, i.e. 46 Bonus RPS shall be allotted for each equity share held in TVSH. Thus, only the shareholders of TVSH would be allotted Bonus RPS. Thus, there would be no change in shareholding of TVSH.

4.2. From the foregoing, it is evident that Bonus RPS would be issued to all the shareholders of TVSH on the Record Date. Accordingly, the question or aspect of adjusting the equities between two or more disparate groups of shareholders is not relevant in this case due to no impact on the shareholding of TVSH.

This report should be read with the limitations detailed herein under 5

BANSI S.MEHTA VALUERS LLP

4.3. Further, the Management believes that the company will generate strong free cash flow from redemption of instruments held by it. Thus, the company believes the cash flow will be in excess of its cash requirements in the near future.

4.4. Insofar as the NCD Holders of TVSH are concerned, it may be noted that the Bonus RPS proposed to be issued would rank subservient to the NCDs in the priority of claims. Existing NCD holders of TVSH would continue to hold the same NCDs without any change in the terms. The RPS would be redeemed out of the cash flows from redemption of the instruments held by it.

4.5. It may be noted that the ICAI had issued IVS on June 10, 2018 effective for all the valuation reports issued on or after July 1, 2018. IVS are mandatory for all valuations done under the Companies Act, 2013 by registered valuers who are members of the ICAI Registered Valuer Organisation, and recommendatory for valuation carried out under other statutes/ requirements. However, as the current exercise does not entail valuation, the question of following IVS does not arise.

8.2. The Petitioner Company has filed fairness opinion obtained from an independent merchant banker, which is extracted here below:

Our Recommendation:

As stated in the Valuation Report by Bansi S. Mehta Valuers LLP, they have opined the following:

"5.1 **Based on the foregoing, in our opinion, the issuance of Bonus RPS to the equity shareholders of TVSH would have no impact on its NCD holders.**

The aforesaid scheme shall be pursuant to the Draft Scheme of Arrangement and shall be subject to applicable law, as may be applicable and other statutory approvals as may be required. The detailed terms and conditions of the scheme are more fully set forth in the Draft Scheme of Arrangement. PL has issued the Fairness Opinion with the understanding that Draft Scheme of Arrangement shall not be materially altered and the parties hereto agree that the Fairness Opinion would not stand good in case the final Scheme of Arrangement alters the transaction.

PL Capital Markets Private Limited

Page 2 of 4

Based on the information, data made available to us, including the Valuation Report, to the best of our knowledge and belief, the issue of 6% Cumulative Non-convertible Redeemable Preference Shares to its equity shareholders by way of bonus in the ratio of 46:1, would have no impact on its Non-convertible Debenture holders as opined by Bansi S. Mehta Valuers LLP in relation to the proposed Draft Scheme of Arrangement is Fair to the Non-convertible Debenture holders in our opinion.

9. ACCOUNTING TREATMENT

9.1. The Petitioner Company has stated that the Statutory Auditors of the Petitioner Company have examined the Scheme and certified that the accounting treatment specified in the Scheme is in accordance with the accounting principles laid down under Section 133 of the Companies Act, 2013 read with rules made thereunder and other Generally Accepted Accounting Principles in India. The Certificate issued by the Statutory Auditor certifying the Accounting Treatment of the Petitioner Company is placed at ***Annexure A 14*** of the typed set filed along with this petition.

10. OBSERVATIONS OF THIS TRIBUNAL

10.1. In the instant case, the equity shares of the Petitioner Company are listed on the BSE Limited and National Stock Exchange of India Limited. The Petitioner has submitted the said Scheme with BSE Limited and National Stock Exchange of India Limited for their "no objection(s)" in compliance with Regulation 37 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and under SEBI Master Circular No. SEBI/ HO/ CFD/ DIL1/ CIR/ P/ 2021/ 0000000665 dated 23rd November 2021. The Petitioner has received observation letters dated 21st January 2026 from National Stock Exchange of India Limited and 22nd January 2026 from Bombay Stock Exchange Limited.

10.2. During the hearing on 29.07.2026, the RD and the Income Tax Department have submitted that they have no objection to the Scheme.

10.3. It is noted that, this Tribunal in CP(CAA)/29(CHE)/2025 dated 31.07.2025 has passed an order with similar factual background, wherein, the preference shares were issued by way of bonus to the equity shareholders by utilizing its general reserves.

10.4. After analysing the Scheme in detail, this Tribunal is of the view that the scheme as contemplated by the Petitioner Company seems to be prima facie beneficial to the shareholders and will not be in any way detrimental to the interest of the shareholders of the Company. In the absence of any other objections having been placed on record

before this Tribunal and since all the requisite statutory compliances having been fulfilled except some statutory formalities as observed by the Regional Director for which the Petitioner company has given undertaking by way of affidavit, this Tribunal sanctions the Scheme of Arrangement appended as *"Annexure A 1"* with the Company Petition as well as the prayer made therein.

10.5. Notwithstanding the above, if there is any deficiency found or, violation committed qua any enactment, statutory rule or regulation, the sanction granted by this Tribunal will not come in the way of action being taken, albeit, in accordance with law, against the concerned persons, directors and officials of the Petitioners.

10.6. While approving the Scheme as above, it is clarified that this order should not be construed as an order in any way granting exemption from payment of stamp duty, taxes or any other charges, if any, payment is due or required in accordance with law or in respect to any permission/compliance with any other requirement which may be specifically required under any law.

11. THIS TRIBUNAL DO FURTHER ORDER:

(i) The Petitioner 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.

(iii)The Appointed date means the Effective Date which means the scheme in its present form or with any modification(s) and amendment(s) made under Clause 11 of the scheme duly approved or imposed or directed by the Tribunal.

(iv) The Petitioner Company shall file the revised Memorandum and Articles of Association with the Registrar of Companies and further make the requisite payments of the differential fee (if any) for the enhancement of Authorized Capital of the Petitioner Company.

(v) The Scheme of Arrangement is approved subject to the directions given. All Authorities concerned to act on production of certified copy of this order.

(vi) The Petitioner Company shall within thirty days of the date of receipt of this order cause a certified copy of this order to be delivered to the Registrar of Companies for compliance and related action as per the provisions of law.

(vii) The Petitioner Company shall within thirty days of the date of receipt of this order cause a certified copy of this order to be delivered to the Reserve Bank of India, in view of the Company being registered as a Core Investment Company (CIC), with the RBI.

(viii) Any person interested shall be at liberty to apply to the Tribunal in the above matter for any directions that may be necessary.

12. The Scheme is approved subject to the directions issued above.

13. Accordingly, the Company Petition No. CP(CAA)/34(CHE)/2026 stands allowed on the aforementioned terms

14. File be consigned to records.

-Sd-	**-Sd-**
VENKATARAMAN SUBRAMANIAM	**SANJIV JAIN**
MEMBER (TECHNICAL)	MEMBER (JUDICIAL)

SCHEME OF ARRANGEMENT

BETWEEN

TVS HOLDINGS LIMITED

AND

ITS SHAREHOLDERS

UNDER SECTIONS 230 TO 232 AND OTHER APPLICABLE PROVISIONS OF THE COMPANIES ACT, 2013

For TVS HOLDINGS LIMITED

R Raja Prakash
Company Secretary

A. PREAMBLE

This Scheme (*as defined hereinafter*) is presented under Sections 230 to 232 and other applicable provisions of the Act (as defined hereinafter) and provides for the issuance of Preference Shares (*as defined hereinafter*) by way of bonus to the shareholders of TVS Holdings Limited ("**Company**") by utilising the general reserves/ retained earnings of the Company. The Scheme also provides for various other consequential matters or otherwise integrally connected herewith.

B. BACKGROUND AND DESCRIPTION OF THE COMPANY

The Company is incorporated under the provisions of the Companies Act, 1956 and has its corporate identity number L64200TN1962PLC004792. The registered office of the Company is situated at "Chaitanya", No. 12, Khader Nawaz Khan Road, Nungambakkam, Chennai 600 006, Tamil Nadu, India. The Company is registered as a Core Investment Company ("**CIC**") pursuant to the Certificate of Registration No N-07-00904 dated 14th March, 2024 issued by the Reserve Bank of India (*as defined hereinafter*) under Section 45-IA of the Reserve Bank of India Act, 1934 and Master Direction - Core Investment Companies (Reserve Bank) Directions 2016 as amended, to carry on the business of NBFC-CIC without accepting public deposits. The equity shares of the Company are listed on the Stock Exchanges (*as defined hereinafter*). The non-convertible debentures of the Company are listed on the National Stock Exchange of India Limited.

C. RATIONALE FOR THIS SCHEME

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

(iii) Accordingly, the 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 Company increased flexibility in managing its liquidity until redemption.

(v) In view of the abovementioned reasons, the 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 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.

For TVS HOLDINGS LIMITED

R Raja Prakash
Company Secretary

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

D. PARTS OF THIS SCHEME

This Scheme is divided into the following parts:

(i) **PART I** deals with the definitions, share capital and date of taking effect and implementation of this Scheme;

(ii) **PART II** deals with the issue of Preference Shares by way of bonus; and

(iii) **PART III** deals with the general terms and conditions that would be applicable to this Scheme.

PART I

DEFINITIONS AND SHARE CAPITAL

1. DEFINITIONS

1.1 In this Scheme, unless inconsistent with the subject or context thereof (a) capitalised terms defined by inclusion in quotations and/ or parenthesis have the meanings so ascribed; (b) all terms and words not defined in this Scheme shall have the meaning ascribed to them under the relevant Applicable Law (*as defined hereinafter*); and (c) the following expressions shall have the meanings ascribed hereunder:

"**Act**" means the Companies Act, 2013;

"**Appointed Date**" means the Effective Date of this Scheme;

"**Applicable Law**" means any applicable central, provincial, local or other law including all applicable provisions of all (a) constitutions, decrees, treaties, statutes, laws (including the common law), codes, notifications, rules, regulations, policies, guidelines, circulars, directions, directives, ordinances or orders of any Appropriate Authority, statutory authority, court, tribunal having jurisdiction over the Company; (b) Permits; and (c) orders, decisions, injunctions, judgments, awards and decrees of or agreements with any Appropriate Authority having jurisdiction over the Company as may be in force from time to time;

"**Appropriate Authority**" means:

(a) the government of any jurisdiction (including any central, state/, municipal or local government or any political or administrative subdivision thereof) and any department, ministry, agency, instrumentality, court, central bank, commission or other authority thereof;

(b) any public international organisation or supranational body and its institutions, departments, agencies and instrumentalities;

(c) any governmental, quasi-governmental or private body or agency lawfully exercising, or entitled to exercise, any administrative, executive, judicial, legislative, regulatory, licensing, competition, tax, importing or other governmental or quasi-governmental authority including (without limitation), SEBI, the Tribunal; and

(d) Stock Exchanges.

"**Board**" means board of directors of the Company and shall include a committee of directors and / or any person authorized by the board of directors or such committee of directors duly constituted and authorized for the purposes of matters pertaining to this Scheme and / or any consequential or incidental matter relating thereto;

"**Effective Date**" means the date on which last of the conditions specified in Clause 11 (Conditions Precedent) of this Scheme are complied with or waived, as applicable. All the references in the Scheme to the date of "**coming into effect of this Scheme**" or "**effectiveness of this Scheme**" or "**Scheme taking effect**" shall mean the Effective Date.

"**INR**" means Indian Rupee, the lawful currency of the Republic of India;

"**Income Tax Act**" means the Income-tax act, 1961 as may be amended or supplemented from time to time and shall include any statutory replacement or re-enactment thereof, read together with all applicable by-laws, rules, regulations, orders, ordinances, policies, directions, supplements issued thereunder;

"**Person**" means an individual, a partnership, a corporation, a limited liability partnership, a limited liability company, an association, a joint stock company, a trust, a joint venture, an unincorporated organization or an Appropriate Authority;

"**Preference Shares**" means 6% cumulative non-convertible redeemable preference shares of INR 10 each of the Company to be issued by way of bonus by the Company to its equity shareholders as on Record Date, pursuant to this Scheme, the principal terms and conditions for which have been set out in **Schedule 1** to this Scheme;

"**RBI**" means the Reserve Bank of India;

"**Record Date**" means such date as may be fixed by the Board after Effective Date to determine the shareholders of the Company, who shall be entitled to receive the Preference Shares, pursuant to this Scheme;

"**RoC**" means the Registrar of Companies having jurisdiction over the Company;

"**SEBI**" means the Securities and Exchange Board of India;

"**SEBI Circulars**" means the circulars issued by the SEBI pursuant to regulations 11, 37, 59A, 94 and 94A of the SEBI LODR Regulations;

"**SEBI LODR Regulations**" means SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015;

"**Scheme**" means this scheme of arrangement as modified from time to time;

"**Stock Exchanges**" means BSE Limited and the National Stock Exchange of India Limited, collectively;

"**Taxation**" or "**Tax**" or "**Taxes**" includes all forms of taxes and statutory, governmental, state, provincial, local governmental or municipal impositions, duties, contributions, taxes under the Income Tax Act and levies and whether levied by reference to income, profits, book profits, gains, net wealth, asset values, turnover, added value or otherwise and shall further include payments in respect of or on account of tax, whether by way of deduction or collection at source, advance tax, minimum alternate tax or otherwise or attributable directly or primarily to the Company or any other Person and all penalties, charges, costs and interest relating thereto; and

"**Tribunal**" means the Chennai bench of the National Company Law Tribunal.

1.2 In this Scheme, unless the context otherwise requires:

1.2.1 words denoting the singular shall include the plural and *vice versa*;

1.2.2 reference to any law or legislation shall include the rules and regulations thereunder and amendments thereto;

1.2.3 headings, sub-headings, titles, sub-titles to clauses, sub-clauses and paragraphs are for information and convenience only and shall be ignored in construing the same;

1.2.4 the words "include" and "including" are to be construed without limitation; and

1.2.5 the Schedules shall constitute an integral part of this Scheme.

2. SHARE CAPITAL

The share capital of the Company as on the date of approval of this Scheme by the Board is as follows:

Particulars	INR
Authorised share capital	
9,22,00,000 equity shares of INR 5 each	46,10,00,000
2,50,00,00,000 preference shares of INR 10 each	2500,00,00,000
Total	**2546,10,00,000**
Issued, subscribed and paid up capital	
2,02,32,104 equity shares of INR 5 each	10,11,60,520
Total	**10,11,60,520**

3. DATE OF TAKING EFFECT AND IMPLEMENTATION OF THIS SCHEME

This Scheme set out herein in its present form or with any modification(s) and amendment(s) made under Clause 10 of this Scheme duly approved or imposed or directed by the Tribunal shall be effective and operative from the Effective Date.

For TVS HOLDINGS LIMITED

R Raja Prakash
Company Secretary

PART II

ISSUE OF PREFERENCE SHARES BY WAY OF BONUS

4. ISSUE OF PREFERENCE SHARES BY WAY OF BONUS

4.1 Upon the effectiveness of this Scheme, 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.

4.2 The issue and allotment of Preference Shares, is an integral part hereof and shall be deemed to have been carried out under the orders passed by the Tribunal without requiring any further act on the part of the Company or its shareholders and as if the procedure laid down under the Act and such other Applicable Law(s) as may be applicable were duly complied with. It is clarified that the approval of the shareholders of the Company to this Scheme, shall be deemed to be their consent/ approval for the issue and allotment of Preference Shares.

4.3 Subject to the Applicable Law, the Preference Shares that are to be issued in terms of this Scheme shall be issued in dematerialised form. The register of members maintained by the Company and/ or other relevant records, whether in physical or electronic form, maintained by the Company, the relevant depository and registrar and transfer agent in terms of Applicable Law(s) shall (as deemed necessary by the Board of the Company) be updated to reflect the issue of Preference Shares in terms of this Scheme. The shareholders of the Company who hold equity shares in physical form, should provide the requisite details relating to his/ her/ its account with a depository participant or other confirmations as may be required, to the Company, prior to the Record Date to enable it to issue the Preference Shares.

However, if no such details have been provided to the Company by the equity shareholders holding equity shares in physical share certificates on or before the Record Date, the Company shall deal with the relevant Preference Shares in such manner as may be permissible under the Applicable Law, including by way of issuing the corresponding Preference Shares of the Company in dematerialised form to a trustee nominated by the Board of the Company ("**Trustee of the Company**") who shall hold these Preference Shares in trust for the benefit of such shareholder. The Preference Shares of the Company held by the Trustee of the Company for the benefit of the shareholder shall be transferred to the respective shareholder once such shareholder provides details of his/her/its demat account to the Trustee of the Company, along with such other documents as may be required by the Trustee of the Company. The respective shareholders shall have all the rights that of the preference shareholders, including the right to receive dividend and other corporate benefits, pending the transfer of Preference Shares from the Trustee of the Company. All costs and expenses incurred in this respect shall be borne by the Company.

4.4 In the event of there being any pending share transfers, whether lodged or outstanding, of any shareholder of the Company, the Board of the Company shall be empowered in appropriate cases, prior to or even subsequent to the Record Date, to effectuate such a transfer as if such changes in the registered holder were operative as on the Record Date, in

For TVS HOLDINGS LIMITED

R Raja Prakash
Company Secretary

order to remove any difficulties arising to the transferor or transferee of equity shares or Preference Shares, after the effectiveness of this Scheme.

4.5 No Preference Shares will be issued under this Scheme in respect of any equity shares of the Company that have been forfeited. The issuance of Preference Shares pursuant to this Scheme in respect of any equity shares of the Company which are held in abeyance under the provisions of Section 126 of the Act or otherwise shall, pending allotment or settlement of dispute by order of Court or otherwise, be held in abeyance by the Company.

4.6 The equity shares of the Company lying in 'Unclaimed Suspense Account' shall also be eligible for issuance of Preference Shares and such Preference Shares shall be dealt with in the same manner as said equity shares lying in the said Unclaimed Suspense Account. The Preference Shares to be issued by the Company *in lieu* of the equity shares of the Company held in the investor education protection fund shall be issued to investor education protection fund in favour of such shareholders of the Company.

4.7 In the event, the Company restructures its equity share capital by way of share split / consolidation / issue of bonus shares / any other manner during the pendency of the Scheme, the share entitlement ratio, as per Clause 4.1 above shall be adjusted accordingly, to consider the effect of any such corporate actions.

4.8 The issue of such a bonus to equity shareholders does not involve any release of assets by the Company to shareholders at the time of issuance of Preference Shares by way of bonus.

4.9 The Company shall apply for listing of Preference Shares on the Stock Exchanges in terms of and in compliance of SEBI Circulars and other relevant provisions as may be applicable. The Preference Shares, issued pursuant to this Scheme, shall remain frozen in the depository system till listing/ trading permission is given by the designated Stock Exchange. Further, there shall be no change in the shareholding pattern or control in the Company between the Record Date and the listing which may affect the status of approval of the Stock Exchanges.

4.10 The Company shall enter into such arrangements and give such confirmations and/ or undertakings as may be necessary in accordance with Applicable Law for complying with the formalities of the Stock Exchanges.

4.11 Subject to receipt of the requisite approvals, if any, the Preference Shares shall be issued within a period of 30 (thirty) days from the Record Date to the shareholders of the Company eligible to receive the Preference Shares.

5. ACCOUNTING TREATMENT

Upon this Scheme coming into effect and with effect from Effective Date, the Company shall account for issue and allotment of Preference Shares in its books of account in the following manner:

5.1 The Company shall credit its share capital account in its books of account with the aggregate face value of the Preference Shares issued by way of bonus pursuant to Clause 4.1 of this Scheme, to the equity shareholders 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; and

5.2 The Company shall debit its general reserves and/ or retained earnings in its books of account with the aggregate face value of the Preference Shares issued pursuant to Clause 4.1 of this Scheme to the equity shareholders 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.

PART III

GENERAL TERMS & CONDITIONS

6. IMPACT OF THE SCHEME ON NON-CONVERTIBLE DEBENTURE HOLDERS OF THE COMPANY

6.1 Pursuant to this Scheme, there will be no change in terms and conditions of the Non-Convertible Debentures ("**NCDs**") of the Company. Details of NCDs of the Company, listed on the National Stock Exchange of India Limited, are set-out in **Schedule 2**.

6.2 Safeguards for the protection of holders of NCDs of the Company: The NCD holders of the Company as on the Effective Date will continue to hold NCDs of the Company, without any interruption, on same terms, including the coupon rate, tenure, redemption price, quantum, and nature of security, ISIN, etc. A certificate from statutory auditor of the Company certifying the payment/ repayment capability of the Company against the outstanding NCDs is referred in Schedule 2 hereto.

6.3 Exit offer to holders of NCDs of the Company: The NCDs of the Company will continue to be freely tradable and listed on the Stock Exchanges. Pursuant to the Scheme, there is no change in terms and conditions of NCDs and accordingly, no exit offer is required to be provided to holders of NCDs of the Company.

6.4 In view of provisions of this Clause 6 above, the Scheme will not have any adverse impact on the holders of the NCDs.

7. NON RESIDENTS

7.1 Regulation 6 of the Foreign Exchange Management (Debt Instruments) Regulations, 2019 ("**FEMA Debt Regulations**") has permitted Indian companies to issue non-convertible redeemable preference shares to non-resident shareholders including by way of distribution as bonus from its general reserves under a scheme of arrangement approved by the Tribunal in India under the provisions of the Act, subject to prescribed terms and conditions. The allotment of the Preference Shares by way of bonus to the shareholders of the Company in terms of this Scheme shall be made in accordance with the provisions of FEMA Debt Regulations and accordingly the Company is not required to procure a specific approval from the RBI in regard to allotment of Preference Shares by way of bonus to non-resident shareholders of the Company. Such non-resident shareholders of the Company shall be responsible for complying with the Applicable Laws, including of their country of residence at the time of allotment and/ or sale of Preference Shares and/ or repatriation of money received from the sale of such Preference Shares and the Company shall not be responsible or liable for the same in any manner whatsoever.

For TVS HOLDINGS LIMITED
R Raja Prakash
Company Secretary

7.2 In accordance with the regulations prescribed by SEBI and RBI, the Company shall take all necessary steps towards listing of the Preference Shares issued by way of bonus as prescribed under the Applicable Law.

8. DIVIDENDS

8.1 The Company shall be entitled to declare and pay dividend to its shareholders in the ordinary course of business, whether interim or final.

8.2 It is clarified that the aforesaid provisions in respect of declaration of dividends (whether interim or final) are enabling provisions only and shall not be deemed to confer any right on any shareholder of the Company, to demand or claim or be entitled to any dividends which, subject to the provisions of the Act, shall be entirely at the discretion of the Board, and subject to approval, if required, of the shareholders of the Company.

9. APPLICATIONS/ PETITIONS TO THE TRIBUNAL

9.1 The Company shall dispatch, make and file all applications and petitions under Sections 230 to 232 and other applicable provisions of the Act before the Tribunal, under whose jurisdiction the registered office of the Company is situated, for sanction of this Scheme under the provisions of Applicable Law, and shall apply for such approvals as may be required under Applicable Law.

9.2 The Company shall be entitled, pending the sanction of this Scheme, to apply to any Appropriate Authority, if required, under any Applicable Law for such consents and approvals which the Company may require for the issue of Preference Shares to the equity shareholders of the Company.

10. MODIFICATION OR AMENDMENTS TO THIS SCHEME

10.1 On behalf of Company, the Board acting themselves or through authorized Persons, may consent jointly but not individually, to any modifications or amendments to this Scheme at any time and for any reason whatsoever, or to any conditions or limitations that the Tribunal or any other Appropriate Authority may deem fit to direct or impose or which may otherwise be considered necessary, desirable or appropriate to the Company and solve all difficulties that may arise for carrying out this Scheme and do all acts, deeds and things necessary for making this Scheme effective.

10.2 For the purposes of giving effect to this Scheme or to any modification hereof, the Board acting themselves or through authorized Persons may jointly but not individually, give and are jointly authorised to give such directions including directions for settling any question of doubt or difficulty that may arise and such determination or directions, as the case may be, shall be binding on the Company, in the same manner as if the same were specifically incorporated in this Scheme.

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.

11.2 It is hereby clarified that submission of this Scheme to the Tribunal and to the Appropriate Authorities for their respective approvals is without prejudice to all rights, interests, titles or defences that the Company may have under or pursuant to all Applicable Law(s).

11.3 On the approval of this Scheme by the shareholders and such other classes of Persons of the Company, if any, the shareholders and classes of Persons shall also be deemed to have resolved and accorded all relevant consents under the Act or otherwise to the same extent applicable in relation to the bonus set out in this Scheme, related matters and this Scheme itself.

12. WITHDRAWAL OF THIS SCHEME, NON-RECEIPT OF APPROVALS

12.1 The Company shall be at liberty to withdraw the Scheme, any time before the Scheme is effective.

12.2 In the event of withdrawal of the Scheme under Clause 12.1 above, no rights and liabilities whatsoever shall accrue to or be incurred *inter se* the Company or its shareholders or creditors or employees or any other Person.

12.3 In the event of any of the requisite sanctions and approvals not being obtained on or before such date as may be agreed to by the Company, this Scheme shall become null and void.

13. MISCELLANEOUS

13.1 This Scheme and issuance of Preference Shares by way of bonus hereunder is intended exclusively for the shareholders of the Company and does not constitute an offer or an invitation to the public to subscribe to the preferences shares. Neither this Scheme, nor any related document shall be construed as an offer document or prospectus in any manner or for any purpose whatsoever.

13.2 All actions taken by the Company pursuant to and in accordance with this Scheme shall be deemed to have not breached any terms and conditions or any other provisions of the Law.

13.3 This Scheme is an "arrangement" between the Company and its shareholders under Sections 230 to 232 of the Act and does not envisage the transfer of vesting of any properties and/or liabilities as contemplated in Sections 230 to 232 of the Act. This Scheme does not involve any "conveyance" or "transfer" of any property/liabilities and does not relate to amalgamation or merger of companies in terms of Sections 230 to 232 of the Act, and therefore no stamp duty

For TVS HOLDINGS LIMITED

R Raja Prakash
Company Secretary

shall be payable on the Scheme and / or the order sanctioning this Scheme. However, stamp duty, if any, in regard to any instrument / deed / contract / Tribunal order pertaining to the issue and allotment of the Preference Shares by way of bonus shall be paid by the Company as per Applicable Law.

14. COSTS AND TAXES

All costs, charges and expenses in relation to carrying out, implementing and completing the terms and provisions of this Scheme and/ or incidental to the completion of this Scheme shall be paid by the Company. For the avoidance of doubt, it is clarified that equity shareholders of the Company will be required to bear and pay all taxes as maybe applicable to them in relation to the Preference Shares held by them.

For TVS HOLDINGS LIMITED

R Raja Prakash
Company Secretary

SCHEDULE 1

PRINCIPAL TERMS AND CONDITIONS FOR ISSUE OF PREFERENCE SHARES

Issuer	TVS Holdings Limited/ Company
Type of instrument	Cumulative Non-Convertible Redeemable Preference Shares
Face value	INR 10 (ten)
Coupon Rate	6% per annum
Tenure	The Preference Shares 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 Preference Shares at any time after the expiry of twelve (12) months from the date of allotment.
Redemption	The Company shall redeem Preference Shares at INR 10 of nominal value
Credit Rating	To be obtained from a credit rating agency after Effective Date
Market Lot	One Preference Share or as required by Stock Exchanges
Listing	To be listed on the Stock Exchanges on which the equity shares of the Company are listed
Taxation	The allotment, dividend, redemption amount of Preference Shares issued by way of bonus, are subject to Taxes including any withholding / deduction as may be applicable in accordance with provisions of Income Tax Act as amended from time to time
Lock in Period	There is no lock in for the Preference Shares

For TVS HOLDINGS LIMITED

R Raja Prakash
Company Secretary

SCHEDULE 2

Details of NCDs of the Company listed on the National Stock Exchange of India Limited as on the date of the Board of the Company approving the Scheme:

Particulars	Description	Description
ISIN	INE105A08022	INE105A08030
No of NCDs	65,000	30,000
Face value per NCDs	1,00,000	1,00,000
Bid Opening Date	6th June 2024	21st January 2025
Bid Closing Date	6th June 2024	21st January 2025
Date of Allotment	7th June 2024	22nd January 2025
Redemption price	1,00,000	1,00,000
Redemption date	7th June 2029	22 January 2030
Terms of redemption	Debentures will be redeemed at par	Debentures will be redeemed at par
Redemption premium/ discount	Not Applicable	Not Applicable
Redemption amount	INR 650,00,00,000	INR 300,00,00,000
Coupon rate	8.65% per annum	8.75% per annum
Coupon frequency	Annual	Annual
Credit Rating	CARE AA (Stable)	CARE AA+ (Stable)
Latest audited financials along with notes to accounts and any audit qualifications	Refer to following URL on the website of the Company: www.tvsholdings.com	Refer to following URL on the website of the Company: www.tvsholdings.com

For TVS HOLDINGS LIMITED
R Raja Prakash
Company Secretary

Particulars	Description	Description
Auditors' certificate certifying the NCDs payment/ repayment capability of the Company	Refer to following URL on the website of the Company: www.tvsholdings.com	Refer to following URL on the website of the Company: www.tvsholdings.com
Fairness Report	Refer to following URL on the website of the Company: www.tvsholdings.com	Refer to following URL on the website of the Company: www.tvsholdings.com
Call option	Available	Available
Put options	Available	Available
Early redemption scenario details	As per Key Information Memorandum dated 30th May 2024	As per Key Information Memorandum dated 21st January 2025
Put date	36 (thirty six) months from the date of allotment	36 (thirty six) months from the date of allotment
Put price	At par	At par
Call date	36 (thirty six) months from the date of allotment	36 (thirty six) months from the date of allotment
Call price	At par	At par
Put notification time	60 days prior to the Put Option Date	60 days prior to the Put Option Date
Call notification time	60 days prior to the Call Option Date	60 days prior to the Call Option Date

For TVS HOLDINGS LIMITED

R Raja Prakash
Company Secretary