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TVS Holdings Limited
[Formerly known as Sundaram-Clayton Limited]

26th November 2025

BSE Limited,
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai 400 001.

Scrip code: 520056

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

Scrip code: TVSHLTD

Dear Sir/Madam,

Reg. : Intimation of Credit Rating under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Pursuant to Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, we would like to inform you that CARE Ratings Limited have, vide its press release dated 25th November 2025, reaffirmed the ratings in respect of the Company's facilities/ instruments as per the details below:

S.No	Facilities	Amount (in Cr)	Rating	Ration Action
1.	Non-Convertible Debentures	750	CARE AA+/Stable	Reaffirmed

A press release from the rating agency is enclosed herewith.

Thanking you,

Yours faithfully,

For TVS Holdings Limited

R Raja Prakash
Company Secretary

Encl: a/a

TVS Holdings Limited

November 25, 2025

Facilities/Instruments	Amount (₹ crore)	Rating ¹	Rating Action
Non-convertible debentures - I	750.00	CARE AA+; Stable	Reaffirmed

Details of instruments/facilities in Annexure-1.

Rationale and key rating drivers

The rating assigned to the debt instrument of TVS Holdings Limited (TVSHL) factors in the group's strength, which has diversified business investments across sectors. TVSHL is a core investment company and has received its license from Reserve Bank of India (RBI) in March 2024 and on October 10, 2024, the company wound up its business of trading in automotive spare parts in compliance with the aforesaid condition stipulated by the RBI. TVSHL holds importance as the holding entity of TVS Motor Company Limited (TVSM; rated 'CARE AA+; Stable'), the group's flagship entity having strong credit profile and consistent track record of dividend payment. The rating assigned also takes comfort from TVSHL's strong financial flexibility with healthy capital structure driven by investments in group companies and expected sustenance of comfortable cover. TVSHL holds a 50.26% stake in TVSM, valued at ₹82,441 crore as on November 12, 2025, providing substantial coverage in terms of the market value of holdings relative to outstanding debt.

TVSHL also holds three other entities, Home Credit India Finance Private Limited (HCIF), TVS Digital Limited (TVSDL), and TVS Holdings (Singapore) Pte. Limited. The entities under TVSHL are expected to be self-sustaining and further support is expected to be provided by TVSHL on a need basis. TVSHL successfully completed the acquisition of HCIF on February 03, 2025, integrating HCIF into the TVSHL Group. TVSHL now holds an 81.04% equity stake in HCIF, with the remaining shares owned by Premji Invest and other associates of the group. This acquisition is expected to strengthen the presence of the group in the financial services sector. CARE Ratings Limited (CareEdge Ratings) notes that the group already has an NBFC, TVS Credit Services Limited (rated 'CARE AA+; Stable'), which has presence in two-wheelers, tractors, used cars, used commercial vehicles, business loans, consumer durables, and personal loans. CareEdge Ratings expects that TVSHL will consolidate NBFCs in the group within 30 months from the date of RBI approval for HCIF acquisition (November 29, 2024).

On September 22, 2025, the Board of TVSHL approved a Scheme of Arrangement to issue 6% cumulative non-convertible redeemable preference shares (NCRPS), offering 46 NCRPS of ₹10 each for every equity share. The proposed issue, estimated at ₹986.52 crore and funded from free reserves, carries a 6% annual coupon and provides for redemption 15 months from allotment, with an early redemption option after 12 months. The scheme remains subject to requisite shareholder, regulatory, and NCLT approvals. The design of the issue is broadly aligned with TVSM's NCRPS issuance in H1FY26, particularly with respect to the coupon and redemption framework. In H1FY26, TVSM issued 6% NCRPS, allotting ₹1,900.35 crore of NCRPS to shareholders on September 01, 2025. The issue carries a 6% annual coupon, is proposed to be listed, and is redeemable on September 01, 2026.

The rating is constrained by the dependence on dividend income from TVSM and exposure to fluctuation in market value of its investments. Going forward, maintaining the holding in TVSM, sustenance of revenue and profitability through Brand royalty & management fee from group companies, regular dividend income from investments and ability to maintain its leverage levels while funding incremental requirement of the group would remain crucial.

Rating sensitivities: Factors likely to lead to rating actions

Positive factors: Factors that could individually or collectively lead to positive rating action/upgrade:

- Significant improvement in credit risk profile of TVSM.

Negative factors: Factors that could individually or collectively lead to negative rating action/downgrade:

- Significant decline in credit risk profile of TVSM.
- Substantial increase in debt levels of the company or decline in the market value of investments resulting in debt cover below 10x.

¹Complete definition of ratings assigned are available at www.careratings.com and other CARE Ratings Limited's publications.

Analytical approach: Standalone.

TVSHL has been assessed based on investment holding company criteria basis of its investment holdings in group entities. For calculation of debt cover over outstanding and proposed borrowings, market value of TVSHL's stake in TVSM has been considered. In its analysis, CareEdge Ratings has also factored in potential support that may be provided to investee companies.

Outlook: Stable

The stable outlook indicates that TVSHL is expected to maintain its financial flexibility through consistent brand royalty & management fee from group companies, dividend inflows from TVSM and ensure adequate coverage of its outstanding debt relative to market value of its investments in the medium term.

Detailed description of key rating drivers:
Key strengths
Strong group with diversified business investments

TVSHL acts as the holding company for several key group entities, including TVSM, HCIF, TVSDL, and TVS Holdings (Singapore) Pte Limited. The group has a strong presence in industries such as manufacturing two-wheelers & three-wheelers, finance sector and others.

In FY24, as part of a Composite Scheme of Arrangement, TVSHL (formerly Sundaram Clayton Limited), TVS Holdings Private Limited, VS Investments Private Limited, and Sundaram-Clayton Limited (formerly Sundaram-Clayton DCD Limited) underwent a reorganisation. Under this scheme, TVS Holdings Private Limited was amalgamated into TVSHL (formerly Sundaram Clayton Limited) effective June 16, 2023, and VS Investments Private Limited followed on August 04, 2023. Following the amalgamation of TVS Holdings Private Limited, the company name "Sundaram-Clayton Limited" was changed to "TVS Holdings Limited," approved by the Registrar of Companies on July 17, 2023.

The entire business of manufacturing non-ferrous gravity and pressure die castings, referred to as the Demerged Undertaking in the scheme, was demerged, transferred, and vested into Sundaram-Clayton Limited (formerly Sundaram-Clayton DCD Limited) effective August 11, 2023. All assets and liabilities, including profits realised up to August 10, 2023, were transferred to the resulting company. Following the demerger, TVSHL retained only its investments in group companies and its trading business in automotive parts. This restructuring led to TVSHL becoming a Core Investment Company (CIC). The company was registered as a CIC from RBI on March 14, 2024. The company has also discontinued the trading businesses since October 10, 2024.

The promoters and promoter group hold 74.45% of the total shareholding of TVSHL as on September 30, 2025. This includes VS Trust (Venu Srinivasan, Trustee) with 66.55%, Sundaram Finance Holding Limited with 3.74%, Srinivasan Trust (VS Trustee Private Limited, Trustee) with 3.07%, and others with 1.09%.

Strong financial flexibility with healthy capital structure driven by investments in group companies

TVSM is the third-largest two-wheeler manufacturer in India, with a strong credit profile and healthy liquidity position. As on November 12, 2025, the market value of TVSHL's 50.26% stake in TVSM stood at ₹82,441 crore. The second-largest investee company is HCIF, followed by TVSDL, which TVSHL acquired from TVSM in FY25. In Q3FY25, TVSHL also divested its entire stake in TVS Emerald Haven Realty Limited for a total consideration of ₹ 485.85 crore, to a promoter-group entity as part of a strategic realignment following its transition to a CIC, enabling a complete exit from the real-estate business and a sharper focus on financial-services and investment holdings.

In H1FY26, TVSM issued NCRPS amounting to ₹1,900.35 crore, with the allotment completed on September 01, 2025. Based on its 50.26% stake, TVSHL received NCRPS valued at ~₹955 crore. These instruments carry a 6% annual coupon, have a tenure of 12 months, are currently progressing through the listing process, and are scheduled for redemption on September 01, 2026.

Expected sustenance of comfortable cover and likely support from group

TVSHL's investment in TVSM was valued at ₹82,441 crore as on November 12, 2025, providing a strong debt cover of 87x against gross debt of ₹944 crore as on September 30, 2025. Tangible net worth (TNW) increased from ₹1,463 crore as on March 31, 2025, to ₹1,490 crore by September 30, 2025, resulting in gearing (gross debt/TNW) of 0.64x and 0.63x, respectively. As a CIC, capital adequacy ratio (CAR) norms are not applicable to the Company. HCIF acquisition was partly funded through debt, contributing to the total borrowings of ₹944 crore as on September 30, 2025. However, debt cover remains comfortable at 87x based on market value of investments as on November 12, 2025. Reductions in this cover due to new acquisitions,

additional investments, or movements in TVSM's share price will remain key monitorable.

Key weaknesses

Exposure to fluctuation in market value of investments

TVSHL's investment value in the group companies is vulnerable to economic downturns and decline in the performance of key operating entities within the group. In terms of available cover, financial flexibility largely depends on market sentiments and the share prices of listed entities. Increase in market-related risks that leads to a significant drop in share prices of its investments will be a key rating sensitivity factor.

High dependence on TVSM for dividend income

TVSHL's income is primarily derived from dividends received from TVSM, supplemented by royalties and management fees from group entities. Dividend inflows from TVSM remain the company's key revenue driver and provide stable recurring income. In FY25, TVSHL received ₹239 crore in dividends compared to ₹191 crore in FY24, reflecting continued strong payout support from TVSM.

Liquidity: Strong

Per the asset liability management (ALM) statement dated September 30, 2025, TVSHL had no cumulative negative mismatches in time buckets up to one year. The company had cash and bank balance of ₹13 crore as on September 30, 2025. Currently, TVSHL has a ₹944 crore non-convertible debenture (NCD) outstanding, with annual coupon payments and a bullet principal repayment at the end of a 5-year tenure. TVSHL's liquidity is supported by healthy dividend income inflows, brand royalties and management fees paid by the group companies. Given the group's ability to raise funds from the market, TVSHL's liquidity is expected to remain strong in the medium term.

Environment, social, and governance (ESG) risks

In line with the company's policies, practices and processes of the company, it engages with its stakeholders and strives to resolve differences with them in a just, fair, equitable and consistent manner and if warranted takes corrective measures. Considering the nature of business of the company, there are no material responsible business conduct and sustainability issues pertaining to environmental and social matters that present a risk or an opportunity for the company.

Applicable criteria

[Definition of Default](#)

[Investment Holding Companies](#)

[Rating Outlook and Rating Watch](#)

[Financial Ratios - Financial Sector](#)

About the company and industry

Industry classification

Macroeconomic indicator	Sector	Industry	Basic industry
Financial Services	Financial Services	Finance	Investment Company

TVSHL (formerly Sundaram-Clayton Limited) is a registered CIC as on March 14, 2024. Part of the group, it has four direct subsidiaries: TVSM (holding 50.26%), HCIF (81.04%), TVSDL (wholly owned) and TVS Holdings (Singapore) Pte Limited (wholly owned).

Brief Financials (₹ crore)	31-03-2024	31-03-2025	30-09-2025
Standalone	A	A	UA
Total income	1,647	644	112
Profit after tax (PAT)	339	352	32
Assets under management (AUM)	NA	NA	NA
On-book gearing (x)	0.38	0.64	0.63
AUM / tangible net-worth (TNW) (x)	NA	NA	NA
Gross non-performing assets (NPA) / gross stage 3 (%)	NA	NA	NA
Return on managed assets (ROMA) (%)	10.14	14.01	2.50
Capital adequacy ratio (CAR) (%)	NA	NA	NA

A: Audited, UA: Unaudited, NA: Not Applicable; Note: these are latest available financial results

Status of non-cooperation with previous CRA: Not applicable

Any other information: Not applicable

Rating history for last three years: Annexure-2

Detailed explanation of covenants of rated instrument / facility: Annexure-3

Complexity level of instruments rated: Annexure-4

Lender details: Annexure-5

Annexure-1: Details of instruments/facilities

Name of the Instrument	ISIN	Date of Issuance (DD-MM-YYYY)	Coupon Rate (%)	Maturity Date (DD-MM-YYYY)	Size of the Issue (₹ crore)	Rating Assigned and Rating Outlook
Debentures-Non-convertible debentures-I	INE105A08030	22-01-2025	8.75%	22-01-2030	300.00	CARE AA+; Stable
	Proposed	-	-	-	450.00	CARE AA+; Stable

Annexure-2: Rating history for last three years

Sr. No.	Name of the Instrument/Bank Facilities	Current Ratings			Rating History			
		Type	Amount Outstanding (₹ crore)	Rating	Date(s) and Rating(s) assigned in 2025-2026	Date(s) and Rating(s) assigned in 2024-2025	Date(s) and Rating(s) assigned in 2023-2024	Date(s) and Rating(s) assigned in 2022-2023
1	Debentures-Non Convertible Debentures	LT	750.00	CARE AA+; Stable	-	1)CARE AA+; Stable (26-Nov-24)	-	-

LT: Long term

Annexure-3: Detailed explanation of covenants of rated instruments/facilities: Not applicable

Annexure-4: Complexity level of instruments rated

Sr. No.	Name of the Instrument	Complexity Level
1	Debentures-Non Convertible Debentures	Simple

Annexure-5: Lender details

To view lender-wise details of bank facilities please [click here](#)

Note on complexity levels of rated instruments: CareEdge Ratings has classified instruments rated by it based on complexity. Investors/market intermediaries/regulators or others are welcome to write to care@careedge.in for clarifications.

Contact us

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About us:

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