

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

TVS Holdings Limited

[Formerly known as Sundaram-Clayton Limited]

28th October 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(s)/Madam,

Subject : Intimation under Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 ("SEBI Listing Regulations")

Reference : Letter received from TVS Motor Company Limited, Subsidiary Company on 28th October 2026

In terms of the provisions of Regulation 30 (9) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**Listing Regulations**"), we enclose herewith the intimation received from TVS Motor Company Limited, Subsidiary of the Company on the Composite Scheme of Arrangement amongst TVS Motor Services Limited ("Transferor Company") TVS Motor Company Limited ("Transferee Company" or "Demerged Company" or "TVSM") and Harita ARC Limited ("Resulting Company" or "TVSM WOS") and their respective shareholders and creditors under Sections 230 to 232 and other applicable provisions of the Companies Act, 2013 as approved by their Board of Directors at their meeting held on 28th October 2026.

Thanking You,

Yours faithfully

For TVS Holdings Limited
R Raja
Prakash
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by R Raja Prakash
Date: 2026.10.28
21:08:57 +05'30'

R Raja Prakash
Company Secretary

Encl: a/a

28th October 2026

To:
The Company Secretary,
TVS Holdings Limited,
"Chaitanya", No. 12,
Khader Nawaz Khan Road,
Nungambakkam,
Chennai - 600006

Dear Sir,

Sub: Composite Scheme of Arrangement amongst TVS Motor Services Limited ("Transferor Company"), TVS Motor Company Limited ("Transferee Company" or "Demerged Company" or "TVSM") and Harita ARC Limited ("Resulting Company" or "TVSM WOS") and their respective shareholders and creditors under Sections 230 to 232 and other applicable provisions of the Companies Act, 2013

Ref: Disclosures filed under Regulation 30 by TVS Motor Company Limited on 28th October 2026

This is to inform you that the Board of Directors of TVS Motor Company Limited ("Company") at their meeting held on 28th October 2026 approved the following:

1. Acquisition of entire stake of Harita ARC Limited ("TVSM WOS");
2. Composite Scheme of Arrangement amongst TVS Motor Services Limited ("**Transferor Company**"), TVS Motor Company Limited ("**Company**" (or) "**Transferee Company**" (or) "**Demerged Company**") and Harita ARC Limited ("**Resulting Company** (or) **TVSM WOS**") and their respective shareholders and creditors under Sections 230 to 232 and other applicable provisions of the Companies Act, 2013 ("Act") ("**Scheme**"). The Transferor Company and the Resulting Company are wholly owned subsidiaries of the Company.

The Scheme, inter alia, provides for: (i) the amalgamation of the Transferor Company with the Company; and (ii) the demerger of the Demerged Undertaking (as defined in the Scheme) from the Company into the Resulting Company on a going concern basis, in consideration for which the Resulting Company shall issue its shares to the shareholders of the Company in proportion to their shareholding in the Company.

The Scheme is, inter alia, subject to the receipt of statutory, regulatory and customary approvals, including approvals from BSE Limited and the National Stock Exchange of India Limited (collectively, the "Stock Exchanges"), the Securities and Exchange Board of India, the jurisdictional National Company Law Tribunal and the shareholders and creditors (as applicable) of the companies involved in the Scheme.

The disclosures made by the Company pursuant to Regulation 30 and 51 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with Para A of Part A of Schedule III of the Listing Regulations and SEBI Master Circular No. SEBI/HO/49/14/14(7)2025-CFD-POD2/I/3762/2026 dated January 30, 2026 on the subject is enclosed for your information and further dissemination.

Thanking You

Yours faithfully

For **TVS Motor Company Limited**

KELLIYA

SUBRAMANIAN

SRINIVASAN

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Date: 2026.10.28 19:10:45
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K S Srinivasan
Company Secretary

28th October 2026

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

Scrip Code: 532343

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

Scrip Code: TVSMOTOR

Subject : Outcome of the meeting of the Board of Directors of TVS Motor Company Limited ("Company") held on 28th October 2026 and disclosure under Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015, as amended ("Listing Regulations")

Ref : Composite Scheme of Arrangement amongst TVS Motor Services Limited ("Transferor Company") and TVS Motor Company Limited ("Transferee Company" or "Demerged Company" or "TVSM") and Harita ARC Limited ("Resulting Company" or "TVSM WOS") and their respective shareholders and creditors under Sections 230 to 232 and other applicable provisions of the Companies Act, 2013

Dear Sir / Madam,

Pursuant to Regulation 30 and 51 of the Listing Regulations, we wish to inform you that the Board of Directors of the Company ("Board"), at its meeting held today, has, inter alia, considered and approved the following:

1. Acquisition of entire stake of Harita ARC Limited ("**TVSM WOS**");
2. Composite Scheme of Arrangement amongst TVS Motor Services Limited ("**Transferor Company**"), TVS Motor Company Limited ("**Company**" or "**Transferee Company**" or "**Demerged Company**") and Harita ARC Limited ("**Resulting Company/ TVSM WOS**") and their respective shareholders and creditors under Sections 230 to 232 and other applicable provisions of the Companies Act, 2013 ("Act") ("**Scheme**"). The Transferor Company and the Resulting Company are wholly owned subsidiaries of the Company.

The Scheme, inter alia, provides for: (i) the amalgamation of the Transferor Company with the Company; and (ii) the demerger of the Demerged Undertaking (*as defined in the Scheme*) from the Company into the Resulting Company on a going concern basis, in consideration for which the Resulting Company shall issue its shares to the shareholders of the Company in proportion to their shareholding in the Company.

The Scheme is, inter alia, subject to the receipt of statutory, regulatory and customary approvals, including approvals from BSE Limited and the National Stock Exchange of India Limited (**collectively, the "Stock Exchanges"**), the Securities and Exchange Board of India, the jurisdictional National Company Law Tribunal and the shareholders and creditors (*as applicable*) of the companies involved in the Scheme.

The Scheme, as approved by the Board, will be made available on the website of the Company at www.tvsmotor.com upon its submission to the Stock Exchanges.

The disclosures required to be made pursuant to Regulation 30 and 51 of the Listing Regulations read with Para A of Part A of Schedule III of the Listing Regulations and SEBI Master Circular No. SEBI/HO/49/14/14(7)2025-CFD-POD2/I/3762/2026 dated January 30, 2026, for:

1. Acquisition of TVSM WOS;
2. Amalgamation of the Transferor Company with the Company; and
3. Demerger of the Demerged Undertaking from the Company into the Resulting Company

are attached as Annexure A, B and C respectively.

The copy of press release being submitted to the media is also enclosed herewith.

Date and time of occurrence of event: 28th October 2026 at 2.50 P.M. (IST)

Thanking You,

Yours faithfully

For **TVS MOTOR COMPANY LIMITED**

KELLIYA

SUBRAMANIA

N SRINIVASAN

K S Srinivasan

Company Secretary

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Date: 2026.10.28
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End: a/a

Annexure A

Disclosure of information pursuant to Regulation 30 of the Listing Regulations

Disclosure for acquisition of shares (including agreement to acquire)

S.No	Particulars	Details
1.	Name of the target entity, details in brief such as size, turnover etc.	Name of Target: Harita ARC Limited ("TVSM WOS") <u>Details of Target:</u> TVSM WOS is acquired to inter alia carry on the consumer finance and related business after implementation of the demerger. <u>Paid-up Capital:</u> Rs. 25,000/- <u>Turnover:</u> Nil
2.	Whether the acquisition would fall within related party transaction(s) and-whether the promoter/ promoter group/ group companies have any interest in the entity being acquired? If yes, nature of interest and details thereof and whether the same is done at "arm's length"	Yes, the proposed transaction is a related party transaction. The Company has acquired shares of TVSM WOS from TVS Credit Services Limited, a material subsidiary of the Company. The acquisition is done on an "arm's length" basis.
3.	Industry to which the entity being acquired belongs	Financial Services
4.	Objects and effects of acquisition (including but not limited to, disclosure of reasons for acquisition of target entity, if its business is outside the main line of business of the listed entity).	The said acquisition is carried out in connection with the proposed demerger of Company's consumer finance and related business into a separate legal entity. TVSM WOS would be undertaking the consumer finance and related business of the Company as and when the board of directors of the Company decide to implement the proposed demerger.
5.	Brief details of any governmental or regulatory approvals required for the acquisition.	No approvals required
6.	Indicative time period for completion of the acquisition.	The acquisition will be completed on 28 th October 2026.
7.	Consideration - whether cash consideration or share swap or any other form and details of the same.	Cash consideration
8.	Cost of acquisition or the price at which the shares are acquired	Rs. 25,000/-
9.	Percentage of shareholding / control acquired and / or number of shares acquired.	100% of equity share capital amounting to 2,500 equity shares of Rs. 10 each

S.No	Particulars	Details
10.	Brief background about the entity acquired in terms of products/line of business acquired, date of incorporation, history of last 3 years turnover, country in which the acquired entity has presence and any other significant information (in brief).	Refer to details in Sr. No. 4 above. Date of incorporation: 25.08.2017 Countries with Presence: India <u>Revenue:</u> TVSM WOS is yet to commence any business operations.

Annexure B
Amalgamation / Merger

S.No	Particulars	Details																
1.	Name of the entity(ies) forming part of the amalgamation/merger, details in brief such as size, turnover etc.	1. TVS Motor Company Limited ("Company" or "Transferee Company") As on 30th September 2026 <table><tr><th>Particulars</th><th>Rs. in Cr</th></tr><tr><td>Total assets</td><td>32,832.13</td></tr><tr><td>Net worth</td><td>13,808.53</td></tr><tr><td>Turnover</td><td>35,769.96</td></tr></table> 2. TVS Motor Services Limited ("Transferor Company") As on 30th September 2026 <table><tr><th>Particulars</th><th>Rs. in Cr</th></tr><tr><td>Total assets</td><td>251.44</td></tr><tr><td>Net worth</td><td>198.93</td></tr><tr><td>Turnover</td><td>Nil</td></tr></table>	Particulars	Rs. in Cr	Total assets	32,832.13	Net worth	13,808.53	Turnover	35,769.96	Particulars	Rs. in Cr	Total assets	251.44	Net worth	198.93	Turnover	Nil
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Turnover	35,769.96																	
Particulars	Rs. in Cr																	
Total assets	251.44																	
Net worth	198.93																	
Turnover	Nil																	
2.	Whether the transaction would fall within related party transactions? If yes, whether the same is done at "arms' length"	Yes, the transaction is a related party transaction. However, in terms of General Circular No. 30/2014 dated July 17, 2014, issued by the Ministry of Corporate Affairs ("MCA Circular"), the transactions arising out of compromises, arrangements and amalgamations under the Act will not attract the requirements of Section 188 of the Act. The Scheme provides for the amalgamation of the Transferor Company with the Company. Since the Transferor Company is a wholly owned subsidiary of the Company, no consideration is being discharged for the amalgamation. Accordingly, no valuation has been undertaken.																
3.	Area of business of the entity(ies)	The Transferee Company is the third largest two-wheeler manufacturer globally and three wheeler manufacturer, championing progress through sustainable mobility with its state-of-the-art manufacturing facilities in Hosur, Mysuru and Nalagarh in India and Karawang in Indonesia. The Transferor Company was incorporated for carrying on the business of buying, selling, leasing, servicing and dealing in automobiles, automotive products, spare parts, components, accessories and allied equipment, including related fuels and lubricants. Additionally, it provides repair, maintenance and other support																

S.No	Particulars	Details
		services for various classes of vehicles and automotive machinery.
4.	Rationale for the arrangement	To streamline the group corporate structure and consolidating assets and liabilities, leading to synergies of operations and aligned operations within a single entity
5.	In case of cash consideration – amount or otherwise share exchange ratio	Not Applicable Since the Transferor Company is a wholly owned subsidiary of the Company, no consideration is being discharged for the amalgamation.
6.	Brief details of change in shareholding pattern (if any) of listed entity	There will not be any change in the existing shareholding pattern of the Company pursuant to the proposed Scheme.

Annexure C
Demerger

S.No	Particulars	Details
1.	Brief details of the division(s) to be demerged	The consumer finance and related business of the Demerged Company relating to lending and investment activities, including but not limited to consumer finance business, leasing activities and ancillary and support services, undertaken directly or through its subsidiaries, including but not limited to lending activities, investment activities, leasing activities and ancillary and support services.
2.	Turnover of the demerged division and as percentage to the total turnover of the listed entity in the immediately preceding financial year / based on financials of the last financial year	The turnover of the Demerged Undertaking for the period ended 30 th September 2026 was Rs. 3,921 Crore out of the total turnover of Rs. 35,770 Crore of the Company.
3.	Rationale for demerger	(i) The demerger will simplify the group structure and create focused businesses, with a clear segregation of the Demerged Undertaking and the Remaining Business. This will allow the Demerged Company and the Resulting Company to operate as independent, standalone platforms, each concentrating on its own core activities, growth strategy and commercial objectives; (ii) The consumer finance and related business needs a separate strategy suited to its industry-specific risks, market dynamics and growth path; (iii) The nature of, and competition in, the consumer finance and related business differ from those of the other businesses; and (iv) The demerger of the consumer finance and related business will result in the following benefits: (a) unlocking the value of the Demerged Undertaking for the shareholders of the Demerged Company. (b) creation of an independent company focusing exclusively on consumer finance and related business and exploring opportunities in the said sector. (c) the independent company can attract different sets of investors, strategic partners, lenders and other stakeholders having a specific interest in the consumer finance and related business.

S.No	Particulars	Details																														
		(d) a financial services company can have a higher leverage (as compared to the Demerged Company) for its growth.																														
4.	Brief details of change in shareholding pattern (if any) of all entities;	(i) <u>TVS Motor Company Limited</u> Pursuant to the Scheme, there will be no change in the shareholding pattern of the Company. (ii) <u>Resulting Company / TVSM WOS</u> Upon the Scheme becoming effective, the Resulting Company will issue and allot its fully paid-up equity shares to the eligible shareholders of the Company, in proportion to their respective shareholding in the Company as on the Record Date (<i>as defined in the Scheme</i>) such that the shareholding pattern of the Resulting Company will mirror that of the Company. Simultaneously, all equity shares of the Resulting Company held by the Company as on the Effective Date shall stand cancelled. <u>Brief details of change in shareholding pattern of the Resulting Company are provided below:</u> <table><tr><th>Particulars</th><th colspan="2">Pre-Scheme</th><th colspan="2">Post-Scheme</th></tr><tr><th>As on 30th September 2026</th><th>No. of equity shares</th><th>%</th><th>No. of equity shares</th><th>%</th></tr><tr><td>Promoters</td><td>2,500</td><td>100</td><td>23,88,12,786</td><td>50.27</td></tr><tr><td>Public</td><td>-</td><td>-</td><td>23,61,77,311</td><td>49.71</td></tr><tr><td>Non Promoter-Non Public</td><td>-</td><td>-</td><td>97,017</td><td>0.02</td></tr><tr><td>Total</td><td>2,500</td><td>100.00</td><td>47,50,87,114</td><td>100.00</td></tr></table> (iii) <u>TVS Motor Services Limited</u> Pursuant to the Scheme, TVS Motor Services Limited will be dissolved without being wound up.	Particulars	Pre-Scheme		Post-Scheme		As on 30 th September 2026	No. of equity shares	%	No. of equity shares	%	Promoters	2,500	100	23,88,12,786	50.27	Public	-	-	23,61,77,311	49.71	Non Promoter-Non Public	-	-	97,017	0.02	Total	2,500	100.00	47,50,87,114	100.00
Particulars	Pre-Scheme		Post-Scheme																													
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Non Promoter-Non Public	-	-	97,017	0.02																												
Total	2,500	100.00	47,50,87,114	100.00																												
5.	In case of cash consideration – amount or otherwise share exchange ratio	No cash consideration is being discharged under the Scheme. In terms of the Scheme, the Resulting Company will issue and allot 1 (One) fully paid-up equity share of face value of INR 1/- (Rupee One only) each of the Resulting Company for every 1 (One) fully paid-up equity share of face value of INR 1/- (Rupee One only) each of the Company, aggregating to 47,50,87,114 (Forty Seven Crore Fifty Lakh Eighty Seven Thousand One Hundred and Fourteen) equity																														

S.No	Particulars	Details
		shares, to the shareholders of the Demerged Company whose names appear in its register of members and depository records as on the Record Date (as defined in the Scheme). The share entitlement ratio has been determined based on the valuation report dated 28th October 2026 issued by M/s. Bansi S. Mehta Valuers LLP, Registered Valuer. Further, M/s. JM Financial Limited has issued a fairness opinion on the share entitlement ratio determined by the Registered Valuer.
6.	Whether listing would be sought for the resulting entity	Yes, subject to receipt of requisite approvals from statutory and regulatory authorities, the equity shares of the Resulting Company will be listed and admitted to trading on the Stock Exchanges pursuant to the Scheme.

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TVS MOTOR COMPANY ANNOUNCES DEMERGER OF CONSUMER FINANCE AND RELATED BUSINESS UNDERTAKING

- *Proposed demerger will unlock shareholder value through a focused platform for the Group's consumer finance and related businesses*
- *Provides greater strategic autonomy, sharper capital allocation and enhanced flexibility to pursue sector opportunities*
- *Shareholders to participate in the future growth of both mobility and financial services businesses*

Bengaluru, October 28, 2026: The Board of Directors of TVS Motor Company, part of TVS VENU, today approved a Composite Scheme of Arrangement (Scheme) to demerge its consumer finance and related business undertaking into a separate holding company. Under the proposed Scheme, shareholders of the company will receive equal number of shares in the resulting company as in TVS Motor, enabling them to participate in the future growth of both the mobility and consumer finance businesses.

The consumer finance and related business have expanded in scale and scope and a dedicated structure will provide greater strategic focus, flexibility in capital allocation and the ability to pursue opportunities across the consumer finance and related sectors. The proposed structure will better align shareholders with the future growth of these businesses while supporting their continued expansion.

In August 2026, the NBFC Companies within the Group have approved a proposal to merge and consolidate the Group's consumer finance businesses into a single operating platform. The proposed demerger is the next step in this strategic process and is intended to segregate the Consumer finance and related businesses from TVS Motor into a dedicated platform and reflects the Group's long-term conviction in India's financial services sector and its role in supporting economic growth, financial inclusion and rising aspirations across the country.

The proposed structure will also enable TVS Motor to sharpen its focus on its continuing automotive and mobility businesses. The Group remains committed to the growth and development of both the dedicated consumer finance platform and TVS Motor's continuing business.

Sudarshan Venu, Chairman, TVS Motor Company, said: *"India's rapidly expanding financial services sector offers tremendous opportunities for long-term growth. Driven by digitisation, expanding credit access and the aspirations of India's growing middle class, financial services are playing an increasingly important role in one of the world's fastest-growing large economies. At TVS VENU, we have built meaningful presence and capabilities in this sector through sustained investments over 15 years. Our NBFC TVS Credit, along with Home Credit India, serves more*

PRESS RELEASE



than 45 million customers across 100,000 touchpoints in India. Earlier this year, we announced the acquisition of education finance company Varthana, which will accelerate our participation in secured and longer-tenure lending. Our investment in Jana Small Finance Bank was made with a view to supporting high-quality institutions that address the huge opportunity arising from India's evolving financial needs and expanding digital financial ecosystem.

The businesses being demerged have developed strong capabilities, customer relationships and platforms that position them well for the future. We believe this new structure will create additional value for stakeholders while providing these businesses with greater strategic autonomy. The demerger will allow them to pursue opportunities across consumer finance and related sectors and allocate capital in line with their growth priorities. It positions them to realise the full potential of their assets and capabilities while enabling TVS Motor Company to remain focused on strengthening its leadership in mobility globally. Importantly, our shareholders will continue to participate in the future growth of both businesses."

The Composite Scheme will also envisage merger of TVS Motor Services, a wholly owned subsidiary with the company for streamlining the corporate structure and enhancing operational synergies.

The Scheme is subject to requisite statutory, regulatory, shareholder and other approvals as may be applicable.

In addition, the Board also approved, acquiring controlling interest in STPL Trading and Services Private Limited which is in the process of merging with TVS Credit Services. Pursuant to this, the company will effectively get an additional ~2.4% holding in TVS Credit Services post the consummation of merger.

About TVS Motor Company

TVS Motor Company (BSE:532343 and NSE: TVSMOTOR), part of TVS VENU, is a reputed two and three-wheeler manufacturer globally, championing progress through sustainable mobility with four state-of-the-art manufacturing facilities located in India and Indonesia. Rooted in our 100-year legacy of trust, value, and passion for customers, it takes pride in making internationally accepted products of the highest quality through innovative and sustainable processes. TVS Motor is the only two-wheeler company to have won the prestigious Deming Prize. Our products lead in their respective categories in the J.D. Power IQS and APEAL surveys. We have been ranked No. 1 Company in the J.D. Power Customer Service Satisfaction Survey for four consecutive years. Our group company Norton Motorcycles, based in the United Kingdom, is one of the most emotive motorcycle brands in the world. TVS Motor Company endeavours to deliver the most superior customer experience across 90 countries in which we operate. For more information, please visit www.tvsmotor.com.

For more information, please contact: KS Harini: ks.harini@tvsmotor.com