

VS Trust

**"Chaitanya", No. 12, Khader Nawaz Khan Road, Nungambakkam,
Chennai – 600 006, Tel. No. 2833 2115**

Date: 20th June 2023

BSE Limited

Phiroze Jeejeebhoy Towers
Dalal Street, Fort
Mumbai 400 001

E-mail: corp.relations@bseindia.com

National Stock Exchange of India Limited

Exchange Plaza,
Bandra-Kurla-Complex, Bandra (East)
Mumbai – 400 051

Email: takeover@nse.co.in

TVS Motor Company Limited

Chaitanya, No.12, Khader Nawaz Road,
Nungambakkam, Chennai, Tamil Nadu, 600034

E-mail: Srinivasan.KS@tvsmotor.com

Dear Sir(s) / Madam,

Subject: Disclosure under Regulation 29(1) of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations 2011, as amended ("Takeover Regulations").

TVS Motor Company Limited ("Target Company") is a public listed company. Sundaram Clayton Limited ("SCL") is the promoter of the Target Company and presently holds 23,87,82,786 equity shares of the Target Company, representing 50.26% of the paid-up equity share capital of the Target Company.

A Composite Scheme of Arrangement amongst Sundaram-Clayton Limited ("SCL"), TVS Holdings Private Limited ("TVSHPL"), VS Investments Private Limited and Sundaram-Clayton DCD Limited and their respective shareholders and creditors which has been sanctioned by the Hon'ble National Company Law Tribunal, Chennai Bench vide its order dated 6th March 2023 ("Scheme"). In terms of the Scheme, TVSHPL amalgamated with SCL effective 16th June 2023 and consequently the equity shares of SCL held by TVSHPL will be cancelled. In this regard, TVSHPL will cease to hold any equity shares in SCL.

Consequent to the cancellation of the equity shares held by TVSHPL, the following shareholders of TVSHPL forming part of the Promoter and Promoter Group of SCL have been allotted **130,92,546 equity shares** of SCL representing 64.72% of the equity share capital of SCL:

- (1) VS Trust, Mr Venu Srinivasan as a Trustee, Promoter;
- (2) Mr Venu Srinivasan, Promoter;
- (3) Mrs Mallika Srinivasan, Promoter Group;
- (4) Dr. Lakshmi Venu, Promoter Group; and
- (5) Srinivasan Trust (VS Trustee Private Limited as a Trustee), Promoter Group.

Therefore, the Promoter and Promoter Group of SCL will indirectly acquire 50.26% of the voting rights in the Target Company i.e., the voting rights associated to the shareholding of SCL in the Target Company. In this regard, please note that no equity shares of the Target Company shall be transferred directly.

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Accordingly, please see enclosed the disclosure under Regulation 29(1) of the Takeover Regulations.

Kindly take the above on record.

Thanking you

Yours faithfully

For VS Trust

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Venu Srinivasan

Trustee

Encl: As above

Disclosure under Regulation 29(1) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 ("Takeover Regulations")

Part A- Details of acquisition

Name of the Target Company (TC)	TVS Motor Company Limited (" Target Company " / " TC ")		
Name(s) of the acquirer and Persons Acting in Concert (PAC) with the acquirer	VS Trust, Mr Venu Srinivasan as a Trustee Mr Venu Srinivasan Mrs Mallika Srinivasan Dr. Lakshmi Venu Srinivasan Trust (VS Trustee Private Limited as a Trustee)		
Whether the acquirer belongs to Promoter/ Promoter group	Yes		
Name(s) of the Stock Exchange(s) where the shares of TC are Listed	BSE Limited National Stock Exchange of India Limited		
Details of the acquisition/ disposal as follows	Number	% w.r.t. total share/ voting capital wherever applicable (*)	% w.r.t. total diluted share/ voting capital of the TC (**)
Before the acquisition under consideration, holding:			
a) Shares carrying voting rights			
1. Acquirer	-	-	-
2. Sundaram Clayton Limited (" SCL ")	23,87,82,786	50.26%	50.26%
b) Shares in the nature of encumbrance (pledge/ lien/ non-disposal undertaking/ others)	-	-	-
c) Voting rights (VR) otherwise than by shares	-	-	-
d) Warrants/ convertible securities / any other instrument that entitles the acquirer to receive shares carrying voting rights in the TC (specify holding in each category)	-	-	-
e) Total (a+b+c+d)	23,87,82,786	50.26%	50.26%

Details of acquisition/ sale	The Acquirer has indirectly acquired 50.26% of the voting rights in the Target Company. Please see the Note below.		
a) Shares carrying voting rights acquired/ sold			
b) VRs acquired /sold otherwise than by shares			
c) Warrants/ convertible securities/ any other instrument that entitles the acquirer to receive shares carrying voting rights in the TC (specify holding in each category) acquired/sold			
d) Shares encumbered/ invoked / released by the acquirer			
e) Total (a+b+c+d)			
After the acquisition/ sale, holding of:			
a) Shares carrying voting rights			
1. Acquirer	-	-	-
2. Sundaram Clayton Limited ("SCL")	23,87,82,786	50.26%	50.26%
b) Shares encumbered with the acquirer	-	-	-
c) VRs otherwise than by shares	-	-	-
d) Warrants/ convertible securities / any other instrument that entitles the acquirer to receive shares carrying voting rights in the TC (specify holding in each category) after acquisition	-	-	-
e) Total (a+b+c+d)	23,87,82,786	50.26%	50.26%
Mode of acquisition/ sale (e.g. open market/ public issue/ rights issue/ preferential allotment / inter-se transfer/ encumbrance etc.)	Please refer to the Note below.		
Salient features of the securities acquired including till redemption, ratio at which it can be converted into equity shares etc.	Not applicable		
Date of acquisition / sale of shares/ VR or date of receipt of intimation of allotment of shares, whichever is applicable	16 th June 2023		
Equity share capital /total voting capital of the TC before the said acquisition/ sale	47,50,87,114 equity shares of Re.1 each		
Equity share capital/total voting capital of the TC after the said acquisition/ sale	47,50,87,114 equity shares of Re.1 each		
Total diluted share/voting capital of the TC after the said acquisition.	47,50,87,114 equity shares of Re.1 each		

Note: A Composite Scheme of Arrangement amongst Sundaram-Clayton Limited ("SCL"), TVS Holdings Private Limited ("TVSHPL"), VS Investments Private Limited and Sundaram-Clayton DCD Limited and their respective shareholders and creditors which has been sanctioned by the Hon'ble National Company Law Tribunal, Chennai Bench vide its order dated 6th March 2023 ("Scheme"). In terms of the Scheme, TVSHPL amalgamated with SCL effective 16th June 2023 and consequently the equity shares of SCL held by TVSHPL will be cancelled. In this regard, TVSHPL will cease to hold any equity shares in SCL.

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- (3) Mrs Mallika Srinivasan, Promoter Group;
- (4) Dr. Lakshmi Venu, Promoter Group; and
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For VS Trust

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Venu Srinivasan
Trustee

Place : Chennai

Date : 20th June 2023

Part B***

Name of the Target Company: TVS Motor Company Limited

Name(s) of the acquirer and Persons Acting in Concert (PAC) with the acquirer	Whether the acquirer belongs to the promoter / promoter group	
VS Trust (Mr. Venu Srinivasan, Trustee)	Promoter Group	
Mr. Venu Srinivasan	Promoter group	
Mrs. Mallika Srinivasan	Promoter group	
Dr. Lakshmi Venu	Promoter group	
Srinivasan Trust (VS Trustee Private Limited, Trustee)	Promoter group	

For **VS Trust**

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Venu Srinivasan
Trustee

Notes:

(*) Total share capital/ voting capital to be taken as per the latest filing done by the company to the Stock Exchange under Clause 35 of the listing agreement.

(**) Diluted share/voting capital means the total number of shares in the TC assuming full conversion of the outstanding convertible securities/warrants into equity shares of the TC. Outstanding employee stock options/ restricted stock units have not been considered.

(***) Part-B shall be disclosed to the Stock Exchanges but shall not be disseminated