

13th February 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

Dear Sir / Madam,

Subject : Intimation on the publication of advertisements in newspapers in pursuance of listing and trading approval for 190,03,48,456 6% Cumulative Non-Convertible Redeemable Preference Shares ("NCRPS") of INR 10 each

Reference : Our letters dated 4th August 2025, 12th August 2025 and 1st September 2025

This is in reference to our intimation dated 1st September 2025 regarding allotment of 190,03,48,456 6% Cumulative Non-Convertible Redeemable Preference Shares ("**NCRPS**") of the Company by way of bonus, i.e., 4 NCRPS of face value of INR 10 each fully paid up, for every 1 equity share of INR 1 each fully paid up, to each equity shareholder of the Company whose name is recorded in its register of members and/ or records of the concerned depository as on the Record Date 1, i.e., 25th August 2025, in relation to the Scheme of Arrangement between TVS Motor Company Limited ("**Company**") and its shareholders ("**Scheme**") under Sections 230 to 232 and other applicable provisions of the Companies Act, 2013 and approved by Hon'ble National Company Law Tribunal, Chennai Bench vide its order dated 31st July, 2025.

We wish to inform that the necessary application with the BSE Limited ("**BSE**") and the National Stock Exchange of India Limited ("**NSE**") ("hereinafter together with BSE referred as "**Stock Exchanges**") were filed for listing and trading of the abovementioned NCRPS issued pursuant to the Scheme along with an application under Rule 19(7) of the Securities and Contracts (Regulations) Rules, 1957 ("**SCRR**") for seeking relaxation from provisions of Rule 19(2)(b) of SCRR. Further, we wish to inform that we have received the in-principle approvals from the Stock Exchanges and the relaxation from provisions of Rule 19(2)(b) of SCRR from SEBI.

Therefore, in compliance with Part-II Para 5 of Master Circular SEBI/HO/CFD/POD-2/P/CIR/2023/93 dated 20th June, 2023, read with Annexure-XII-A, Part II, Para 1 of Master Circular SEBI/HO/DDHS/DDHS-POD-1/P/CIR/2025/0000000103 dated 11th July, 2025, please find enclosed the copies of advertisements published today, i.e., 13th February 2026 in the following newspapers:

S No	Particulars	Annexure
1.	Business Standard in English - All editions	1
2.	Jansatta in Hindi - All editions	2
3.	Makkal Kural - All editions	3

/2/

The said advertisements are also available at the Company's website viz., www.tvsmotor.com

Thanking you,

Yours truly,

For **TVS MOTOR COMPANY LIMITED**

K S Srinivasan
Company Secretary

Encl.: a/a

TVS MOTOR COMPANY LIMITED

CIN: L35921TN1992PC022845

Registered Office and Corporate Office: "Chaitanya", No.12, Khader Nawaz Khan Road, Nungambakkam, Chennai - 600 006. Tel: 044-2833 2115
Email: contacts@tvsmotor.com | Website: www.tvsmotor.com

STATUTORY ADVERTISEMENT ISSUED IN COMPLIANCE OF PART-II PARA 5 OF MASTER CIRCULAR SEBI/HO/CFD/POD-2/P/CIR/2023/93 DATED JUNE 20, 2023, READ WITH ANNEXURE-XII-A, PART II, PARA 1 OF MASTER CIRCULAR SEBI/HO/ODHS/DDHS-POD-1/P/CIR/2025/000000103 DATED JULY 11, 2025 PURSUANT TO GRANT OF RELAXATION BY SECURITIES AND EXCHANGE BOARD OF INDIA (SEBI) VIDE THEIR LETTER NO. HO/49/12/16(4)2026-CFD-RAC-DCR1 DATED FEBRUARY 9, 2026 FROM THE APPLICABILITY OF THE RULE 19(2)(b) OF THE SECURITIES CONTRACT (REGULATIONS) RULES, 1957.

SCHEME OF ARRANGEMENT BETWEEN TVS MOTOR COMPANY LIMITED AND ITS SHAREHOLDERS

This is reference to the Scheme of Arrangement between TVS Motor Company Limited ("Company") and its shareholders approved under sections 230 to 232 and other applicable provisions of the Companies Act, 2013 ("Scheme"). The Scheme was sanctioned by the Hon'ble National Company Law Tribunal, Chennai ("NCLT") vide order dated July 31, 2025 ("NCLT Order").

The Scheme is divided into III parts, which broadly provides as follows: (i) Part I deals with definitions, share capital and date of taking effect and implementation of the Scheme; (ii) Part II deals with issue of Preference Shares by way of bonus; and (iii) Part III deals with general terms and conditions that would be applicable to the Scheme.

The Company filed the NCLT Order in e-Form INC 28 on August 12, 2025, with the Registrar of Companies, Chennai and the Scheme became effective from August 12, 2025. For more details, Scheme is available on website of the Company at www.tvsmotor.com.

Accordingly, in order to implement Part II of the Scheme, the Scheme Implementation Committee of the Board of Directors of the Company on September 01, 2025 has allotted 190,03,48,456 Cumulative Non-Convertible Redeemable Preference Shares ("NCRPS" / "Preference Shares"), as per the ratio prescribed in the Scheme i.e. 4 NCRPS of face value of INR 10 each fully paid up to each equity shareholder of the Company holding every 1 equity share of INR 1 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 as on Record Date, i.e., August 25, 2025, by way of bonus issue. The NCRPS will be carrying coupon of 6% per annum and were allotted on September 01, 2025 ("Allotment Date").

The NCRPS will be redeemed at par value of ₹ 10 each on the date falling 12 months from the Allotment Date, i.e. September 01, 2025. The NCRPS are proposed to be listed at National Stock Exchange of India Limited ("NSE") and BSE Limited ("BSE") together with NSE referred to as "Stock Exchanges".

The Company has made applications to Stock Exchanges for listing and trading of NCRPS and has received in-principle approval for listing of NCRPS at NSE and BSE vide their letter no. NSE/IST/50825 dated November 21, 2025, and letter no. DCS/AMAL/BW/19/2025-26 dated November 20, 2025, respectively. Further the Company has received exemption letter dated February 9, 2026 from Securities Exchange Board of India (SEBI) under Rule 19(7) of Securities and Contracts (Regulation) Rules 1957 ("SCRR") granting relaxation from provisions of Rule 19(2)(b) of SCRR.

DISCLOSURES IN COMPLIANCE WITH PART-II PARA 5 OF MASTER CIRCULAR SEBI/HO/CFD/POD-2/P/CIR/2023/93 DATED JUNE 20, 2023, READ WITH ANNEXURE-XII-A, PART II, PARA 1 OF MASTER CIRCULAR SEBI/HO/ODHS/DDHS-POD-1/P/CIR/2025/000000103 DATED JULY 11, 2025 PURSUANT TO GRANT OF RELAXATION BY SECURITIES AND EXCHANGE BOARD OF INDIA (SEBI) VIDE THEIR LETTER NO. HO/49/12/16(4)2026-CFD-RAC-DCR1 DATED FEBRUARY 9, 2026 FROM THE APPLICABILITY OF THE RULE 19(2)(b) OF THE SECURITIES CONTRACT (REGULATIONS) RULES, 1957:

a. Name of the Company: TVS Motor Company Limited

b. Address of Registered Office and Corporate Office of Company: Chaitanya, No.12, Khader Nawaz Khan Road, Nungambakkam, Chennai - 600006, Tamil Nadu, India.

c. Details of change of name and/or object clause:

(i) Below are the details of changes in name of the Company:

S.No.	Date	Event / Change	Name after Change	Remarks
1.	June 10, 1992	Incorporation as a private limited company under the Companies Act, 1956	Sundaram Auto Engineers (India) Private Limited	Certificate of Incorporation issued by ROC, Chennai on June 10, 1992
2.	September 4, 1995	Conversion from private limited to public limited company	Sundaram Auto Engineers (India) Limited	Word "Private" deleted from the name
3.	April 25, 2000	Change of name	TVS Suzuki Limited	—
4.	November 7, 2001	Change of name	TVS Motor Company Limited	Present name of the Company

(ii) Below are the details of changes in object clause of the Company:

Year Changes in object clause

2000 A. The main objects to be pursued by the Company on its incorporation are:—

To carry on the business of retail and wholesale dealers in petrol, diesel, gas and oil agents, garage proprietors, repairers, cleaners and stores of taxicab, omni bus, auto-rickshaw, motor car, lorry, and other public or private conveyances and omni bus, motor car, lorry, motor-cycle, scooter, scootercar, moped or other vehicle repairers, garage builders, dealers in automotive components and accessories of all kinds and automobile engines.

To carry on the business of electricians, electrical engineers, electrical contractors and repairers of all electronic equipment used on all types of applications, and manufacturers of all kinds of electrical machinery and electrical apparatus for any purpose whatsoever.

To carry on the business of founders of ferrous and non-ferrous metals, sheet-metal work, press shop apparatus, welding engineers, refrigerator and air conditioning and environmental control system engineers.

(Inserted vide special resolution passed at the extra-ordinary general meeting of the Company held on 24th April 2000)

B. The objects incidental or ancillary to the attainment of the main objects are:—

Subject to the provisions of the Companies Act, 1956, to provide for the welfare of the directors, Trustees and Employees or Ex-Directors, Ex-Trustees or Ex-Employees of the Company and the wives, widows and families or the dependants or connections of such persons, by building or contributing to the building of houses, dwellings, by grants of money, pensions, gratuities, allowances, bonuses or other payments, or by creating and from time to time subscribing or contributing to provident and other associations, institutions, funds or trusts by providing or subscribing or contributing towards places of instruction and recreation and hospitals and dispensaries, medical and other attendance and other assistance as the Company shall think fit and to subscribe or contribute or otherwise assist or to guarantee money to charitable, benevolent, religious, scientific, national or allied institutions, bodies and objects which shall have moral or other claims to the support or aid by the Company either by reason of locality of operation or public and general utility but not for political purposes.

(The words "or otherwise" after the words "general utility" be replaced with the words "but not for political purposes" vide special resolution passed at the extra-ordinary general meeting held on 24th April 2000.)

Other Objects of the Company not included in (A) and (B) are:

1. (i) To carry on and undertake the businesses of trading, hire purchase and leasing company and to finance lease/hire purchase operations of all kinds either singly/jointly/or on a syndication/consortium/participative/lead basis including import leasing / hire purchase, cross border leasing / hire purchase, lease / hire purchase funding, lease / hire management, provide venture capital, vendor plans, purchasing, selling, hiring or letting on hire, all kinds of plant and machinery and equipment that the company may think fit and to assist in financing of all and every kind and description of hire purchase or deferred payment or similar transactions and to subsidise, finance or assist in subsidising or financing the sale or maintenance of any goods, articles or commodities of all and every kind and description upon any terms whatsoever and to purchase or otherwise deal in all forms of immovable and movable property including land and buildings, plant and machinery, equipment, ship, aircraft, automobiles including two wheelers and three wheelers, tractors, tillers, threshers, dryers, motor vehicles of all kinds, engines, generators, computer software and hardware, all types and kinds of appliances, domestic or otherwise, computers and all consumer, commercial and industrial items and to lease or otherwise deal with them in any manner whatsoever including resale thereof, regardless of whether the property purchased and leased be new and I or used.

(ii) To undertake and carry on all operations and transactions in regard to business of any kind in the same way as an individual capitalist may lawfully undertake and carry out and, in particular, the financing of hire purchase contracts relating to property or assets of any description, either fixed or movable, such as houses, lands, vehicles and government bonds.

(iii) To carry on the businesses of finance, foreign exchange, investment company and an investment trust company and to invest in and / or finance and / or promote and / or establish in its own name or as a holding company, or by entering into partnership with others, investment companies, finance companies and brokerage houses, borrow and raise moneys to underwrite, sub-underwrite, to invest in, to acquire and hold, sell, buy or otherwise deal in shares, debentures, debenture stocks, bonds, units, obligations and securities issued or guaranteed by Indian or Foreign Governments, States, Dominions, Sovereigns, Municipalities, or Public Authorities or bodies and shares, stocks, debentures, debenture stocks, bonds, obligations and securities issued and guaranteed by any company, corporation, society, firm or person whether incorporated or established in India or elsewhere but not to do the business of banking as defined in the Banking Regulation Act, 1949.

(iv) To carry on the business of bill discounting, hundi discounting, cheque discounting and discounting of any other type of negotiable instruments and other type of instruments, to purchase, accept, assign debts and to carry on the business of accepting, co-accepting of negotiable instruments and related activities.

(v) To undertake and execute or constitute any trust and to subscribe and act as and to undertake and carry on the office or offices and duties of trustees, custodian trustees, executors, administrators, liquidators, receivers, treasurers, attorneys, nominees and agents and to manage the funds of all kinds of trusts and to render periodic advice on investments, finance, taxation and to invest these funds from time to time in various forms including shares, term loans, debentures etc. and carry on custodial services and as a custodian to send on behalf of clients, the securities for registration of transfers, collect dividends and other returns/incomes and to carry on all other functions as are normally carried on by custodians and to safekeep the securities etc.

(vi) To give advice on or to offer, give, take, circulate and/or otherwise organise, accept or implement, any take-overs, mergers, demergers, amalgamation or acquisitions or schemes for diversification, rehabilitation or restructuring of any business, concern, undertaking, company, body corporate, partnership or other firm or any association of persons, whether incorporated or not, by acquisition of shares or assets and liabilities and whether as a going concern or as a part of the concern or otherwise as may be required, having regard to business exigencies, and to promote or procure the incorporation, formation or setting up of any concern or undertaking whether as Company, body corporate, partnership or any other association of persons for engaging in any industrial, commercial or business activities.

(vii) To carry on the business of money changers and to deal in foreign exchange in cash, traveller's cheques or in any other form.

(viii) To undertake trading dealing in foreign exchange in all markets both domestic and international and to conduct any other activities related to these markets.

(Clause 1 was amended vide special resolution passed at the extra-ordinary general meeting of the Company held on 24th April 2000.)

14. (i) To carry on the business of an investment company and for that purpose to invest in, acquire any shares, stocks, debentures, debenture-stock, bonds, obligations or securities by original subscription, participation in syndicates, tender, purchase, exchange or otherwise and to subscribe for the same whether or not fully paid up, either conditionally or otherwise, to guarantee the subscription thereof and to exercise and enforce all rights and powers conferred by or incidental to the ownership thereof and to advance, deposit or lend money against securities and properties to or with any company, body corporate, firm, person or association or without security and on such terms as may be determined from time to time.

(ii) To accept gift of properties movable or immovable and to deal with such properties in any manner as may seem expedient.

(iii) To act as technical advisors or consultants, investment advisors, financial consultants, management consultants, market surveyors and provide advice, services and consultancy in various fields, such as, general, administrative, commercial, financial, legal, economic, labour, industrial, public relations, scientific, technical, direct and indirect taxation and other levies, statistical, accountancy, quality control, inventory control, data processing, human behaviour, portfolio management, and / or to offer such services or technical know-how and / or management services to any company, body corporate, firm or person or persons and also all merchant banking activities and organising collections and repayment of public deposits to various corporate bodies.

(Clause 14 amended vide special resolution passed at the extra-ordinary general meeting of the Company held on 24th April 2000.)

All other object clauses of the Memorandum of Association were renumbered vide special resolution passed at the extra-ordinary general meeting of the Company held on 24th April 2000

d. Capital structure - pre and post Scheme:

Pre-Scheme:		
Particulars		Amount (In ₹)
Authorised Share Capital		
50,00,00,000 Equity Shares of face value of ₹1 each		50,00,00,000
Total Authorised Share Capital		50,00,00,000
Issued, Subscribed and paid-up share capital		
47,50,87,114 Equity Shares of face value of ₹1 each		47,50,87,114
Total		47,50,87,114

The post-scheme share capital of our Company is set forth below:

Post-Scheme:		
Particulars		Amount (In ₹)
Authorised Share Capital		
50,00,00,000 Equity Shares of face value of ₹1 each		50,00,00,000
200,00,00,000 Cumulative Non-Convertible Redeemable Preference Shares of face value of ₹ 10 each		2000,00,00,000
Total Authorised Share Capital		2050,00,00,000
Issued, Subscribed and paid-up share capital		
47,50,87,114 Equity Shares of face value of ₹ 1 each		47,50,87,114
190,03,48,456 Cumulative Non-Convertible Redeemable Preference Shares of ₹ 10 each		1900,34,84,560
Total		1947,85,71,674

e. Shareholding pattern giving details of its promoter group shareholding, group companies - pre and post Scheme and debt structure - pre and post Scheme:

(i) Details of pre and post Scheme EQUITY shareholding pattern of the Company based on shareholding of the Company as on August 25, 2025, i.e., Record Date under the Scheme:

Sr. No.	Description	Pre-Scheme		Post-Scheme*	
		Number of equity shares	%	Number of equity shares	%
(A) Shareholding of Promoter and Promoter Group					
1	Indian				
a	Promoter	23,87,82,786	50.26	23,87,82,786	50.26
b	Promoter Group	30,000	0.01	30,000	0.01
2	Foreign	-	-	-	-
Total shareholding of Promoter and Promoter Group (A)-(A)(1) + (A)(2)					
(B) Public shareholding					
1	Institutions	19,58,24,160	41.22	19,58,24,160	41.22
2	Non-Institutions	3,99,72,141	8.41	3,99,72,141	8.41
Total (B)=(B)(1) + B(2)					
(C) Shares held by custodians and against which DRs have been issued / Non Promoter- Non Public shareholder					
ESOP Trust		4,78,027	0.10	4,78,027	0.10
Total (C)					
Grand Total (A) + (B) + (C)					

*There has been no change in the Equity shareholding of the Company pursuant to the Scheme.

(ii) Details of pre and post Scheme PREFERENCE shareholding pattern of the Company based on shareholding of the Company as on August 25, 2025, i.e., Record Date under the Scheme:

Sr. No.	Description	Pre-Scheme		Post-Scheme*	
		Number of equity shares	%	Number of equity shares	%
(A) Shareholding of Promoter and Promoter Group					
1	Indian				
A	Promoter	-	-	95,51,31,144	50.26
B	Promoter Group	-	-	1,20,000	0.01
2	Foreign	-	-	-	-
Total shareholding of Promoter and Promoter Group (A)-(A)(1) + (A)(2)					
(B) Public shareholding					
1	Institutions	-	-	78,30,92,640	41.21
2	Non-Institutions	-	-	16,00,92,564	8.42
Total (B)= B(1) + B(2)					
(C) Shares held by custodians and against which DRs have been issued / Non Promoter- Non Public shareholder					
ESOP Trust		-	-	19,12,108	0.10
Total (C)					
Grand Total (A) + (B) + (C)					

Prior to August 25, 2025, i.e., Record Date the Company has not issued any preference shares.

(iii) Details of debt structure of the Company as pre and post Scheme:

Particulars of Debt Securities	Pre-Scheme (principal amount outstanding in ₹ crore)	Post Scheme (principal amount outstanding in ₹ crore)
Non-Convertible Debentures (NCDs)	125.00	125.00
Face value: Rs. 1,00,000		
Coupon rate: Repo rate + 140 Bps		
Allotment Date: March 14, 2023		
Tenure: 3 Years		
Number of NCDs: 12,500		
Non-Convertible Redeemable Preference Shares (NCRPS)	-	1,900.35
Face value: INR 10/- per NCRPS		
Coupon rate: 6% p.a.		
Allotment Date: September 1, 2025		
Tenure: 12 months from the Allotment Date		
Number of NCRPS: 190,03,48,456		
Total	125.00	2,025.35

f. Names of ten largest shareholders of the Company - number and percentage of shares held by each of them, their interest, if any, as on August 25, 2025:

Sr. No.	Name of the Shareholder	Number of Equity Shares	% of total equity holding	Number of Preference Shares	% of total preference holding
1.	TVS Holdings Limited	23,87,82,786	50.26	95,51,31,144	50.26
2.	ICIICI Prudential Balanced Advantage Fund	2,98,53,719	6.28	11,94,14,876	6.28
3.	Axis Mutual Fund	62,89,945	1.32	2,51,59,780	1.32
4.	NPS Trust	61,26,796	1.29	2,45,07,184	1.29
5.	Canara Robeco Mutual Fund	54,28,247	1.14	2,17,12,988	1.14
6.	Euro Pacific Growth Fund	48,72,835	1.02	1,94,91,340	1.02
7.	Government of Singapore	43,77,048	0.92	1,75,08,192	0.92
8.	New World Fund Inc	43,28,977	0.91	1,73,15,908	0.91
9.	SBI Retirement Mutual Fund	36,87,657	0.77	1,47,50,628	0.77
10.	Invesco India Mutual Fund	35,10,178	0.74	1,40,40,712	0.74

For details of ten largest shareholders of the Company - number and percentage of shares, as on December 31, 2025, refer to section titled Capital Structure of the information memorandum dated February 13, 2026 available on website of the Company at www.tvsmotor.com.

g. Name and details of Promoters - educational qualifications, experience, address:

Sr. No.	Name of Promoter	Address	Experience	Educational Qualifications
1.	TVS Holdings Limited (Formerly known as Sundaram-Clayton Limited)	"Chaitanya", No.12, Khader Nawaz Khan Road, Nungambakkam, Chennai - 600006, Tamil Nadu.	Not Applicable	Not Applicable

h. Name and details of Board of Directors (experience including current / past position held in other firms):

Name and other details of director	Brief Profile	Other Directorships
Mr. Sudarshan Venu Designation: Chairman and Managing Director Age: 37 years Appointment Date: February 1, 2013 DIN: 03601690	Mr. Sudarshan Venu, Chairman and Managing Director, holds a Graduate Degree with Honors in the Jerome Fisher Program in Management and Technology from the University of Pennsylvania, USA. He also completed a M.Sc. in International Technology Management from the Warwick Manufacturing Group attached to University of Warwick in U.K. He was awarded a B.S. in Mechanical Engineering from the School of Engineering and Applied Sciences and B.S. in Economics from the Wharton School. He is also the Managing Director of TVS Holdings Ltd, the Holding Company, and Chairman of TVS Credit Services Limited, the Non-Banking Finance arm of the Group. Since taking the helm as Managing Director, Sudarshan has accelerated TVS Motor's growth and transformation. Over the last decade, TVS Motor's revenue has tripled and there has been significant growth in the Company's market share both in India and internationally. The Company has also taken first place in Customer Satisfaction for four years in a row, in the prestigious J. D. Power Awards. Sudarshan has been at the forefront of TVS Motor's global expansion, playing a pivotal role in the Company's growth in Africa, Asia, and Latam. TVS Motor now has a leading position in many of these markets, especially Africa. Sudarshan also spearheaded key acquisitions such as the iconic British brand, Norton Motorcycles. Guided by his vision to continuously shape and evolve mobility to meet future needs, he has also championed electric vehicles and sustainable practices, making TVS a front-runner in India's electric two-wheeler market.	Current Directorships Indian Companies: (i) TVS Holdings Limited; (ii) Coromandel International Limited; (iii) TVS Credit Services Limited; (iv) TVS Electric Mobility Limited; (v) TVS Housing Finance Private Limited; (vi) Galaxy Health Insurance Company Limited; (vii) S. Venu Trustee Private Limited; (viii) VEEYES Charities Foundation; (ix) Cheema Educational Foundation; (x) Jupiter Cultural and Heritage Foundation; (xi) TVS Cheema Scholarship Foundation; (xii) VS Trustee Private Limited Foreign Companies: (i) The Norton Motorcycle Co. Limited, UK; (ii) TVS Motor (Singapore) Pte Limited, (Singapore); (iii) TVS Digital Pte. Ltd., Singapore; (iv) TVS Holdings (Singapore) Pte. Ltd. Past Directorships (i) Swiss E-Mobility Group (Holding) AG; (ii) Swiss E-Mobility Group (Schweiz) AG
Mr. Venu Srinivasan Designation: Chairman Emeritus and Managing Director Age: 73 years Appointment Date: January 27, 2000 DIN: 00051523	Mr. Venu Srinivasan, Chairman Emeritus and Managing Director has made major contribution to the automotive industry and nation building at large for over four decades and has facilitated the Company to emerge as third largest two-wheeler manufacturer in India. His experience and innovative excellence have helped the Company in broadening its product portfolio from time to time and establishing the Company's presence across the globe. His dedication to the transformation of rural India by empowering women in the rural areas that can be seen through his passion towards setting up the Srinivasan Services Trust (SSST), which has touched the lives of 1.6 million people in 2500 villages across	Current Directorships Indian Companies: (i) TVS Holdings Limited; (ii) Sundaram-Clayton Limited; (iii) TVS Electric Mobility Limited; (iv) Sundaram Auto Components Limited; (v) TVS Housing Finance Private Limited; (vi) TATA Sons Private Limited; (vii) TVS Sundram Iyengar & Sons Private Limited; (viii) LV Trustee Private Limited; (ix) S. Venu Trustee Private Limited; (x) VS Trustee Private Limited; (xi) Venu Srinivasan

the country in the last 29 years. He was conferred the Padma Bhushan Award, the third highest civilian award in India, in January 2020. He is the recipient of Deming Distinguished Service Award, granted to individuals who have made outstanding contributions in the dissemination and promotion (overseas award 2019), the Shikawa-Kano Award (2012) by the Asian Network of Quality, the apex body for quality in Asia.

Under his leadership, his companies were awarded the Deming Prize and the Japanese Quality Medal in 2002. He was conferred with "Order of Diplomatic Merit" (Heung - In Medal) by the President of Korea. He was presented with an "Outstanding Institution Builder" Award at the 13th Managing India Awards by AIMA (All India Management Association) for displaying exceptional vision and leadership in building an institution, in 2023. Conferred with lifetime achievement award by CNBC - TV18's India Business Leadership Awards (IBLA) in 2023 and in 2024 Ernst & Young recognized him with the Life Time Achievement award for his decades of entrepreneurial excellence in revolutionizing the two wheeler industry in India. He was honored with the Lifetime Achievement Award by the prestigious ET Awards for Corporate Excellence. The award honors his unparalleled contributions to Indian manufacturing, leadership and corporate social responsibility.

He is the Chairman of TVS Holdings Limited and Chairman Emeritus and Managing Director of Sundaram-Clayton Limited. He also serves on the board of TV Sundram Iyengar & Sons Private Limited, Tata Sons Private Ltd., (Tata Sons) the holding company of the conglomerate Tata Group.

He is the Chairman of InKo Centre (The Indo-Korean Cultural and Information Centre) which is a non-profit society set up in 2006 with support from TVS Motor Company and Hyundai Motor India Limited to promote a sustainable, meaningful intercultural dialogue between India and South Korea.

He has held various important positions in the Indian Industry, such as the President, Confederation of Indian Industry and the President, Society of Indian Automobile Manufacturers.

He is also a Director on the Central Board of Reserve Bank of India; and He is also the vice chairman of various Tata Trusts, India's most respected and largest philanthropic foundation and the majority shareholder of the Tata group.

Mr. Kunnath Narayanan Radhakrishnan

With a career spanning decade in the automobile industry, Radhakrishnan is widely recognised for his customer-centric approach, commitment to quality, technological acumen, exceptional leadership skills and unique ability to connect with people.

He was instrumental in expanding the operations of the Company internationally including setting up a plant in Indonesia in 2007 and entering the three-wheeler segment in 2008.

He is also an Executive Committee Member of the Society of Indian Automobile Manufacturers (SIAM) and chairs the Two Wheeler CEO Council at SIAM.

Current Directorships

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Value Retail Limited (xxvii) Future Capital Financial Services Limited (xxviii) Harbhakti Mot India Private Limited (xxix) Overseas Infrastructure Alliance (India) Private Limited (xxx) Kolak Mahindra Trusteeship Services Limited (xli) The Investment Trust of India Limited (xlii) LIC Pension Fund Limited (xliii) Financial Planning Corporation India Private Limited (xliv) Milestone Capital Advisors Private Limited (xlv) JM Financial Asset Reconstruction Company Limited (xlvi) Mentorcap Management Private Limited (xlvii) Bluevine Technologies Private Limited (xlviii) Quantum Solutions Private Limited (xlix) Fintotal Insights And Resources Private Limited (l) Landmarks Financial Advisory Services Private Limited (li) First Policy Insurance Brokers Private Limited (lii) Cloud Infosolutions Private Limited (liii) Acme Wind Power (Tenkasi) One Private Limited (liv) Warmond Trustees & Executors Private Limited (lv) Ecofirst Services Limited (lvi) Future People Services Limited (lvii) Creative Collaboration Advisors Private Limited (lviii) ESG Minds Private Limited (lix) Desai Harbhakti Consulting Private Limited (lx) Neuse Alliance Corporate Services Private Limited (lxi) For Audit Quality Private Limited (lxii) Financial Planning Supervisory Foundation (lxiii) Next-Gen Finance Enablers

Mr. Balasubramanyam Sriram
 Mr. B Sriram has held several key executive positions in his career including Managing Director & CEO, IDBI Bank Ltd.; Managing Director, State Bank of India and Managing Director, State Bank of Bikaner & Jaipur. He has held various key assignments in the State Bank Group in Credit and Risk, Retail, Operations, IT, Treasury, Investment Banking, International Operations, Payment and Settlement Systems and Small Scale Industry. He was a part-time member of the Insolvency & Bankruptcy Board of India. He is also an External Investment Committee member of British International Investment, UK.

Ms. Kalpana Unadkat
 Ms Kalpana Unadkat is an experienced independent Director with over a decade of boardroom experience and more than 25 years of cross-border legal and governance expertise. Ms Kalpana is a dual-qualified solicitor (India and UK) and was a senior partner at Khaitan & Co. and a former Co-Head of Ashurst's India Practice (London). Ms Kalpana specialises in cross border joint ventures and M&As (international and domestic), and corporate governance laws and offers practical solutions to clients on doing business in India. She is experienced in leading diverse teams in dynamic environments while achieving success in competitive markets. As a leading international M&A lawyer, Ms Kalpana has helped corporates at critical inflection points in their growth journeys including:
 • Structuring and executing strategic acquisitions, joint ventures, and alliances for accelerated expansion.
 • Designing market entry strategies into new geographies and sectors.
 • Overseeing post-acquisition integration to ensure operational alignment and synergy realisation.
 • Advising on divestments and restructuring to refocus on high-growth areas.
 • Supporting organic growth initiatives through strategic partnerships, commercial contracts, and long-term supply agreements.
 Recognised for her ability to bridge governance with strategic execution, Ms Kalpana enables sustainable long-term value creation and strengthens organisational resilience. A mentor to senior executives, she has delivered numerous governance workshops and co-authored research on Women on Boards. Ms Kalpana is a well-recognised expert on Corporate Governance principles. She also advises on board effectiveness, particularly around issues of corporate governance, leadership, organisational climate and decision-making. She has led several workshops and trained more than 200 directors with a comprehensive approach to director development. She regularly acts for international companies and is recognised in independent guides as one of the leading lawyers. Ms Kalpana was the recipient of the Chevening Scholarship - English and EC Commercial Law and Practice. She has also been recognised and awarded:
 • Trailblazer, Women Achiever Awards 2023 by FICCI FLO;
 • The Corporate Governance Lawyer of the Year, India in 2019;
 • The Rising Women of the Year Award in 2019 by Economic Times and Spencer Stuart;
 • The Corporate Governance Lawyer for India Award in 2018 by M&A Today;
 • The Female Lawyer of the Year for 2017 by ACQ Global Law Awards;
 • The Women in Law awards by Lawyer Monthly in 2017; and
 • The Women Super Achiever Award by World HRD congress in 2017.

Current Directorships:
 Indian Companies: (i) Eris Lifesciences Limited; (ii) Avenue Supermarkets Limited; (iii) TVS Credit Services Limited.
 Foreign Companies: (i) TVS Motor (Singapore) Pte.Ltd.
Past Directorships:
 (i) Essel Mining & Industries Limited Limited; (ii) Elpro International Limited; (iii) TVS Housing Finance Private Limited

i. Business Model / Business Overview and Strategy:
 Our Company is engaged in the business of designing, manufacturing, marketing and selling two-wheelers and three-wheelers in Indian and international markets. The Company has global presence and offers a range of products and related services in mobility segment and operates through an integrated network of subsidiaries, associates and distribution partners. The Company is one of the largest manufacturers of two-wheelers in the world by volume. It has a presence in multiple geographies and caters to domestic and export markets. Its operations include research and development, manufacturing, distribution, and after-sales support for mobility products and solutions. Headquartered in Chennai, our Company manufactures and sells two-wheelers and three-wheelers and has presence across all segments of the two-wheeler industry. More than 63 million customers ride a TVS Motor vehicle in India and across nearly 100 countries around the world. We have a nationwide distribution network of over 4,500 certified touch-points, including dealers and Authorised Service Centres and continuously seeks to increase its reach. The Company has a talent pool of more than 5,000 personnel who work out of four state-of-the-art manufacturing facilities at Hosur in Tamil Nadu, Mysore in Karnataka, Nalgonda in Himachal Pradesh, and Karawang in Indonesia. The Company has subsidiaries and associates including The Norton Motorcycle Co. Limited (United Kingdom), and TVS EBike Company AG (Switzerland), which is engaged in the personal e-mobility segment. In its four-decade-long journey, the brand has won many accolades along the way. The Company is the first two-wheeler manufacturer to be conferred with the prestigious Deming Prize for excellence in quality. The Company's various products have led in their respective categories in the J.D. Power IQS and APEAL surveys for five years. For four consecutive years, it was ranked No. 1 in the J.D. Power Customer Service Satisfaction Survey. TVSM is also the first two-wheeler company in India to receive the prestigious TPM Advanced Special Award for all its factories certified by the Japan Institute of Plant Maintenance.

j. Rationale for the Scheme:
 1. The Company had built up substantial surplus reserves, over the years from its retained profits. The surplus reserves are well above the Company's current and likely future business needs.
 2. Further, upon taking into consideration the Company's capability to generate strong free cash flow in the foreseeable future and the surplus reserves being more than what is needed to fund the Company's future growth, the Company is of the view that these excess funds can be optimally utilized to reward its shareholders.
 3. Accordingly, the Company had proposed inter alia, to distribute such funds amongst its shareholders by issuing fully paid up Preference Shares by way of bonus in terms of the Scheme.

4. The Preference Shares will be a listed security and while giving near-cash (traded, encashable) instrument in the hands of shareholders, give increased flexibility to the Company in managing its liquidity until redemption.
 5. In view of the aforesaid factors, the Company has concluded that it can optimally utilize its surplus reserves by distributing a considerable portion of the same to its equity shareholders. In order to maintain high level of corporate governance and transparency, the Company had proposed 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 Scheme is in the interest of the shareholders of the Company and it is not detrimental to the interest of other stakeholders.
k. Audited Financials for the previous three financial years and audit qualifications:
 The standalone and consolidated audited financial statements along with notes to accounts for the last 3 financial years ended March 31, 2025, March 31, 2024 and March 31, 2023 are available on the website of the Company at <https://www.tvsmotor.com/>. Below is the summary of audited financial statements of the Company for the last 3 financial years ended March 31, 2025, March 31, 2024 and March 31, 2023:

(i) Summary of audited financial statements of the Company on standalone basis:

BALANCE SHEET			
	As at 31.03.2025	As at 31.03.2024	As at 31.03.2023
ASSETS			
Non-current assets			
Property, plant and equipment	3,880.22	3,442.18	3,260.17
Capital work in progress*	1,238.82	930.14	627.73
Other intangible assets	466.14	329.67	335.72
Financial assets			
i. Investments	9,038.23	6,828.07	5,491.95
ii. Other financial assets	28.00	152.69	482.54
Deferred Tax Assets (Net)	-	-	-
Other non-current assets ^	229.61	161.67	109.73
Total non-current assets	14,881.02	11,844.42	10,307.84
Current assets			
Inventories	1,725.76	1,370.80	1,236.36
Financial assets			
i. Trade receivables	1,280.06	1,302.14	979.29
ii. Cash and cash equivalents	293.56	485.83	234.35
iii. Bank balances other than (ii) above	264.77	45.13	7.61
iv. Investments	233.19	163.19	191.92
v. Other financial assets	97.55	77.25	62.83
Current tax assets (Net)	-	-	-
Other current assets	1,186.98	773.48	972.19
Total current assets	5,081.87	4,217.82	3,684.55
Total Assets	19,962.89	16,062.24	13,992.39
EQUITY AND LIABILITIES			
Equity			
Equity share capital	47.51	47.51	47.51
Other equity	9,889.14	7,683.53	6,000.34
Total equity	9,936.65	7,731.04	6,047.85
Liabilities			
Non-current liabilities			
Financial liabilities			
i. Borrowings	834.51	986.91	1,211.54
ii. Lease liability	192.63	313.07	313.24
iii. Other Non Current Liabilities	28.00	31.50	37.13
Provisions	255.94	205.87	175.88
Deferred tax liabilities (Net)	265.92	187.05	198.20
Total non-current liabilities	1,577.00	1,724.40	1,935.99
Current liabilities			
Financial liabilities			
i. Borrowings	900.43	526.53	1,033.04
ii. Lease liability	108.39	137.11	105.54
iii. Trade payables	6,153.66	5,112.17	4,130.56
iv. Other financial liabilities	310.92	126.95	121.65
Other current liabilities	754.31	526.63	513.29
Provisions	184.13	143.60	98.54
Current tax liabilities (Net)	37.40	33.81	5.93
Total current liabilities	8,449.24	6,606.80	6,008.55
Total liabilities	10,026.24	8,331.20	7,944.54
Total equity and liabilities	19,962.89	16,062.24	13,992.39

* Includes intangible assets under development
 ^ Includes non current tax assets

(ii) Summary of audited financial statements of the Company on consolidated basis:

BALANCE SHEET			
	As at 31.03.2025	As at 31.03.2024	As at 31.03.2023
ASSETS			
Non-current assets			
Property, plant and equipment #	5,630.12	4,431.82	4,315.10
Capital work in progress *	1,465.45	1,032.95	743.45
Other intangible assets \$	2,014.33	1,459.00	1,432.93
Financial assets			
i. Investments &	732.07	960.00	775.33
ii. Other financial assets @	11,367.23	12,250.07	10,514.35
Deferred Tax Assets (Net)	495.91	394.28	305.73
Other non-current assets ^	247.55	172.33	121.74
Total non-current assets	21,952.66	20,700.45	18,208.63
Current assets			
Inventories	2,416.58	2,248.40	1,921.51
Financial assets			
i. Trade receivables	1,716.75	1,839.42	1,256.42
ii. Cash and cash equivalents	4,115.00	2,355.80	1,851.19
iii. Bank balances other than (ii) above	271.24	69.93	27.92
iv. Investments	515.31	163.19	191.92
v. Other financial assets @	15,419.49	13,619.92	10,466.42
Current tax assets (Net)	-	-	23.89
Other current assets	1,529.93	1,199.46	1,304.34
Total current assets	25,984.25	21,520.01	17,024.28
Total Assets	47,936.91	42,220.46	35,232.91
EQUITY AND LIABILITIES			
Equity			
Equity share capital	47.51	47.51	47.51
Other equity	9,394.76	7,463.60	5,862.34
Total equity	9,442.27	7,511.11	5,909.85
Liabilities			
Non-current liabilities			
Financial liabilities			
i. Borrowings	13,932.68	12,629.32	9,064.08
ii. Lease liability	751.83	503.68	563.51
iii. Other non-current liabilities	28.00	31.50	37.14
Provisions	322.57	270.18	231.26
Deferred tax liabilities (Net)	285.02	196.46	208.37
Total non-current liabilities	15,321.10	13,631.14	10,104.36
Current liabilities			
Financial liabilities			
i. Borrowings	13,683.08	12,657.30	12,562.15
ii. Lease liability	241.12	215.40	185.84
iii. Trade payables	7,561.26	6,638.22	5,096.67
iv. Other financial liabilities	400.39	459.58	355.60
Other current liabilities	1,029.62	906.49	886.65
Provisions	218.27	166.64	115.74
Current tax liabilities (Net)	39.80	34.58	16.05
Total current liabilities	23,173.54	21,078.21	19,218.70
Total liabilities	38,494.64	34,709.35	29,323.06
Total equity and liabilities	47,936.91	42,220.46	35,232.91

Includes investment properties
 * Includes intangible assets under development
 ^ Includes non current assets
 \$ Includes Goodwill on consolidation
 @ Includes Loans (receivable from financing activity)
 | Includes Investments accounted using equity method
 | Includes Non controlling interest

(iii) Limited reviewed standalone financial results of the Company for nine months period ended December 31, 2025:

STATEMENT OF PROFIT AND LOSS		Nine months ended 31.12.2025	
Income			
Revenue from operations		34,462.69	
Other income		-15.05	
Total Income		34,447.64	
Expenses			
Cost of materials consumed +		24,213.33	
Changes in inventories of finished goods, work-in-process and Stock-in-Trade		305.26	
Employee benefit expenses		1,804.38	
Finance costs		144.78	
Depreciation and amortisation expense		651.88	
Other expenses		3,733.99	
Total expenses		30,853.62	
Profit before exceptional items and tax		3,594.02	
Exceptional items - income / (expense)		-41.37	
Profit before tax		3,552.65	
Income tax expense		-	
Current tax		886.03	
Deferred tax charge/(credit)		41.57	
Profit for the year		2,625.05	
Other comprehensive income			
Items that will not be reclassified to profit and loss			
Remeasurement of post employment benefit obligations		-2.91	
Change in fair value of equity instruments		161.25	
Income tax relating to these items		-19.48	
Items that will be reclassified to profit and loss			
Transactions relating to Derivative instruments		-2.46	
Income tax relating to these items		0.82	
Other comprehensive income for the year, net of tax		137.02	
Total comprehensive income for the year		2,762.07	
Earnings per share			
Basic & Diluted earnings per share		55.25	

* Includes purchase of stock in trade

(iv) STATEMENT OF CASH FLOWS

	Year ended 31.03.2025	Year ended 31.03.2024	Year ended 31.03.2023
A. CASH FLOW FROM OPERATING ACTIVITIES			
Net profit before tax	744.60	3,628.79	2,780.66
Add: Depreciation and amortisation for the year	700.35	700.35	631.23
Loss on sale / scrapping of property, plant and equipment	-	-	-
Profit on sale of property, plant and equipment	-8.42	-2.63	-2.82
Unrealised exchange (gain) / loss *	9.88	6.07	0.62
Dividend income	-100.27	-2.61	-2.25
Interest income	-19.87	-18.88	-6.21
Fair value of financial assets & financial liabilities	78.27	26.93	-61.69
Interest expense ^	171.47	181.63	140.66
Profit on sale of investments	-1.15	-145.39	-22.01
Operating profit before working capital changes	874.51	745.47	677.53
Adjustments for:			
Inventories	-354.96	-134.44	-113.68
Trade Receivables	10.94	-329.85	-11.01
Other financial assets	-231.76	-24.68	-23.23
Other non-current assets	10.31	-53.76	7.39
Other current assets	-413.50	198.71	-248.24
Trade Payables	1,042.68	977.79	104.82
Provisions	95.14	52.98	2.60
Other financial liabilities (excluding current maturities of debt)	205.06	5.14	-3.72
Other current liabilities	229.81	15.46	79.64
Cash generated from operations	5,097.02	4,233.48	2,475.47
Direct taxes paid	-831.35	-616.19	-482.61
Net cash from operating activities (A)	4,265.67	3,617.29	1,992.86
B. CASH FLOW FROM INVESTING ACTIVITIES			
Additions to property, plant and equipment (including Capital work in progress)	-1,798.47	-1,088.81	-1,015.56
Sale of property, plant and equipment	18.76	33.31	18.74
Purchase of investments \$	-2,263.78	-1,490.99	-1,322.15
Sale of investments	53.66	630.88	-
Investment in Term deposits	-	-	-
Closure of Term deposits	-	-	-
Interest received	16.74	17.37	4.92
Dividend received	100.27	1.98	2.25
Net Cash from/(used in) investing activities (B)	-3,870.82	-1,896.26	-2,311.80
C. CASH FLOW FROM FINANCING ACTIVITIES			
Net Borrowings:			
Term loans availed/(repaid)	219.99	-289.49	347.59
Short term borrowings availed/ (repaid)	-	-440.00	310.00
Interest paid	-138.42	-213.73	-137.10
Dividend and dividend tax paid	-475.09	-380.07	-291.81
Repayment of lease liabilities #	-193.60	-146.26	-4.14
Net cash inflow/ (outflow) from financing activities (C)	-587.12	-1,469.55	224.54
NET INCREASE / (DECREASE) IN CASH AND CASH EQUIVALENTS (A+B+C)	-192.27	251.48	-94.40
Cash and cash equivalents at the beginning of the year			
Cash and Bank balances	485.83	234.35	328.75
Cash credit balance	-	485.83	-
Cash and cash equivalents at the end of the year	293.56	485.83	234.35
Cash and Bank balances	-	293.56	-
Cash credit balance	-	-	234.35

* Includes Gain on pre closure
 ^ Includes share based payment expenses
 \$ Includes share application money paid
 # Included Purchase of treasury shares by ESOP Trust and Other bank balances

(v) STATEMENT OF CASH FLOWS

	Year ended 31.03.2025	Year ended 31.03.2024	Year ended 31.03.2023
A. CASH FLOW FROM OPERATING ACTIVITIES			
Net profit before tax	744.60	3,628.79	2,780.66
Add: Depreciation and amortisation for the year	700.35	700.35	631.23
Loss on sale/scrapping of property, plant and equipment	-	-	-
Profit on sale of property, plant and equipment</			

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Limited reviewed consolidated financial results of the Company for nine months period ended December 31, 2025:

STATEMENT OF PROFIT AND LOSS		Nine months ended 31.12.2025	
		(₹ In Crore)	
Income			
Revenue from operations		41,016.79	
Other income		15.36	
Total income		41,032.15	
Expenses			
Cost of materials consumed *		24,981.37	
Changes in inventories of finished goods, work-in-process and Stock-in-Trade		372.96	
Employee benefit expenses		3,240.52	
Finance costs		1,664.00	
Depreciation and amortisation expense		958.10	
Other expenses		6,215.52	
Total expenses		37,432.47	
Profit before exceptional items and tax		3,599.68	
Exceptional items - income / (expense) ^		-76.07	
Profit before tax		3,523.61	
Income tax expense			
Current tax		1167.38	
Deferred tax charge/(credit) @		-10.85	
Profit for the year		2,366.88	
Other comprehensive income			
Items that will not be reclassified to profit and loss			
Remeasurement of post employment benefit obligations		-12.15	
Change in fair value of equity instruments \$		165.31	
Income tax relating to these items		-18.18	
Items that will be reclassified to profit and loss			
Transactions relating to Derivative Instruments & Income tax relating to these items		171.64	
Other comprehensive income for the year, net of tax		307.46	
Total comprehensive income for the year #		2,674.34	
Earnings per share			
Basic & Diluted earnings per share		47.29	

* Includes purchase of stock in trade

^ Includes Share of net profit/(loss) from associates using equity method and profit before tax from discontinued operations

\$ Includes Share of other comprehensive income of an associate

& Includes FCTR

Includes NCI portion

I Includes Current tax from Discontinued operations

@ Includes tax from Discontinued operations

STATEMENT OF PROFIT AND LOSS		Year ended 31.03.2025		
		Year ended 31.03.2024	Year ended 31.03.2023	Year ended 31.03.2022
Income				
Revenue from operations		44,089.01	36,778.82	31,973.99
Other income		69.56	105.82	138.00
Total income		44,158.57	38,884.64	32,111.99
Expenses				
Cost of materials consumed *		26,803.06	24,593.59	20,987.19
Changes in inventories of finished goods, work-in-process and Stock-in-Trade		-79.22	-323.37	-140.93
Employee benefit expenses		3,580.88	3,297.72	2,890.25
Finance costs		2,093.25	1,916.60	1,367.89
Depreciation and amortisation expense		1,045.56	856.15	858.86
Other expenses		7,135.57	5,732.86	4,170.10
Total expenses		40,579.10	36,173.55	30,133.36
Profit before exceptional items and tax		3,579.47	2,711.09	1,978.63
Exceptional items - income / (expense) ^		-51.63	-8.17	-42.60
Profit before tax		3,527.84	2,702.92	1,936.03
Income tax expense				
Current tax		1,192.80	1,012.63	703.46
Deferred tax charge/(credit) @		-44.77	-88.25	-76.89
Profit for the year		2,379.81	1,778.54	1,309.46
Other comprehensive income				
Items that will not be reclassified to profit and loss				
Remeasurement of post employment benefit obligations		-4.35	-28.42	-27.82
Change in fair value of equity instruments \$		23.27	0.33	-13.52
Income tax relating to these items		-1.78	3.93	10.38
Items that will be reclassified to profit and loss				
Transactions relating to Derivative Instruments & Income tax relating to these items		30.26	-35.55	95.02
Other comprehensive income for the year, net of tax		47.22	-53.47	59.28
Total comprehensive income for the year #		2,427.03	1,725.07	1,368.74
Earnings per share				
Basic & Diluted earnings per share		47.05	35.50	27.97

* Includes Purchases of stock in trade

^ Includes Share of net profit / (loss) from associates using equity method and Profit before tax from Discontinued operations

\$ Includes Share of other comprehensive income of an associate

& Includes FCTR

Includes NCI portion

I Includes Current tax from Discontinued operations

@ Includes tax from Discontinued operations

I. Latest restated audited financials along with notes to accounts and any audit qualifications. Not Applicable

m. Change in accounting policies in the last three years and their effect on profits and reserves. There has been no change in accounting policies by the Company in last three years.

n. Summary table of contingent liabilities: The details of contingent liabilities are as follows:

Details		Year ended 31.03.2025		
		Year ended 31.03.2024	Year ended 31.03.2023	Year ended 31.03.2022
(a) Claims against the company not acknowledged as debts:				
(i) Excise		23.90	23.89	52.44
(ii) Service tax		7.17	8.08	8.65
(iii) Customs		-	-	39.67
(iv) Sales tax		-	2.00	2.74
(v) Income tax		48.07	54.99	73.67
(vi) GST		55.03	16.28	3.46
(vii) Legal cases filed by customers		-	-	4.04
(viii) Legal cases filed by borrowers against the Company		13.15	6.15	-
(b) Other money for which the company is contingently liable:				
(i) On bills discounted with banks		330.98	250.99	146.91
(ii) On factoring arrangements		-	-	-
(c) Commitments:				
(i) Estimated amount of contracts remaining to be executed on capital account and not provided for		343.18	252.41	281.43
(ii) On Investments		-	1.88	3.90
(iii) Undrawn loans sanctioned to customers by financial enterprises		41.29	63.47	43.58
(iv) Estimated indemnity amount on account of tax paid due to interpretational difference in GST tax rate		15.94	15.94	-
(d) Other commitments:				
On import of capital goods under Export Promotion Capital Goods Scheme		-	-	-
Total		878.71	696.08	660.49

* The future cash flows on the above items are determinable only on receipt of the decisions/judgments that are pending at various forums/authorities. The future cash flows on the above items are determinable only on receipt of the decisions/judgments that are pending at various forums/authorities.

o. Summary table of related party transactions in last 3 years as disclosed in the restated financial statements:

For details of the related party transactions for the last three financial years ended March 31, 2025, March 31, 2024 and March 31, 2023 in accordance with the requirements under Ind AS 24 "Related Party Disclosures" notified under Section 133 of the Companies Act read with the Companies (Indian Accounting Standards) Rules 2015, as amended from time to time, see section titled "Financial Information" of the Information Memorandum issued by the Company. Further refer to Information Memorandum: (i) page F41 - Note 35; (ii) page F79 - Note 41; (iii) page F111 - Note 34; (iv) page F148 - Note 39; (v) page F181 - Note 34; (vi) page F220 - Note 39 for related party transactions: (i) for the period ended March 31, 2025 on standalone basis; (ii) for the period ended March 31, 2025 on consolidated basis; (iii) for the period ended March 31, 2024 on standalone basis; (iv) for the period ended March 31, 2024 on consolidated basis; (v) for the period ended March 31, 2023 on standalone basis; (vi) for the period ended March 31, 2023 on consolidated basis, respectively. The Information Memorandum is uploaded to the website of the Company at www.tvsmotor.com.

p. Details of its other group companies including their capital structure and financial statements: In terms of SEBI (Issue And Listing of Non-Convertible Securities) Regulations, 2021 ("NCS Regulations") the term "group companies" includes (i) such companies, other than promoters(s), subsidiary/subsidiaries, with which there were related party transactions, during the period for which financial information is disclosed in the offer documents, as covered under the applicable accounting standards and (ii) other companies as considered material by the board of the issuer. Accordingly, all such companies which our Company had related party transactions as per the last three years audited financial statements have been considered group companies in terms of NCS Regulations. Based on the above following is the summary of capital structure and financials of the identified group companies:

STATEMENT OF PROFIT AND LOSS		Year ended 31.03.2025		
		Year ended 31.03.2024	Year ended 31.03.2023	Year ended 31.03.2022
Authorised share capital (₹ Cr)		81.48	80.60	71.83
Paid-up Equity (₹ Cr)		77.26	76.80	71.09
Reserves & Surplus (₹ Cr)		289.75	270.05	334.34
Revenue from Operations (₹ Cr)		32.33	15.08	8.67
Profit After Tax (₹ Cr)		(116.01)	(61.86)	(7.40)
EPS (₹)		(202)	(107)	(13)
Net Asset Value per Equity Share (₹)		637	602	703

Ultraviolette Automotive Private Limited was incorporated on 18th December 2015 as a private limited company under the Companies Act 2013 at RoC - Bangalore, bearing CIN - U34102KA2015PTC084804. The company was born out of the unique vision of creating top-of-the-line mobility solutions, that's driven by progressive design and energy efficient technology. Ultraviolette Automotive is developing India's first ecosystem of high-performance electric vehicles and future-ready energy infrastructure. The financial information derived from last three years audited financial statements of the Company is given below:

STATEMENT OF PROFIT AND LOSS		Year ended 31.03.2025		
		Year ended 31.03.2024	Year ended 31.03.2023	Year ended 31.03.2022
Authorised share capital (₹ Cr)		81.48	80.60	71.83
Paid-up Equity (₹ Cr)		77.26	76.80	71.09
Reserves & Surplus (₹ Cr)		289.75	270.05	334.34
Revenue from Operations (₹ Cr)		32.33	15.08	8.67
Profit After Tax (₹ Cr)		(116.01)	(61.86)	(7.40)
EPS (₹)		(202)	(107)	(13)
Net Asset Value per Equity Share (₹)		637	602	703

DriveX Mobility Private Limited was incorporated on 1st April 2020 as a Private Limited Company under the Companies Act 2013, at RoC - Coimbatore, bearing CIN - U63040T2020PTC033680. The Company is engaged in business of buying, refurbishing and selling of pre-owned two wheelers and trading in automobile spare parts, accessories and engine oils. The financial information derived from last three years audited financial statements of the Company is given below:

STATEMENT OF PROFIT AND LOSS		Year ended 31.03.2025		
		Year ended 31.03.2024	Year ended 31.03.2023	Year ended 31.03.2022
Authorised share capital (₹ Cr)		1.60	1.60	1.60
Paid-up Equity (₹ Cr)		0.02	0.02	0.02
Reserves & Surplus (₹ Cr)		36.93	43.28	74.24
Revenue from Operations (₹ Cr)		59.97	33.99	5.79
Profit After Tax (₹ Cr)		(46.33)	(30.98)	(11.12)
EPS (₹)		(22,540.18)	(15,314.03)	(7,544.86)
Net Asset Value per Equity Share (₹)		15,758.80	21,396.41	36,702.02

TVS Emerald Limited (formerly known as Emerald Haven Realty Limited) was incorporated on 2nd June 2010 as a Public Limited Company under the Companies Act, 1956, at RoC - Chennai, bearing CIN - U45200TN2010PLC075953. The Company is engaged in business of real estate. The financial information derived from last three years audited financial statements of the Company is given below:

STATEMENT OF PROFIT AND LOSS		Year ended 31.03.2025		
		Year ended 31.03.2024	Year ended 31.03.2023	Year ended 31.03.2022
Authorised share capital (₹ Cr)		265.00	265.00	265.00
Paid-up Equity (₹ Cr)		255.44	255.44	255.44
Reserves & Surplus (₹ Cr)		(49.92)	(14.52)	(11.41)
Revenue from Operations (₹ Cr)		232.00	81.20	22.60
Profit After Tax (₹ Cr)		(35.40)	(3.12)	(31.00)
EPS (₹)		(1.39)	(0.12)	(1.33)
Net Asset Value per Equity Share (₹) (excludes Instruments in the nature of equity like CCD, OCD)		7.92	9.33	9.51

TVS Digital Limited was incorporated on 22nd March 2010 as a Private Limited Company under the Companies Act 1956, at RoC - Chennai, bearing CIN - U70101TN2010PTC075027 and was later made a public company with alteration to the main objects in 2024 and the CIN as on date is U62090TN2010PLC075027. The Company is engaged in business of digital transformation, software designing, development, customization, implementation, maintenance, testing and bench marking, software and business consulting, training, designing, developing, digitalization, process automation and dealing in computer software and solutions. The financial information derived from last three years audited financial statements of the Company is given below:

STATEMENT OF PROFIT AND LOSS		Year ended 31.03.2025		
		Year ended 31.03.2024	Year ended 31.03.2023	Year ended 31.03.2022
Authorised share capital (₹ Cr)		3.05	3.05	0.05
Paid-up Equity (₹ Cr)		3.05	3.05	0.05
Reserves & Surplus (₹ Cr)		1.59	1.09	0.85
Revenue from Operations (₹ Cr)		27.82	3.85	0.07
Profit After Tax (₹ Cr)		0.50	0.27	0.03
EPS (₹)		1.65	9.06	5.02
Net Asset Value per Equity Share (₹)		15.23	13.58	180.74

TVS Training & Services Limited was incorporated on 22nd March 2010, as a Private Limited Company under the Companies Act 1956, at RoC - Chennai, bearing CIN - U74990TN2010PLC075028. The Company is engaged in business of providing, establishing, maintain, run, develop and manage or take over and administer schools, colleges, or other bodies or institutions and imparting skill development training. The financial information derived from last three years audited financial statements of the Company is given below:

STATEMENT OF PROFIT AND LOSS		Year ended 31.03.2025		
		Year ended 31.03.2024	Year ended 31.03.2023	Year ended 31.03.2022
Authorised share capital (₹ Cr)		12.50	12.50	12.50
Paid-up Equity (₹ Cr)		9.05	9.05	9.05
Reserves & Surplus (₹ Cr)		6.49	8.58	8.17
Revenue from Operations (₹ Cr)		184.23	103.59	43.04
Profit After Tax (₹ Cr)		(2.11)	0.32	0.63
EPS (₹)		(2.33)	0.70	0.70
Net Asset Value per Equity Share (₹)		17.17	19.48	19.03

Sundaram - Clayton Limited was incorporated on 29th August, 2017, as TVS Commodity Financial Solutions Private Limited under the Companies Act, 2013. Pursuant to the approval of the shareholders by way of a special resolution passed on 4th February, 2022, the Company was renamed Sundaram-Clayton DCD Private Limited, and a fresh certificate of incorporation was issued on 8th February, 2022. Subsequently, the Company was converted into a public limited company and renamed Sundaram-Clayton DCD Limited, following shareholder approval dated 10th February, 2022, with a revised certificate issued on 24th February, 2022. Thereafter, under a Composite Scheme of Arrangement approved by the Hon'ble NCLT, Chennai Bench, on 6th March, 2023, the manufacturing business of TVS Holdings Limited was merged, transferred, and vested into the Company with effect from 11th August, 2023 ("Demerger"), and the Company was simultaneously renamed Sundaram-Clayton Limited, with a fresh certificate dated 30th August, 2023, bearing CIN: L51100TN2017PLC118316. The Company had not commenced operations prior to the Demerger; post-Demerger, it is engaged in the manufacture of auto components. The detailed financial reports are available at: <https://www.sundaram-clayton.com/Reports.htm>, and the information derived from the audited financial statements for the last three years is given below:

STATEMENT OF PROFIT AND LOSS		Year ended 31.03.2025		
		Year ended 31.03.2024	Year ended 31.03.2023	Year ended 31.03.2022
Authorised share capital (₹ Cr)		15.00	15.00	0.0025
Paid-up Equity (₹ Cr)		11.02	10.12	0.0025
Reserves & Surplus (₹ Cr)		1,413.06	787.49	(0.014)
Revenue from Operations (₹ Cr)		2,109.14	1,341.92	(0.014)
Profit After Tax (₹ Cr)		257.92	64.52	(0.0012)
EPS (₹)		122.23	31.89	(0.00)
Net Asset Value per Equity Share (₹)		645.96	394.23	(44.48)

Emerald Haven Development Limited was incorporated on 9th July 2008 as a Public Limited Company under the Companies Act, 1956, at RoC - Chennai, bearing CIN - U45200TN2008PLC068511. The Company is engaged in business of real estate development. The financial information derived from last three years audited financial statements of the Company is given below:

STATEMENT OF PROFIT AND LOSS		Year ended 31.03.2025		
		Year ended 31.03.2024	Year ended 31.03.2023	Year ended 31.03.2022
Authorised share capital (₹ Cr)		60.00	60.00	60.00
Paid-up Equity (₹ Cr)		57.19	57.19	57.19
Reserves & Surplus (₹ Cr)		8.53	14.88	12.18
Revenue from Operations (₹ Cr)		1.69	149.29	16.95
Profit After Tax (₹ Cr)		(6.35)	2.70	(25.10)
EPS (₹)		(1.11)	0.47	(4.39)
Net Asset Value per Equity Share (₹)		11.49	12.60	12.13

Veeyes Charities Foundation was incorporated on 20th August 2021 as a Private Limited Company (Not for Profit Limited by Guarantee) under the Companies Act 2013, at RoC - Chennai, bearing CIN - U69030TN2021NPL145610. The Company is engaged in providing financial assistance and relief to the needy and poor, irrespective of caste,

SHAILY Engineering Plastics Ltd. CIN : L51900GJ1980PLC065554
 Registered Office : Survey No.364 / 366,
 At & PO : Rania, Taluka : Savli, Dist : Vadodara - 391 780.
 Email : investors@shaily.com Website : www.shaily.com

Extract of Unaudited Consolidated Financial Results for the Quarter and Nine months ended December 31, 2025

Sr No	Particulars	(₹ in Lakhs)			
		3 months ended 31/12/2025	Nine Months ended 31/12/2025	Corresponding 3 months ended 31/12/2024 in the previous year	Year ended 31/03/2025
		(Unaudited)	(Unaudited)	(Unaudited)	(Audited)
1	Total Income from Operations	25,057.04	75,795.34	19,801.86	78,911.85
2	Net Profit / (Loss) for the period (before Tax, Exceptional and Extraordinary items)	4,951.24	17,029.06	3,150.94	11,927.53
3	Net Profit / (Loss) for the period before tax (after Exceptional and Extraordinary items)	4,951.24	17,029.06	3,150.94	11,927.53
4	Net Profit / (Loss) for the period after tax (after Exceptional and Extraordinary items)	3,738.06	12,975.47	2,519.70	9,311.90
5	Total Comprehensive Income for the period after tax	3,555.72	13,180.39	2,219.87	9,131.30
6	Equity Share Capital	919.10	919.10	919.05	919.10
7	Reserves excluding Revaluation Reserves as per Audited Balance Sheet of the previous accounting year	-	-	-	53,849.68
8	Earnings Per Share (of ₹ 2/- each) (for continuing and discontinued operations)				
	Basic (₹)	8.13	28.24	5.49	20.29
	Diluted (₹)	8.11	28.15	5.47	20.23

Extract of Unaudited Standalone Financial Results for the Quarter and Nine months ended December 31, 2025

Sr No	Particulars	(₹ in Lakhs)			
		3 months ended 31/12/2025	Nine Months ended 31/12/2025	Corresponding 3 months ended 31/12/2024 in the previous year	Year ended 31/03/2025
		(Unaudited)	(Unaudited)	(Unaudited)	(Audited)
1	Total Income from Operations	23,661.54	70,136.35	18,674.76	74,555.06
2	Net Profit / (Loss) for the period (before Tax, Exceptional and Extraordinary items)	4,776.50	15,091.27	2,444.96	9,465.81
3	Net Profit / (Loss) for the period before tax (after Exceptional and Extraordinary items)	4,776.50	15,091.27	2,444.96	9,465.81
4	Net Profit / (Loss) for the period after tax (after Exceptional and Extraordinary items)	3,563.65	11,263.89	1,813.72	7,091.01
5	Total Comprehensive Income for the period after tax	3,297.28	10,981.45	1,700.84	6,753.41
6	Equity Share Capital	919.10	919.10	919.05	919.10
7	Reserves excluding Revaluation Reserves as per Audited Balance Sheet of the previous accounting year	-	-	-	48,702.75
8	Earnings Per Share (of ₹ 2/- each) (for continuing and discontinued operations)				
	Basic (₹)	7.75	24.51	3.95	15.45
	Diluted (₹)	7.73	24.43	3.94	15.40

- Notes :**
- The above financial results have been reviewed by the Audit Committee and approved by the Board of Directors of the Company in their respective meetings held on February 12, 2026. The Statutory Auditors of the Company have carried out Limited review of the said results.
 - The above financial results of the Company have been prepared in accordance with the recognition and measurement principles laid down in Indian Accounting Standard 34 "Interim financial reporting" (Ind AS 34) prescribed under Section 133 of the Companies Act, 2013 (the "Act") read with relevant rules issued thereunder, other accounting principles generally accepted in India and in compliance with Regulation 33 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015 (Listing Regulations), as amended.
 - During the year ended March 31, 2025, the Company has allotted 87,583 equity shares (quarter ended March 31, 2025 2,416 equity shares) of ₹ 2/- each to the option granted upon exercise of Option under the Company's ESOP Plan 2019. Pursuant to this allotment, the paid up equity share capital of the Company has increased from 45,867,510 equity shares of ₹ 2/- each to 45,955,093 equity shares of ₹ 2/- each.
 - In accordance with 'Ind AS 108 - Operating Segments', the Company operates in one business segment i.e. 'Manufacturing of customised components of plastic and other materials'.
 - The consolidated financial results of the company include information of wholly owned subsidiaries Shaily Innovations Limited (formerly known as Shaily (UK) Ltd) and Shaily Innovation FZCO for quarter ended December 31, 2025.
 - On 21 November 2025, the Government of India notified the four Labour Codes - the Code on wages, 2019, the Industrial Relations Code, 2020, the Code on Social Security, 2020, and the Occupational Safety, Health and Working Conditions Code, 2020 (collectively referred to as New Labour Codes) - consolidating 29 existing labour laws. The Ministry of Labour & Employment published draft Central Rules and FAQs to enable assessment of the financial impact due to changes in regulations. The Company has reassessed its employee benefit obligations in accordance with the revised definition of wages and FAQs issued by The Ministry of Labour & Employment. Accordingly, an incremental liability of ₹ 90 lakhs towards gratuity has been recognised during the quarter and nine months ended 31 December 2025. The Company continues to monitor the finalisation of Central / State Rules and clarifications from the Government on other aspects of the Labour Code and would provide appropriate accounting effect on the basis of such developments as needed.
 - During the year, the Company has invested AED 100,000 in its wholly owned subsidiary in Dubai, viz., Shaily Innovations FZCO (on 28th June '25).
 - The above is an extract of the detailed format of Financial Results filed with the Stock Exchange under Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The full format of the Quarterly Financial Results are available on the Company website i.e. www.shaily.com and the Stock Exchange website i.e. www.bseindia.com and www.nseindia.com.
 - The same can be accessed by scanning the QR Code provided below.



Place : Vadodara
Date : February 12, 2026

For and on behalf of the Board of Directors
For Shaily Engineering Plastics Limited
Sd/-
Tilottama Sanghvi
Whole-Time Director
DIN : 00190481

SCOOBEE DAY GARMENTS (INDIA) LIMITED
 (Formerly Known as Victory Paper And Boards (India) Limited)
 CIN:L27100KL1994PLC008083
 Regd. Office : 666/12, Anna Aluminium Building, Kizhakkambalam, Aluva, Ernakulam, Kerala, India - 683 562
 Web:www.scoobeedaygarments.com, E-mail:info@scoobeedaygarments.com, Tel.0484 2680701
EXTRACT OF UNAUDITED STANDALONE FINANCIAL RESULTS FOR THE QUARTER AND NINE MONTHS ENDED DECEMBER 31,2025 IN COMPLIANCE WITH INDIAN ACCOUNTING STANDARDS (IND AS)

SL No	Particulars	Three Months Ended			Nine Months Ended		Year Ended
		31.12.2025 (Unaudited)	30.09.2025 (Unaudited)	31.12.2024 (Unaudited)	31.12.2025 (Unaudited)	31.12.2024 (Unaudited)	31.03.2025 (Audited)
1	Total Income from operations	657.36	499.47	1,116.14	2,734.34	2,518.97	4,710.70
2	Net Profit / (Loss) for the period (before tax Exceptional and/or Extraordinary items)	(340.40)	(308.94)	6.04	(532.09)	(163.77)	54.88
3	Net Profit / (Loss) for the period before tax (after Exceptional and/or Extraordinary items)	(340.40)	(308.94)	6.04	(532.09)	52.82	271.47
4	Net Profit / (Loss) for the period after tax (after Exceptional and/or Extraordinary items)	(255.29)	(231.32)	6.46	(399.25)	42.17	190.98
5	Total Comprehensive Income for the period (Comprising Profit/(Loss) for the period (after tax) and other Comprehensive Income (after tax)	(255.76)	(231.80)	7.07	(400.66)	43.99	189.28
6	Equity Share Capital	1,692.00	1,350.00	1,350.00	1,692.00	1,350.00	1,350.00
7	Reserves (excluding Revaluation Reserve) as shown in the Audited Balance Sheet of the previous year.	-	-	-	-	-	(856.90)
		As on 31.12.2025	As on 30.09.2025	As on 31.12.2024	As on 31.12.2025	As on 31.12.2024	As on 31.03.2025
8	Earnings Per Share (of Rs.10/- each) (for continuing and discontinued operations):-						
	Basic :	(1.56)	(1.71)	0.05	(2.76)	0.31	1.41
	Diluted:	(1.56)	(1.71)	0.05	(2.76)	0.31	1.41

Note:-
 1. The above Unaudited financial results for the Quarter and nine months ended December 31, 2025 have been reviewed and recommended by the Audit committee and subsequently approved by the board of directors at their respective meetings held on 12-02-2026.
 2. The Unaudited Financial Results have been prepared in accordance with IND AS, notified under section 133 of the Companies Act, 2013 read with Companies (Indian Accounting Standards) Rules, 2015, as amended from time to time, and other accounting principles generally accepted in India and in compliance with Regulation 33 of SEBI (Listing Obligation and Disclosure Requirement) Regulation 2015, as amended.
 3. The above is an extract of the detailed format of Quarter ended financial results filed with the Stock Exchanges under Regulation 33 of the Listing Regulations. The full format of the financial results are available on the websites of the Stock Exchange(s) (www.bseindia.com) and the company (www.scoobeedaygarments.com). The full results can be accessed by scanning below QR Code

By order of the Board
Sd/-
K L V NARAYANAN
Managing Director
DIN:01273573

Place : Kizhakkambalam
Date : 12.02.2026

TENDER CARE — Advertorial

INDIAN OVERSEAS BANK EXPANDS FOOTPRINT IN UP WITH 6 NEW BRANCHES ON 90TH FOUNDATION DAY

Indian Overseas Bank (IOB) marked its 90th Foundation Day with the inauguration of six new branches across Eastern Uttar Pradesh, further strengthening its presence and customer outreach in the region. New branches were opened at Bhathat, Taramandal, Gorakhnath, and Sahjanwa in Gorakhpur District, Pharenda in Maharajganj District, and Padrauna in Kushi Nagar District. The expansion reflects the Bank's commitment to enhancing banking access, promoting financial inclusion, and delivering quality services to customers across emerging and high-potential locations. The branch inaugurations were carried out under the guidance and leadership of Mr. Rajnish Kumar Gaurava, Chief Regional Manager, Varanasi Region, whose strategic vision has played a pivotal role in the Bank's regional growth initiatives. Speaking on the occasion, Mr. Gaurava highlighted the significance of IOB's continued expansion in Uttar Pradesh and reiterated the Bank's dedication to offering customer-centric digital and traditional banking solutions. He expressed confidence that the newly opened branches would cater effectively to the banking needs of local residents, traders, farmers, and small businesses. With the addition of these six branches, Indian Overseas Bank further accelerates its mission of empowering communities and supporting socio-economic development as it enters its 90th year of service to the nation.



STATE BANK OF INDIA EXPANDS BANKING OUTREACH WITH INAUGURATION OF NEW BRANCH AT D ANTHAPURA

State Bank of India (SBI), continues to reaffirm its strong commitment to the welfare of society and inclusive growth through various developmental and customer-centric initiatives. Expanding its banking footprint in unbanked and underserved areas remains one of the Bank's prime responsibilities. In this context, SBI Administrative Office (AO), Ballari, inaugurated a new branch at D Anthapura, an area that was previously unbanked with no formal banking presence. With the opening of this branch, the total number of branches under SBI AO Ballari has increased from 247 to 248, further strengthening financial inclusion in the region. The branch was inaugurated by Bangalore Circle Chief General Manager, Smt. Joohi Smita Sinha, in the august presence of Ballari District Member of Parliament, Sri E. Tukaram. The event was also graced by SBI General Manager, Smt. Lekha Menon G, Deputy General Manager, AO Ballari, Sri Alok Chandra, and Regional Manager, Sri Ravi B. Meshram, along with other senior bank officials. Addressing the gathering, CGM Smt. Joohi Smita Sinha highlighted the wide range of initiatives undertaken by SBI branches, including loan facilities, deposit schemes, social welfare schemes, and insurance products. She encouraged the residents to actively avail themselves of these services to meet their financial needs and improve their overall financial well-being. Sri E. Tukaram, Hon'ble Member of Parliament, urged the people of D Anthapura and surrounding villages to make full use of SBI's presence in the village.



MD, DFCCIL, REVIEWS GATI SHAKTI CARGO TERMINALS ON WESTERN DFC TO FAST-TRACK COMMISSIONING

Shri Praveen Kumar, Managing Director, Dedicated Freight Corridor Corporation of India Limited (DFCCIL), led a high-level field visit and on-site inspection of key Gati Shakti Multimodal Cargo Terminals (GCTs) along the Western Dedicated Freight Corridor (WDFC) on 10.02.2026 (Tuesday). The inspection was conducted onboard a railcar, enabling close and real-time assessment of the corridor section and terminal infrastructure. The visit aimed at reviewing ground-level execution, identifying operational and infrastructure bottlenecks, and accelerating the commissioning of GCTs to strengthen India's trade and logistics ecosystem under the PM Gati Shakti National Master Plan. During the inspection, the Managing Director held detailed interactions with GCT operators to assess construction progress, infrastructure readiness, operational preparedness, and support required for early commissioning. Shri Praveen Kumar reviewed the status of proposed and ongoing Gati Shakti terminals across multiple locations and issued clear directions to expedite infrastructure and construction works. The inspection was attended by senior DFCCIL officials including Sh. Shobhit Bhatnagar, Director (OP&BD); Sh. Anurag Sharma, Director (Infra); and Shri Manish Kumar Awasthi, Executive Director (Infra). Key Officers from the Corporate Office, including Sh. S.P. Verma, GGM (BD & BA); Sh. Prashant Kumar, GGM (Mechanical); Sh. Vijay Kumar, JGM (Operations); Sh. Chandra Shekhar, DGM (BD), and Sh. Rakesh Kr. AM/OP also accompanied the team. Officers from field units, led by Sh. Anurag Yadav, CGM (Noida), along with Sh. Shripal Yadav, Dy. CPM (S&T), Noida; Sh. Sanjay Gupta, Dy. CPM (Civil); and Sh. Balbir Lamba, JGM (Mech), Jaipur, and other senior officials from Civil, Electrical, S&T, and Operations departments of Noida and Jaipur Units, were present during the inspection.



MECL PARTICIPATES IN ADVANTAGE VIDARBHA 2026 AT NAGPUR

Mineral Exploration & Consultancy Limited (MECL), a Government of India enterprise under the Ministry of Mines, participated in Advantage Vidarbha 2026, held at the RTMNU Campus, Amravati-Ambazari Road, Nagpur. The event brought together representatives from government, industry, and academia to deliberate on opportunities for industrial development and investment in the Vidarbha region, including the mineral and drilling sector. During the event, Shri Indra Dev Narayan, Chairman-cum-Managing Director, MECL, delivered a keynote address on 08 February 2026 on the theme "Vidarbha: Emerging Hub for Critical Minerals and Rare Earth Elements." In his address, he highlighted the mineral potential of the Vidarbha region, particularly in critical minerals and rare earth elements and outlined MECL's role in scientific mineral exploration and drilling activities, with emphasis on sustainable and technology-driven approaches.



...continued from previous page

- o. Cyber Risk:**
 The Company is increasingly reliant on digital technologies and interconnected systems for its operations, including manufacturing, supply chain management, customer engagement, and financial transactions. This dependence exposes the Company to cyber threats such as data breaches, ransomware attacks, phishing, and other forms of cyber intrusion. A successful cyber attack could lead to unauthorized access to sensitive business information, disruption of operations, reputational damage, and financial loss. Additionally, as regulatory frameworks around data protection and cyber security evolve, non-compliance could result in penalties and legal liabilities. While the Company has implemented cyber security measures and continues to invest in strengthening its digital infrastructure, these measures may not be sufficient to prevent all cyber incidents. The increasing sophistication of cyber threats poses a persistent risk to the Company's business continuity and stakeholder trust.
- p. Unaudited Financial Results**
 The Information Memorandum includes unaudited standalone and consolidated financial results for the nine months ended December 31, 2025. As the unaudited financial results prepared by the Company have been subject only to a limited review and as described in Standard on Review Engagements (SRE) 2410, "Review of Interim Financial Information Performed by the Independent Auditor of the Entity" issued by the ICAI. Any reliance by the investors on such limited review financial information for the nine months ended December 31, 2025, should, accordingly, be limited. Any financial results published in the future may not be consistent with past performance. Accordingly, the investors should rely on their independent examination of our financial position and results of operations, and should not place undue reliance on, or base their investment decision solely on the financial information included in this Information Document.

- r. Outstanding litigations and defaults of the transferee entity, promoters, directors or any of the group companies:**
 There is no transferee entity, pursuant to the Scheme. The details of the outstanding litigations and defaults of the Company, Promoters, Directors or any of the group companies, are available in the Information Memorandum in the section titled "Outstanding Litigations". The Information Memorandum is uploaded on website of the Company at www.tvsmotor.com.
- s. Regulatory Action, if any - disciplinary action taken by SEBI or Stock Exchanges against the Promoters in last 5 financial years;**
 NIL
- t. Brief details of outstanding criminal proceedings against the Promoters:**
 Nil
- u. Particulars of high, low and average prices of the shares of the listed transferor entity during the preceding three years:**
 The Part II of the Scheme deals with issue of Preference Shares by way of bonus. Therefore, there is no listed transferor entity involved. Nevertheless, below are the details of high, low and average prices of EQUITY shares of the Company in preceding three years:

Period	NSE		
	High (in ₹)	Low (in ₹)	Average Price (in ₹)
FY 2025	2,958.00	1,873.00	2,432.01
FY 2024	2,313.45	1,073.00	1,614.87
FY 2023	1,176.90	589.05	944.24

Period	BSE		
	High (in ₹)	Low (in ₹)	Average Price (in ₹)
FY 2025	2,958.15	1,873.05	2,431.85
FY 2024	2,313.90	1,075.00	1,614.87
FY 2023	1,177.00	589.10	944.35

v. Any material development after the date of the balance sheet:
 Other than as disclosed elsewhere in the Information Memorandum or the audited financial statements since April 01, 2025 till the date of filing this advertisement, there have been no event/ development or change having implications on the financials/credit quality (e.g., any material regulatory proceedings against the Company/ Promoter/ Directors, litigations resulting in material liabilities, corporate restructuring event etc.) which may affect the issue or the investor's decision to continue to invest in NCRPS. The Information Memorandum is available on the website of the Company at www.tvsmotor.com.

w. Such other information as may be specified by the Board from time to time:
 For further details on issue of NCRPS by the Company pursuant to the Scheme, please refer to Information Memorandum available on the website of the Company at www.tvsmotor.com. Capitalized terms not defined herein shall have the meaning as prescribed in the Information Memorandum.

For and on behalf of TVS Motor Company Limited
Sd/-
Date : 13.02.2026
Place : Chennai
K S Srinivasan
Company Secretary and Compliance Officer

TVS MOTOR COMPANY LIMITED TVS

CIN: L35921TN1992PLC022845 Registered Office and Corporate Office: "Chaitanya", No.12, Khader Nawaz Khan Road, Nungambakkam, Chennai - 600 006, Tel: 044-2833 2115

STATUTORY ADVERTISEMENT ISSUED IN COMPLIANCE OF PART-II PARA 5 OF MASTER CIRCULAR SEBI/HO/CFD/POD-2/P/CIR/2023/93 DATED JUNE 20, 2023, READ WITH ANNEXURE-XI-A, PART II, PARA 1 OF MASTER CIRCULAR SEBI/HO/DDHS/DDHS-POD-1/P/CIR/2025/000000103 DATED JULY 11, 2025 PURSUANT TO GRANT OF RELAXATION BY SECURITIES AND EXCHANGE BOARD OF INDIA (SEBI) VIDE THEIR LETTER NO. HO/49/12/16(4)2026-CFD-RAC-DCR1 DATED FEBRUARY 9, 2026 FROM THE APPLICABILITY OF THE RULE 19(2)(b) OF THE SECURITIES CONTRACT (REGULATIONS) RULES, 1957.

SCHEME OF ARRANGEMENT BETWEEN TVS MOTOR COMPANY LIMITED AND ITS SHAREHOLDERS

This is reference to the Scheme of Arrangement between TVS Motor Company Limited ("Company") and its shareholders approved under sections 230 to 232 and other applicable provisions of the Companies Act, 2013 ("Scheme"). The Scheme was sanctioned by the Hon'ble National Company Law Tribunal, Chennai ("NCLT") vide order dated July 31, 2025 ("NCLT Order").

The Scheme is divided into III parts, which broadly provides as follows: (i) Part I deals with definitions, share capital and date of taking effect and implementation of the Scheme; (ii) Part II deals with issue of Preference Shares by way of bonus; and (iii) Part III deals with general terms and conditions that would be applicable to the Scheme.

The Company filed the NCLT Order in e-Form INC 28 on August 12, 2025, with the Registrar of Companies, Chennai and the Scheme became effective from August 12, 2025. For more details, Scheme is available on website of the Company at www.tvsmotor.com.

Accordingly, in order to implement Part II of the Scheme, the Scheme Implementation Committee of the Board of Directors of the Company on September 01, 2025 has allotted 190,03,48,456 Cumulative Non-Convertible Redeemable Preference Shares ("NCRPS" / "Preference Shares"), as per the ratio prescribed in the Scheme i.e., NCRPS of face value of INR 10 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 as on Record Date, i.e., August 25, 2025, by way of bonus issue. The NCRPS will be carrying coupon of 6% per annum and were allotted on September 01, 2025 ("Allotment Date").

The NCRPS will be redeemed at par value of ₹ 10 each on the date falling 12 months from the Allotment Date, i.e. September 01, 2026. The NCRPS are proposed to be listed at National Stock Exchange of India Limited ("NSE") and BSE Limited ("BSE") together with NSE referred to as "Stock Exchanges".

The Company has made applications to Stock Exchanges for listing and trading of NCRPS and has received in-principle approval for listing of NCRPS at NSE and BSE vide their letter no. NSE/LIST/50825 dated November 21, 2025, and letter no. DCS/AAML/BW/IPS/19/2025-26 dated November 29, 2025, respectively. Further the Company has received exemption letter dated February 9, 2026 from Securities Exchange Board of India ("SEBI") under Rule 19(7) of Securities and Contracts (Regulation) Rules 1957 ("SCRR") granting relaxation from provisions of Rule 19(2)(b) of SCRR.

DISCLOSURES IN COMPLIANCE WITH PART-II PARA 5 OF MASTER CIRCULAR SEBI/HO/CFD/POD-2/P/CIR/2023/93 DATED JUNE 20, 2023, READ WITH ANNEXURE-XI-A, PART II, PARA 1 OF MASTER CIRCULAR SEBI/HO/DDHS/DDHS-POD-1/P/CIR/2025/000000103 DATED JULY 11, 2025 PURSUANT TO GRANT OF RELAXATION BY SECURITIES AND EXCHANGE BOARD OF INDIA (SEBI) VIDE THEIR LETTER NO. HO/49/12/16(4)2026-CFD-RAC-DCR1 DATED FEBRUARY 9, 2026 FROM THE APPLICABILITY OF THE RULE 19(2)(b) OF THE SECURITIES CONTRACT (REGULATIONS) RULES, 1957:

a. Name of the Company: TVS Motor Company Limited b. Address of Registered Office and Corporate Office of Company: Chaitanya, No.12, Khader Nawaz Khan Road, Nungambakkam, Chennai - 600006, Tamil Nadu, India.

c. Details of change of name and/or object clause: (i) Below are the details of changes in name of the Company:

Table with 5 columns: S.No., Date, Event/Change, Name after Change, Remarks. It lists the company's name changes from Sundaram Auto Engineers to TVS Motor Company Limited.

(ii) Below are the details of changes in object clause of the Company:

Table with 2 columns: Year, Changes in object clause. It details the expansion of the company's business objects from retail and wholesale dealers to include manufacturing and other services.

Subject to the provisions of the Companies Act, 1956, to provide for the welfare of the directors, Trustees and Employees or Ex-Directors, Ex-Trustees or Ex-Employees of the Company and the wives, widows and families or the dependants or connections of such persons, by building or contributing to the building of houses, dwellings, by grants of money, pensions, gratuities, allowances, bonuses or other payments, or by creating and from time to time subscribing or contributing to provident and other associations, institutions, funds or trusts and by providing or subscribing or contributing towards places of instruction and recreation or hospitals or dispensaries, medical and other attendance and other assistance as the Company shall think fit and to subscribe or contribute or otherwise assist or to guarantee money to charitable, benevolent, religious, scientific, national or allied institutions, bodies and objects which shall have moral or other claims to the support or aid by the Company either by reason of locality of operation or public and general utility but not for political purposes.

(The words "or otherwise" after the words "general utility" be replaced with the words "but not for political purposes" vide special resolution passed at the extra-ordinary general meeting held on 24th April 2000).

Other Objects of the Company not included in (A) and (B) are:

1. (i) To carry on and undertake the businesses of trading, hire purchase and leasing company and to finance, lease/hire purchase, operations of all kinds either singly/jointly/through a syndication/consortium/partnership or private basis including import leasing (hire purchase, cross border leasing, hire purchase, lease / hire purchase funding, lease / hire management, provide venture capital, vendor plans, purchasing, selling, hiring or letting on hire, all kinds of plant and machinery and equipment that the company may think fit and to assist in financing of all and every kind and description of hire purchase or deferred payment or similar transactions and to subsidize, finance or assist in subsidizing or financing the sale or maintenance of any goods, articles or commodities of all and every kind and description upon any terms whatsoever and to purchase or otherwise deal in all forms of immovable and movable property including land and buildings, plant and machinery, equipment, ship, aircraft, automobiles including two wheelers and three wheelers, tractors, lifters, threshers, dryers, motor vehicles of all kinds, engines, generators, computer software and hardware, all types and kinds of appliances, domestic or otherwise, computers and all consumer, commercial and industrial items and to lease or otherwise deal with them in any manner whatsoever including resale thereof, regardless of whether the property purchased and leased be new and / or used.

(ii) To undertake and carry on all operations and transactions in regard to business of any kind in the same way as an individual capitalist may lawfully undertake and carry out and, in particular, the financing of hire purchase contracts relating to property or assets of any description, either fixed or movable, such as houses, lands, vehicles and government bonds.

(iii) To carry on the businesses of finance, foreign exchange, investment company and an investment trust company and to invest in and / or finance and / or promote and / or establish in its own name or as a holding company, or by entering into partnership with others, investment companies, finance companies and brokerage houses, borrow and raise monies to underwrite, sub-underwrite, to invest in, to acquire and hold, sell, buy or otherwise deal in shares, debentures, debenture stocks, bonds, units, obligations and securities issued or guaranteed by (Indian or Foreign Governments, States, Dominions, Sovereigns, Municipalities, or Public Authorities or bodies and states, stocks, debentures, debenture stocks, bonds, obligations and securities issued and guaranteed by any company, corporation, society, firm or person whether incorporated or established in India or elsewhere but not to do the business of banking as defined in the Banking Regulation Act, 1949

(iv) To carry on the business of bill discounting, promissory discounting, cheque discounting and discounting of any other type of negotiable instruments and other type of instruments, to purchase, accept, assign debts and to carry on the business of accepting, co-accepting or negotiable instruments and related activities.

(v) To undertake and execute or constitute any trust and to subscribe and act as and to undertake and carry on the office or offices and duties of trustees, custodian trustees, executors, administrators, liquidators, receivers, treasurers, attorneys, nominees and agents and to manage the funds of all kinds of trusts and to render periodic advice on investments, finance, taxation and to invest these funds from time to time in various forms including shares, term loans, debentures etc. and carry on custodial services and as a custodian to send on behalf of clients, the securities for registration of transfers, collect dividends and other returns/incomes and to carry on all other functions as are normally carried on by custodians and to safekeep the securities etc.

(vi) To give advice on or to offer, give, take, circulate and/or otherwise organise, accept or implement, any take-overs, mergers, demergers, amalgamation or acquisitions or schemes for diversification, rehabilitation or restructuring of any business, concern, undertaking, company, body corporate, partnership or other firm or any association of persons, whether incorporated or not, by acquisition of shares or assets and liabilities and whether as a going concern or as a part of the concern or otherwise as may be required, having regard to business exigencies, and to promote or procure the incorporation, formation or setting up of any concern or undertaking whether as Company, body corporate, partnership or any other association of persons for engaging in any industrial, commercial or business activities.

(vii) To carry on the business of money changers and to deal in foreign exchange in cash, traveller's cheques or in any other form.

(viii) To undertake trading dealing in foreign exchange in all markets both domestic and international and to conduct any other activities related to these markets.

(Clause 1 was amended vide special resolution passed at the extra-ordinary general meeting of the Company held on 24th April 2000).

14. (i) To carry on the business of an investment company and for that purpose to invest in, acquire any shares, stocks, debentures, debenture-stock, bonds, obligations or securities by original subscription, participation in syndicates, tender, purchase, exchange or otherwise and to subscribe for the same whether or not fully paid up, either conditionally or otherwise, to guarantee the subscription thereof and to exercise and enforce all rights and powers conferred by or incidental to the ownership thereof and to advance, deposit or lend money against securities and properties to or with any company, body corporate, firm, person or association or without security and on such terms as may be determined from time to time.

(ii) To accept gift of properties movable or immovable and to deal with such properties in any manner as may seem expedient.

(iii) To act as technical advisors or consultants, investment advisors, financial consultants, management consultants, market surveyors and provide advice, services and consultancy in various fields, such as, general administrative, commercial, financial, legal, economic, labour, industrial, public relations, scientific, technical, direct and indirect taxation and other levies, statistical, accountancy, quality control, inventory control, data processing, human behaviour, portfolio management, and / or to offer such services or technical know-how and / or management services to any company, body corporate, firm or person or persons and also all merchant banking activities and organising collections and repayment of public deposits to various corporate bodies.

(Clause 14 amended vide special resolution passed at the extra-ordinary general meeting of the Company held on 24th April 2000).

All other object clauses of the Memorandum of Association were renumbered vide special resolution passed at the extra-ordinary general meeting of the Company held on 24th April 2000

d. Capital structure - pre and post Scheme:

Table showing capital structure details for Pre-Scheme and Post-Scheme, including Authorized Share Capital, Issued, Subscribed and paid-up share capital, and Total.

e. Shareholding pattern giving details of its promoter group shareholding, group companies - pre and post Scheme and debt structure - pre and post Scheme:

(i). Details of pre and post Scheme EQUITY shareholding pattern of the Company based on shareholding of the Company as on August 25, 2025, i.e., Record Date under the Scheme:

Table showing equity shareholding details for Pre-Scheme and Post-Scheme, categorized by Promoter and Public shareholding.

*There has been no change in the Equity shareholding of the Company pursuant to the Scheme.

(ii). Details of pre and post Scheme PREFERENCE shareholding pattern of the Company based on shareholding of the Company as on August 25, 2025, i.e., Record Date under the Scheme:

Table showing preference shareholding details for Pre-Scheme and Post-Scheme, categorized by Promoter and Public shareholding.

Prior to August 25, 2025, i.e., Record Date the Company has not issued any preference shares.

(iii) Details of debt structure of the Company as pre and post Scheme:

Table showing debt structure details for Pre-Scheme and Post-Scheme, including Non-Convertible Debentures (NCDs) and Non-Convertible Redeemable Preference Shares (NCRPS).

f. Names of ten largest shareholders of the Company- number and percentage of shares held by each of them, their interest, if any, as on August 25, 2025:

Table listing the names of the ten largest shareholders, their equity shares, percentage of total equity holding, number of preference shares, and percentage of total preference holding.

For details of ten largest shareholders of the Company - number and percentage of shares, as on December 31, 2025, refer to section titled Capital Structure of the information memorandum dated February 13, 2026 available on website of the Company at www.tvsmotor.com

g. Name and details of Promoters - educational qualifications, experience, address:

Table providing details of the promoter TVS Holdings Limited, including name, address, experience, and educational qualifications.

h. Name and details of Board of Directors (experience including current / past position held in other firms):

Table providing details of the Board of Directors, including names, brief profiles, and other directorships.

the country in the last 29 years. He was conferred the Padma Bhushan Award, the third Highest civilian award in India, in January 2020. He is the recipient of Deming Distinguished Service Award, granted to individuals who have made outstanding contributions in the dissemination and promotion (overseas award 2019), the Ishikawa-Kano Award (2012) by the Asian Network of Quality, the apex body for quality in Asia.

Under his leadership, his companies were awarded the Deming Prize and the Japanese Quality Medal in 2002; He was conferred with "Order of Diplomatic Merit" (Heung - In Medal by the President of Korea. He was presented with an "Outstanding Institution Builder" Award at the 13th Managing India Awards by AIMA (All India Management Association) for displaying exceptional vision and leadership in building an institution, in 2023. Conferred with lifetime achievement award by CNBC - TV18's India Business Leadership Awards (IBLA) in 2023 and in 2024 Ernst & Young recognized him with the Life Time Achievement award for his decades of entrepreneurial excellence in revolutionizing the two wheeler industry in India. He was honored with the Lifetime Achievement Award by the prestigious ET Awards for Corporate Excellence. The award honors his unparalleled contributions to Indian manufacturing, leadership and corporate social responsibility.

He is the Chairman of TVS Holdings Limited and Chairman Emeritus and Managing Director of Sundaram-Clayton Limited. He also serves on the board of TV Sundaram Iyengar & Sons Private Limited, Tata Sons Private Ltd., (Tata Sons) the holding company of the conglomerate Tata Group.

He is the Chairman of InKo Centre (The Indo-Korean Cultural and Information Centre) which is a non-profit society set up in 2006 with support from TVS Motor Company and Hyundai Motor India Limited to promote a sustainable, meaningful intercultural dialogue between India and South Korea.

He has held various important positions in the Indian industry, such as the President, Confederation of Indian Industry and the President, Society of Indian Automobile Manufacturers.

He is also a Director on the Central Board of Reserve Bank of India, and He is also the vice chairman of various Tata Trusts, India's most respected and largest philanthropic foundation and the majority shareholder of the Tata group.

Mr. Kunnath Narayanan Radhakrishnan: With a career spanning decade in the automobile industry, Radhakrishnan is widely recognised for his customer-centric approach, commitment to quality, technological acumen, exceptional leadership skills and unique ability to connect with people.

Mr. Vijay Sankar: Mr. Vijay Sankar holds Master's in Business Administration from the J. K. Somaiya Graduate School of Management, Northwestern University, and is also a qualified Chartered Accountant.

Mr. Shailesh Haribhakti: Mr. Shailesh Haribhakti is a globally recognized thought leader, serial innovator, and sustainability evangelist. A pioneer in Environmental, Social, and Governance (ESG) principles, he has dedicated his life to addressing two of humanity's greatest challenges: inequality and climate change.

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Value Retail Limited (xxvii) Future Capital Financial Services Limited (xxviii) Haribhakti Moti India Private Limited (xxix) Overseas Infrastructure Alliance (India) Private Limited (xxx) Kotak Mahindra Trusteeship Services Limited (xli) The Investment Trust of India Limited (XLII) LIC Pension Fund Limited (XLIII) Financial Planning Corporation India Private Limited (XLIV) Milestone Capital Advisors Private Limited (XLV) JM Financial Asset Reconstruction Company Limited (XLVI) Mentorap Management Private Limited (XLVII) Bluevine Technologies Private Limited (XLVIII) Quadrum Solutions Private Limited (XLIX) Fintotal Insights And Resources Private Limited (L) Landmarks Financial Advisory Services Private Limited (LI) First Policy Insurance Brokers Private Limited (LII) Cloud Infosolutions Private Limited (LIII) Acme Wind Power (Tanks) Over Private Limited (LIV) Warmond Trustee & Executors Private Limited (LV) Ecofirst Services Limited (LVI) Future People Services Limited (LVII) Creative Collaboration Advisors Private Limited (LVIII) ESG Minds Private Limited (LIX) Desai Haribhakti Consulting Private Limited (LX) Naue Allianz Corporate Services Private Limited (LXI) For Audit Quality Private Limited (LXII) Financial Planning Supervisory Foundation (LXIII) Next-Gen Finance Enablers

Mr. Balasubramanyam Sriram
 Designation: Independent Director
 Age: 67 years
 Appointment Date: January 24, 2023
 DIN: 02993708

Mr. B. Sriram has held several key executive positions in his career including Managing Director & CEO, IDBI Bank Ltd.; Managing Director, State Bank of India and Managing Director, State Bank of Bikaner & Jaipur. He has held various key assignments in the State Bank Group in Credit and Risk, Retail, Operations, IT, Treasury, Investment Banking, International Operations, Payment and Settlement Systems and Small Scale Industry. He was a part-time member of the Insolvency & Bankruptcy Board of India. He is also an External Investment Committee member of British International Investment, UK.

Ms. Kalpana Unadkat
 Designation: Independent Director
 Age: 55 years
 Appointment Date: December 15, 2025
 DIN: 02490816

Ms. Kalpana Unadkat is an experienced Independent Director with over a decade of boardroom experience and more than 25 years of cross-border legal and governance expertise. Ms. Kalpana is a dual-qualified solicitor (India and UK) and was a senior partner at Khaitan & Co. and a former Co-Head of Ashurst's India Practice (London). Ms. Kalpana specialises in cross border joint ventures and M&As (international and domestic) and corporate governance laws and offers practical solutions to clients on doing business in India. She is experienced in leading diverse teams in dynamic environments while achieving success in competitive markets. As a leading international M&A lawyer, Ms. Kalpana has helped corporates at critical inflection points in their growth journeys including:

- Structuring and executing strategic acquisitions, joint ventures, and alliances for accelerated expansion.
- Designing market entry strategies into new geographies and sectors.
- Overseeing post-acquisition integration to ensure operational alignment and synergy realisation.
- Advising on divestments and restructuring to refocus on high-growth areas.
- Supporting organic growth initiatives through strategic partnerships, commercial contracts, and long-term supply agreements.

Recognised for her ability to bridge governance with strategic execution, Ms. Kalpana enables sustainable long-term value creation and strengthens organisational resilience. A mentor to senior executives, she has delivered numerous governance workshops and co-authored research on Women on Boards.

Ms. Kalpana is a well-recognised expert on Corporate Governance principles. She also advises on board effectiveness, particularly around issues of corporate governance, leadership, organisational climate and decision-making. She has led several workshops and trained more than 200 directors with a comprehensive approach to director development.

She regularly acts for international companies and is recognised in independent guides as one of the leading lawyers.

Ms. Kalpana was the recipient of the Chevening Scholarship - English and EC Commercial Law and Practice. She has also been recognised and awarded:

- Tribalstar, Woman Achiever Awards 2023 by FICCI/FLQ.
- The Corporate Governance Lawyer of the Year, India in 2019.
- The Rising Women of the Year Award in 2019 by Economic Times and Spencer Stuart.
- The Corporate Governance Lawyer for India Award in 2018 by M&A Today.
- The Female Lawyer of the Year for 2017 by ACQ Global Awards.
- The Women in Law awards by Lawyer Monthly in 2017, and
- The Women Super Achiever Award by World HRD Congress in 2017.

Business Model / Business Overview and Strategy:
 Our Company is engaged in the business of designing, manufacturing, marketing and selling two-wheelers and three-wheelers in Indian and international markets. The Company has global presence and offers a range of products and related services in mobility segment and operates through an integrated network of subsidiaries, associates and distribution partners.

The Company is one of the largest manufacturers of two-wheelers in the world by volume. It has a presence in multiple geographies and caters to domestic and export markets. Its operations include research and development, manufacturing, distribution, and after-sales support for mobility products and solutions.

Headquartered in Chennai, our Company manufactures and sells two-wheelers and three-wheelers and has presence across all segments of the two-wheeler industry. More than 63 million customers ride a TVS Motor vehicle in India and across nearly 100 countries around the world.

We have a nationwide distribution network of over 4,500 certified touch-points, including dealers and Authorised Service Centres and continuously seeks to increase its reach. The Company has a talent pool of more than 5,000 personnel who work out of four state-of-the-art manufacturing facilities at Hosur in Tamil Nadu, Mysore in Karnataka, Nalagarh in Himachal Pradesh, and Karawang in Indonesia.

The Company has subsidiaries and associates including The Norton Motorcycle Co. Limited (United Kingdom), and TVS EBike Company AG (Switzerland), which is engaged in the personal e-mobility segment.

In its four-decade-long journey, the brand has won many accolades along the way. The Company is the first two-wheeler manufacturer to be conferred with the prestigious Dering Prize for excellence in quality. The Company's various products have led in their respective categories in the J.D. Power (QS) and APEAL surveys for five years. For four consecutive years, it was ranked No. 1 in the J.D. Power Customer Service Satisfaction Survey. TVSM is also the first two-wheeler company in India to receive the prestigious TPM Advanced Special Award for all its factories certified by the Japan Institute of Plant Maintenance.

Rationale for the Scheme:

- The Company had built up substantial surplus reserves, over the years from its retained profits. The surplus reserves are well above the Company's current and likely future business needs.
- Further, upon taking into consideration the Company's capability to generate strong free cash flow in the foreseeable future and the surplus reserves being more than what is needed to fund the Company's future growth, the Company is of the view that these excess funds can be optimally utilized to reward its shareholders.
- Accordingly, the Company had proposed inter alia, to distribute such funds amongst its shareholders by issuing fully paid up Preference Shares by way of bonus in terms of the Scheme.

4. The Preference Shares will be a listed security and while giving near-cash (traded, encashable) instrument in the hands of shareholders, give increased flexibility to the Company in managing its liquidity until redemption.

5. In view of the aforesaid factors, the Company has concluded that it can optimally utilize its surplus reserves by distributing a considerable portion of the same to its equity shareholders. In order to maintain high level of corporate governance and transparency, the Company had proposed 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 Scheme is in the interest of the shareholders of the Company and it is not detrimental to the interest of other stakeholders.

K. Audited Financials for the previous three financial years and audit qualifications:
 The standalone and consolidated audited financial statements along with notes to accounts for the last 3 financial years ended March 31, 2025, March 31, 2024 and March 31, 2023 are available on the website of the Company at <https://www.tvsmotor.com/>. Below is the summary of audited financial statements of the Company for the last 3 financial years ended March 31, 2025, March 31, 2024 and March 31, 2023:

(i) Summary of audited financial statements of the Company on standalone basis:

BALANCE SHEET			
	As at 31.03.2025	As at 31.03.2024	As at 31.03.2023
ASSETS			
Non-current assets			
Property, plant and equipment	3,880.22	3,442.18	3,260.17
Capital work in progress*	1,238.82	830.14	627.73
Other intangible assets	466.14	329.67	335.72
Financial assets			
i. Investments	9,038.23	6,828.07	5,491.95
ii. Other financial assets	28.00	152.69	482.54
Deferred Tax Assets (Net)	-	-	-
Other non-current assets ^	229.61	161.67	109.73
Total non-current assets	14,881.02	11,844.42	10,307.84
Current assets			
Inventories	1,725.76	1,370.00	1,236.36
Financial assets:			
i. Trade receivables	1,280.08	1,302.14	979.29
ii. Cash and cash equivalents	293.56	485.83	234.35
iii. Bank balances other than (i) above	264.77	45.13	7.61
iv. Investments	233.19	163.19	101.92
v. Other financial assets	97.55	77.25	62.83
Current tax assets (Net)	-	-	-
Other current assets	1,180.98	773.48	972.19
Total current assets	5,081.87	4,217.82	3,684.55
Total Assets	19,962.89	16,062.24	13,992.39
EQUITY AND LIABILITIES			
Equity			
Equity share capital	47.51	47.51	47.51
Other equity	9,889.14	7,683.53	6,000.34
Total equity	9,936.65	7,731.04	6,047.85
Liabilities			
Non-current liabilities			
Financial liabilities			
i. Borrowings	834.51	886.91	1,211.54
ii. Lease liability	192.63	313.07	313.24
iii. Other Non Current Liabilities	28.00	31.50	37.13
Provisions	255.94	205.87	175.88
Deferred tax liabilities (Net)	265.92	187.05	198.20
Total non-current liabilities	1,577.00	1,724.40	1,935.99
Current liabilities			
Financial liabilities			
i. Borrowings	900.43	526.54	1,033.04
ii. Lease liability	108.39	137.11	105.54
iii. Trade payables	6,153.66	5,112.17	4,130.56
iv. Other financial liabilities	310.92	126.95	121.65
Other current liabilities	754.31	526.63	513.29
Provisions	184.13	143.60	98.54
Current tax liabilities (Net)	37.40	33.81	5.93
Total current liabilities	8,449.24	6,606.80	6,008.55
Total liabilities	10,026.24	8,331.20	7,944.54
Total equity and liabilities	19,962.89	16,062.24	13,992.39

* Includes intangible assets under development
 ^ Includes non current tax assets

(ii) Summary of audited financial statements of the Company on consolidated basis:

BALANCE SHEET			
	As at 31.03.2025	As at 31.03.2024	As at 31.03.2023
ASSETS			
Non-current assets			
Property, plant and equipment #	5,630.12	4,431.82	4,315.10
Capital work in progress *	1,465.45	1,032.95	743.45
Other intangible assets \$	2,014.33	1,459.00	1,432.93
Financial assets			
i. Investments &	732.07	980.00	775.33
ii. Other financial assets @	11,267.23	12,250.07	10,514.35
Deferred Tax Assets (Net)	495.91	394.28	305.73
Other non-current assets ^	247.85	172.33	121.74
Total non-current assets	21,952.66	20,700.45	18,208.63
Current assets			
Inventories	2,416.58	2,248.40	1,921.51
Financial assets:			
i. Trade receivables	1,716.75	1,839.42	1,256.42
ii. Cash and cash equivalents	4,115.00	2,355.80	1,851.19
iii. Bank balances other than (i) above	271.24	69.93	27.82
iv. Investments	515.31	163.19	191.92
v. Other financial assets @	15,419.44	13,619.92	10,466.42
Current tax assets (Net)	-	23.89	4.56
Other current assets	1,529.93	1,199.46	1,304.34
Total current assets	25,984.25	21,520.01	17,024.28
Total Assets	47,936.91	42,220.46	35,232.91
EQUITY AND LIABILITIES			
Equity			
Equity share capital	47.51	47.51	47.51
Other equity †	9,394.78	7,463.60	5,862.34
Total equity	9,442.27	7,511.11	5,909.85
Liabilities			
Non-current liabilities			
Financial liabilities			
i. Borrowings	13,932.68	12,629.32	9,064.08
ii. Lease liability	751.83	503.68	563.51
iii. Other non-current liabilities	28.00	31.50	37.14
Provisions	322.57	270.18	231.26
Deferred tax liabilities (Net)	286.02	196.46	208.37
Total non-current liabilities	15,321.10	13,631.14	10,104.36
Current liabilities			
Financial liabilities			
i. Borrowings	13,683.08	12,657.30	12,562.15
ii. Lease liability	241.12	215.40	185.84
iii. Trade payables	7,561.26	6,635.22	5,096.67
iv. Other financial liabilities	400.39	459.58	355.60
Other current liabilities	1,029.62	906.49	886.65
Provisions	218.27	166.64	115.74
Current tax liabilities (Net)	39.80	34.58	16.05
Total current liabilities	23,173.54	21,078.21	19,218.70
Total liabilities	38,494.64	34,709.35	29,323.06
Total equity and liabilities	47,936.91	42,220.46	35,232.91

Includes investment properties
 * Includes intangible assets under development
 ^ Includes non current assets
 \$ Includes Goodwill on consolidation
 @ Includes Loans (receivable from financing activity)
 † Includes investments accounted using equity method
 ‡ Includes Non controlling interest

(iii) Limited reviewed standalone financial results of the Company for nine months period ended December 31, 2025:

STATEMENT OF CASH FLOWS			
	Year ended 31.03.2025	Year ended 31.03.2024	Year ended 31.03.2023
A. CASH FLOW FROM OPERATING ACTIVITIES:			
Net profit before tax	3,628.79	2,780.68	2,003.37
Add: Depreciation and amortisation for the year	744.60	700.35	631.23
Loss on sale / scrapping of property, plant and equipment	-	-	-
Profit on sale of property, plant and equipment	-4.42	-2.63	-2.62
Unrealised exchange (gain) / loss *	9.88	6.07	0.62
Dividend income	-100.27	-2.61	-2.25
Interest income	-19.87	-18.88	-6.21
Fair value of financial assets & financial liabilities	78.27	26.93	-61.69
Interest expense †	171.47	181.63	140.66
Profit on sale of investments	-1.15	-146.39	-32.01
Operating profit before working capital changes	4,503.30	3,526.13	2,880.90
Adjustments for:			
Inventories	-354.96	-134.44	-113.88
Trade Receivables	10.94	-329.85	-11.01
Other financial assets	-231.76	-24.68	-33.23
Other non-current assets	16.31	-53.76	7.39
Other current assets	-413.50	198.71	-248.24
Trade Payables	1,042.68	977.79	1,044.82
Provisions	85.14	52.98	2.60
Other financial liabilities (excluding current maturities of debt)	205.06	5.14	-3.72
Other current liabilities	229.81	15.46	79.64
Cash generated from operations	5,097.02	4,233.48	2,475.47
Direct taxes paid	-831.35	-616.19	-482.61
Net cash from operating activities (A)	4,265.67	3,617.29	1,992.86
B. CASH FLOW FROM INVESTING ACTIVITIES			
Additions to property, plant and equipment (including Capital work in progress)	-1,798.47	-1,088.81	-1,015.56
Sale of property, plant and equipment	18.76	33.31	18.74
Purchase of investments \$	-2,263.78	-1,490.99	-1,322.15
Sale of investments	53.66	630.88	-
Investment in Term deposits	-	-	-
Closure of Term deposits	-	-	-
Interest received	18.74	17.37	4.92
Dividend received	100.27	1.98	2.25
Net Cash from/(used in) investing activities (B)	-3,870.82	-1,896.26	-2,311.80
C. CASH FLOW FROM FINANCING ACTIVITIES			
Net Borrowings:			
Term loans availed/(repaid)	219.99	-289.49	347.99
Short term borrowings availed/(repaid)	-	-440.00	310.00
Interest paid	-138.42	-213.73	-137.10
Dividend and dividend tax paid	-475.09	-380.07	-291.81
Repayment of lease liabilities #	-193.60	-146.26	-4.14
Net cash inflow/(outflow) from financing activities (C)	-587.12	-1,469.55	224.54
NET INCREASE / (DECREASE) IN CASH AND CASH EQUIVALENTS (A+B+C)	-192.27	251.48	-94.40
Cash and cash equivalents at the beginning of the year	-	-	-
Cash and Bank balances	485.83	234.35	328.75
Cash credit balance	-	234.35	-
Cash and cash equivalents at the end of the year	293.56	485.83	234.35
Cash and Bank balances	293.56	485.83	234.35
Cash credit balance	-	-	-

* Includes Gain on pre closure
 † Includes share based payment expenses
 ‡ Includes share application money paid
 # Included Purchase of treasury shares by ESOP Trust and Other bank balances

STATEMENT OF PROFIT AND LOSS			
	Year ended 31.03.2025	Year ended 31.03.2024	Year ended 31.03.2023
Income			
Revenue from operations	36,251.32	31,776.37	26,378.00
Other income	58.01	148.53	100.57
Total income	36,309.33	31,924.90	26,478.57
Expenses			
Cost of materials consumed *	25,949.08	23,633.53	19,990.59
Changes in inventories of finished goods, work-in-process and Stock-in-Trade	-188.43	-204.56	5.21
Finance costs	1,970.26	1,695.87	1,345.99
Employee benefit expenses	138.66	181.63	140.66
Depreciation and amortisation expense	744.60	700.35	631.23
Other expenses	4,066.37	3,237.42	2,362.51
Total expenses	32,680.54	29,144.24	24,475.29
Profit before exceptional items and tax	3,628.79	2,780.66	2,003.37
Exceptional items - Income / (expense)	-	-	-
Profit before tax	3,628.79	2,780.66	2,003.37
Income tax expense	-	-	-
Current tax	887.67	702.08	503.65
Deferred tax charge/(credit)	50.58	-4.42	8.69
Profit for the year	2,710.54	2,080.80	1,491.03
Other comprehensive income			
Items that will not be reclassified to profit and loss			
Remeasurement of post employment benefit obligations	6.39	-20.48	-26.39
Change in fair value of equity instruments	23.06	0.84	-13.86
Income tax relating to these items	-4.49	5.02	9.37
Items that will be reclassified to profit and loss			
Transactions relating to Derivative Instruments	10.23	-6.84	4.01
Income tax relating to these items	-2.57	1.72	-1.01
Other comprehensive income for the year, net of			

—continued from previous page
Limited reviewed consolidated financial results of the Company for nine months period ended December 31, 2025:

STATEMENT OF PROFIT AND LOSS	(₹ In Crore)	
	Nine months ended 31.12.2025	31.03.2024
Income		
Revenue from operations	41,016.79	
Other income	15.36	
Total income	41,032.15	
Expenses		
Cost of materials consumed *	24,981.37	
Changes in inventories of finished goods, work-in-process and Stock-in-Trade	372.96	
Employee benefit expenses	3,240.52	
Finance costs	1,664.00	
Depreciation and amortisation expense	858.10	
Other expenses	6,215.52	
Total expenses	37,432.47	
Profit before exceptional items and tax	3,599.68	
Exceptional items - income / (expense) #	-76.07	
Profit before tax	3,523.61	
Income tax expense		
Current tax	1,167.38	
Deferred tax charge/(credit) @	-10.65	
Profit for the year	2,366.88	
Other comprehensive income		
Items that will not be reclassified to profit and loss		
Reassessment of post-employment benefit obligations	-12.15	
Change in fair value of equity instruments §	165.31	
Income tax relating to these items	-18.18	
Items that will be reclassified to profit and loss		
Transactions relating to Derivative instruments & income tax relating to these items	171.84	
Other comprehensive income for the year, net of tax	307.46	
Total comprehensive income for the year #	2,674.34	
Earnings per share		
Basic & Diluted earnings per share	47.29	

STATEMENT OF PROFIT AND LOSS	Year ended 31.03.2025	Year ended 31.03.2024	Year ended 31.03.2023
Income			
Revenue from operations	44,089.01	38,778.82	31,973.99
Other income	69.56	105.82	138.00
Total income	44,158.57	38,884.64	32,111.99
Expenses			
Cost of materials consumed *	26,803.06	24,593.59	20,987.19
Changes in inventories of finished goods, work-in-process and Stock-in-Trade	-79.22	-323.37	-140.93
Employee benefit expenses	3,580.88	3,297.72	2,890.25
Finance costs	2,093.25	1,918.60	1,367.89
Depreciation and amortisation expense	1,045.56	958.15	658.86
Other expenses	7,135.57	5,732.86	4,170.10
Total expenses	40,579.10	36,173.55	30,133.36
Profit before exceptional items and tax	3,579.47	2,711.09	1,978.63
Exceptional items - income / (expense) #	-51.83	-8.17	-42.60
Profit before tax	3,527.64	2,702.92	1,936.03
Income tax expense			
Current tax	1,192.80	1,012.63	703.46
Deferred tax charge/(credit) @	-44.77	-88.25	-76.89
Profit for the year	2,379.81	1,778.54	1,309.46
Other comprehensive income			
Items that will not be reclassified to profit and loss			
Reassessment of post-employment benefit obligations	-4.35	-28.42	-27.62
Change in fair value of equity instruments §	23.27	0.33	-13.52
Income tax relating to these items	-1.78	3.93	10.38
Items that will be reclassified to profit and loss			
Transactions relating to Derivative instruments & income tax relating to these items	30.26	-35.55	85.02
Other comprehensive income for the year, net of tax	47.22	-53.47	59.28
Total comprehensive income for the year #	2,427.03	1,725.07	1,368.74
Earnings per share			
Basic & Diluted earnings per share	47.05	35.50	27.87

* Includes Purchases of stock in trade
 # Includes Share of net profit / (loss) from associates using equity method and Profit before tax from Discontinued operations
 § Includes Share of other comprehensive income of an associate
 & Includes FCTR
 # Includes NCI portion
 @ Includes Current tax from Discontinued operations
 @ Includes tax from Discontinued operations

l. Latest restated audited financials along with notes to accounts and any audit qualifications.

Not Applicable

m. Change in accounting policies in the last three years and their effect on profits and reserves

There has been no change in accounting policies by the Company in last three years.

n. Summary table of contingent liabilities:

The details of contingent liabilities are as follows:

Details	March 31, 2025	March 31, 2024	March 31, 2023
(a) Claims against the company not acknowledged as debts:			
(i) Excise	23.90	23.89	52.44
(ii) Service tax	7.17	8.08	8.85
(iii) Customs	-	-	39.67
(iv) Sales tax	-	2.00	2.74
(v) Income tax	48.07	54.99	73.67
(vi) GST	55.03	16.28	3.46
(vii) Legal cases filed by customers	-	-	4.04
(viii) Legal cases filed by borrowers against the Company	13.15	6.15	-
(b) Other money for which the company is contingently liable:			
(i) On bills discounted with banks	330.88	250.99	146.91
(ii) On factoring arrangements	-	-	-
(c) Commitments:			
(i) Estimated amount of contracts remaining to be executed on capital account and not provided for	343.16	252.41	281.43
(ii) On Investments	-	1.88	3.90
(iii) Undrawn loans sanctioned to customers by financial enterprises	41.29	63.47	43.58
(iv) Estimated indemnity amount on account of tax paid due to interpretational difference in GST tax rate	15.94	15.94	-
(d) Other commitments:			
On import of capital goods under Export Promotion Capital Goods Scheme	-	-	-
Total	878.71	696.08	660.49

* The future cash flows on the above items are determinable only on receipt of the decisions/judgments that are pending at various forums/authorities. The future cash flows on the above items are determinable only on receipt of the decisions/judgments that are pending at various forums/authorities.

o. Summary table of related party transactions in last 3 years as disclosed in the restated financial statements:

For details of the related party transactions for the last three financial years ended March 31, 2025, March 31, 2024 and March 31, 2023 in accordance with the requirements under Ind AS 24 "Related Party Disclosures" notified under Section 133 of the Companies Act read with the Companies (Indian Accounting Standards) Rules 2015, as amended from time to time, see section titled "Financial Information" of the Information Memorandum issued by the Company. Further refer to Information Memorandum: (i) page F41 - Note 35; (ii) page F75 - Note 41; (iii) page F111 - Note 34; (iv) page F146 - Note 39; (v) page F181 - Note 34; (vi) page F220 - Note 39 for related party transactions; (i) for the period ended March 31, 2025 on standalone basis; (ii) for the period ended March 31, 2025 on consolidated basis; (iii) for the period ended March 31, 2024 on standalone basis; (iv) for the period ended March 31, 2024 on consolidated basis; (v) for the period ended March 31, 2023 on standalone basis; (vi) for the period ended March 31, 2023 on consolidated basis, respectively. The information Memorandum is uploaded to the website of the Company at www.tvs.com.

p. Details of its other group companies including their capital structure and financial statements:
 In terms of SEBI (Issue And Listing of Non-Convertible Securities) Regulations, 2021 ("NCS Regulations") the term "group companies" includes (i) such companies, other than the company, subsidiary/subsidiaries, with which there were related party transactions, during the period for which financial information is disclosed in the offer documents, as covered under the applicable accounting standards and (ii) other companies as considered material by the board of the issuer. Accordingly, all such companies which our Company had related party transactions as per the last three years audited financial statements have been considered group companies in terms of NCS Regulations. Based on the above following is the summary of capital structure and financials of the identified group companies:

Particulars	FY 2025	FY 2024	FY 2023
Authorised share capital (₹ Cr)	81.48	80.60	71.83
Paid-up Equity (₹ Cr)	77.26	76.80	71.09
Reserves & Surplus (₹ Cr)	289.76	270.05	334.34
Revenue from Operations (₹ Cr)	32.33	15.08	8.87
Profit After Tax (₹ Cr)	(116.01)	(61.88)	(7.40)
EPS (₹)	(202)	(107)	(13)
Net Asset Value per Equity Share (₹)	637	602	703

DriveX Mobility Private Limited was incorporated on 1st April 2020 as a Private Limited Company under the Companies Act 2013, at RoC - Coimbatore, bearing CIN - U63040TZ2020PUC033680. The Company is engaged in business of buying, refurbishing and selling of pre-owned two wheelers and trading in automobile spare parts, accessories and engine oils. The financial information derived from last three years audited financial statements of the Company is given below:

Particulars	FY 2025	FY 2024	FY 2023
Authorised share capital (₹ Cr)	1.80	1.80	1.80
Paid-up Equity (₹ Cr)	0.02	0.02	0.02
Reserves & Surplus (₹ Cr)	36.93	43.28	74.24
Revenue from Operations (₹ Cr)	59.97	33.98	5.79
Profit After Tax (₹ Cr)	(46.33)	(30.98)	(11.12)
EPS (₹)	(22,640.18)	(15,314.03)	(7,544.86)
Net Asset Value per Equity Share (₹)	15,758.80	21,396.41	36,702.02

TVS Emerald Limited (formerly known as Emerald Haven Realty Limited) was incorporated on 2nd June 2010 as a Public Limited Company under the Companies Act, 1956, at RoC - Chennai, bearing CIN - U45200TN2010PLC075953. The Company is engaged in business of real estate. The financial information derived from last three years audited financial statements of the Company is given below:

Particulars	FY 2025	FY 2024	FY 2023
Authorised share capital (₹ Cr)	265.00	265.00	265.00
Paid-up Equity (₹ Cr)	255.44	255.44	255.44
Reserves & Surplus (₹ Cr)	(49.92)	(14.52)	(11.41)
Revenue from Operations (₹ Cr)	232.00	61.20	22.60
Profit After Tax (₹ Cr)	(35.40)	(3.12)	(31.00)
EPS (₹)	(1.39)	(0.12)	(1.33)
Net Asset Value per Equity Share (₹) (excludes instruments in the nature of equity like CCD, QCD)	7.92	9.33	9.51

TVS Digital Limited was incorporated on 22nd March 2010 as a Private Limited Company under the Companies Act 1956, at RoC - Chennai, bearing CIN - U71011TN2010PTC075027 and was later made a public company with alteration to the main objects in 2024 and the CIN as on date is U62090TN2010PLC075027. The Company is engaged in business of digital transformation, software designing, development, customization, implementation, maintenance, testing and bench marking software and business consulting, training, designing, developing, digitalization, process automation and dealing in computer software and solutions. The financial information derived from last three years audited financial statements of the Company is given below:

Particulars	FY 2025	FY 2024	FY 2023
Authorised share capital (₹ Cr)	3.05	3.05	0.05
Paid-up Equity (₹ Cr)	3.05	3.05	0.05
Reserves & Surplus (₹ Cr)	1.59	1.09	0.85
Revenue from Operations (₹ Cr)	27.82	3.85	0.07
Profit After Tax (₹ Cr)	0.50	0.27	0.03
EPS (₹)	1.65	9.08	5.02
Net Asset Value per Equity Share (₹)	15.23	13.58	180.74

TVS Training & Services Limited was incorporated on 22nd March 2010 as a Private Limited Company under the Companies Act 1956, at RoC - Chennai, bearing CIN - U74990TN2010PLC075028. The Company is engaged in business of providing, establishing, maintaining, run, develop and manage or take over and administer schools, colleges, or other bodies or institutions and imparting skill development training. The financial information derived from last three years audited financial statements of the Company is given below:

Particulars	FY 2025	FY 2024	FY 2023
Authorised share capital (₹ Cr)	12.50	12.50	12.50
Paid-up Equity (₹ Cr)	9.05	9.05	9.05
Reserves & Surplus (₹ Cr)	6.49	8.58	8.17
Revenue from Operations (₹ Cr)	164.23	103.59	43.04
Profit After Tax (₹ Cr)	(2.11)	0.32	0.83
EPS (₹)	(2.33)	0.70	0.70
Net Asset Value per Equity Share (₹)	17.17	19.48	19.03

Sundaram - Clayton Limited was incorporated on 29th August, 2017, as TVS Commodity Financial Solutions Private Limited under the Companies Act, 2013. Pursuant to the approval of the shareholders by way of a special resolution passed on 4th February, 2022, the Company was renamed Sundaram-Clayton DCD Private Limited, and a fresh certificate of incorporation was issued on 8th February, 2022. Subsequently, the Company was converted into a public limited company and renamed Sundaram-Clayton DCD Limited, following shareholder approval dated 10th February, 2022, with a revised certificate issued on 24th February, 2022. Thereafter, under a Composite Scheme of Arrangement approved by the Hon'ble NCLT, Chennai Bench, on 6th March, 2023, the manufacturing business of TVS Holdings Limited was demerged, transferred, and vested into the Company with effect from 1st August, 2023 ("Demerger"), and the Company was simultaneously renamed Sundaram-Clayton Limited, with a fresh certificate dated 30th August, 2023, bearing CIN: U51100TN2017PLC118316. The Company had not commenced operations prior to the Demerger. post-Demerger, it is engaged in the manufacture of auto components. The detailed financial reports are available at: <https://www.sundaram-clayton.com/Reports.html>, and the information derived from the audited financial statements for the last three years is given below:

Particulars	FY 2025	FY 2024	FY 2023
Authorised share capital (₹ Cr)	15.00	15.00	0.0025
Paid-up Equity (₹ Cr)	11.02	10.12	0.0025
Reserves & Surplus (₹ Cr)	1,413.06	787.49	(0.014)
Revenue from Operations (₹ Cr)	2,109.14	1,341.92	(0.014)
Profit After Tax (₹ Cr)	257.92	64.52	(0.0012)
EPS (₹)	122.23	31.88	(0.00)
Net Asset Value per Equity Share (₹)	645.96	394.23	(44.48)

Emerald Haven Development Limited was incorporated on 9th July 2008 as a Public Limited Company under the Companies Act, 1956, at RoC - Chennai, bearing CIN - U45200TN2008PLC068511. The Company is engaged in business of real estate development. The financial information derived from last three years audited financial statements of the Company is given below:

Particulars	FY 2025	FY 2024	FY 2023
Authorised share capital (₹ Cr)	60.00	60.00	60.00
Paid-up Equity (₹ Cr)	57.19	57.19	57.19
Reserves & Surplus (₹ Cr)	6.53	14.88	12.18
Revenue from Operations (₹ Cr)	1.89	149.29	19.95
Profit After Tax (₹ Cr)	(6.35)	2.70	(25.10)
EPS (₹)	(1.11)	0.47	(4.39)
Net Asset Value per Equity Share (₹)	11.49	12.60	12.13

Veeyes Charities Foundation was incorporated on 20th August 2021 as a Private Limited Company (Not for Profit Limited by Guarantee) under the Companies Act, 2013, at RoC - Chennai, bearing CIN - U80903TN2021NPL145610. The Company is engaged in providing financial assistance and relief to the needy and poor, irrespective of caste, community, or creed, through donations, stipends, interest-free loans, and other support for education, health, and livelihood; to establish and maintain educational institutions, promote learning and research by instituting prizes and scholarships. The financial information derived from last three years audited financial statements of the Company is given below:

Particulars	FY 2025	FY 2024	FY 2023
Authorised share capital (₹ Cr)*	-	-	-
Paid-up Equity (₹ Cr)*	-	-	-
Reserves & Surplus / General Fund (₹ Cr)	29.86	21.87	19.18
Revenue from Operations / Donations, received (₹ Cr)	14.73	10.42	7.88
Profit After Tax / Surplus / (Deficit) (₹ Cr)	7.73	2.00	(1.35)
EPS (₹)	-	-	-
Net Asset Value per Equity Share (₹)	-	-	-

* Not applicable, as the Company is limited by guarantee and comprises only members.

TVS Organics Private Limited was incorporated on 27th June 2013 as a Private Limited Company under the Companies Act 1956, at RoC - Chennai, bearing CIN - U15492TN2013PTC091674. The Company is engaged in business of processing, farming, manufacturing, distributorship, agency, broker factors, stockiest, importer and otherwise deal in all kinds of organic and inorganic, food products and drinking products, mineral water, soft drinks, aerated mineral water, fruit drinks, artificial flavoured drinks, condensed milk and drinking products of all kinds and other consumable provision of every description for human consumption. The financial information derived from last three years audited financial statements of the Company is given below:

Particulars	FY 2025	FY 2024	FY 2023
Authorised share capital (₹ Cr)	0.01	0.01	0.01
Paid-up Equity (₹ Cr)	0.01	0.01	0.01
Reserves & Surplus (₹ Cr)	0.31	0.27	0.24
Revenue from Operations (₹ Cr)	4.03	3.41	3.77
Profit After Tax (₹ Cr)	0.05	0.02	0.07
EPS (₹)	46.80	21.30	71.40
Net Asset Value per Equity Share (₹)	320	280	250

TVS Cheema Scholarship Foundation was incorporated on 12th December 2023 as a Private Limited Company (Section 8) under the Companies Act, 2013, at RoC - Chennai, bearing CIN - U89900TN2023NPL165888. The Company is engaged in business of providing educational assistance to the needy and deserving candidates for pursuing higher education in the form of grant, pay or scholarship, stipends, allowances either in cash or in kind, interest-free loans and other forms of assistance and also to develop, establish, promote and facilitate the improvement of educational, social, cultural, economic and medical relief and advancement of any other charitable and developmental objects of general public utility and community. The financial information derived from last three years audited financial statements of the Company is given below:

Particulars	FY 2025	FY 2024	FY 2023
Authorised share capital (₹ Cr)	0.01	0.01	-
Paid-up Equity (₹ Cr)	0.01	0.01	-
Reserves & Surplus / General Fund (₹ Cr)	38.97	(0.001)	-
Revenue from Operations / Donations, Grants, Contributions (₹ Cr)	40.00	-	-
Profit After Tax / Surplus / (Deficit) (₹ Cr)	38.97	(0.001)	-
EPS (₹)	-	-	-
Net Asset Value per Equity Share (₹)	-	-	-

* Since the Company is incorporated only on 12th December 2023 there are no corresponding figures for FY 2023.

q. Internal Risk Factors : Risks Relating to the Company's Business

a. Risks relating to the Company's Market-share.

The domestic and international automotive market is highly competitive. The Company faces competition from automotive manufacturers in the market in which it operates and in future could face competition and challenges from outside of automotive industry as well. Further, the continuous deregulation and liberalisation of the industries in India could lead to increased

TVS MOTOR COMPANY LIMITED

CIN: L35921TN1992PLC022845
Registered Office and Corporate Office: "Chaitanya", No.12, Khader Nawaz Khan Road, Nungambakkam, Chennai - 600 006. Tel: 044-2831 2115
Email: contactus@tvsmotor.com | Website: www.tvsmotor.com

STATUTORY ADVERTISEMENT ISSUED IN COMPLIANCE OF PART-4 PARA 5 OF MASTER CIRCULAR SEBI/HO/CFD/POD-2/PIR/2023/93 DATED JUNE 20, 2023, READ WITH ANNEXURE-XII-A, PART II, PARA 1 OF MASTER CIRCULAR SEBI/HO/CFD/POD-1/PIR/2025/000000103 DATED JULY 11, 2025 PURSUANT TO GRANT OF RELAXATION BY SECURITIES AND EXCHANGE BOARD OF INDIA (SEBI) VIDE THEIR LETTER NO. HO/49/12/16(4)2026-CFD-RAC-DCR1 DATED FEBRUARY 9, 2026 FROM THE APPLICABILITY OF THE RULE 19(2)(b) OF THE SECURITIES CONTRACT (REGULATIONS) RULES, 1957.

SCHEME OF ARRANGEMENT BETWEEN TVS MOTOR COMPANY LIMITED AND ITS SHAREHOLDERS

This is reference to the Scheme of Arrangement between TVS Motor Company Limited ("Company") and its shareholders approved under sections 230 to 232 and other applicable provisions of the Companies Act, 2013 ("Scheme"). The Scheme was sanctioned by the Hon'ble National Company Law Tribunal, Chennai ("NCLT") vide order dated July 31, 2025 ("NCLT Order").

The Scheme is divided into III parts, which broadly provides as follows: (i) Part I deals with definitions, share capital and date of taking effect and implementation of the Scheme; (ii) Part II deals with issue of Preference Shares by way of bonus; and (iii) Part III deals with general terms and conditions that would be applicable to the Scheme.

The Company filed the NCLT Order in e-Form INC 28 on August 12, 2025, with the Registrar of Companies, Chennai and the Scheme became effective from August 12, 2025. For more details, Scheme is available on website of the Company at www.tvsmotor.com.

Accordingly, in order to implement Part II of the Scheme, the Scheme Implementation Committee of the Board of Directors of the Company on September 01, 2025 has allotted 190,03,48,456 Cumulative Non-Convertible Redeemable Preference Shares ("NCRPS") / "Preference Shares", as per the ratio prescribed in the Scheme i.e., 4 NCRPS of face value of INR 10 each fully paid up to each equity shareholder of the Company holding every 1 equity share of INR 10 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 as on Record Date, i.e., August 25, 2025, by way of bonus issue. The NCRPS will be carrying coupon of 6% per annum and were allotted on September 01, 2025 ("Allotment Date").

The NCRPS will be redeemed at par value of ₹ 10 each on the date falling 12 months from the Allotment Date, i.e., September 01, 2026. The NCRPS are proposed to be listed at National Stock Exchange of India Limited ("NSE") and BSE Limited ("BSE") together with NSE referred to as "Stock Exchanges".

The Company has made applications to Stock Exchanges for listing and trading of NCRPS and has received In-Principle approval for listing of NCRPS at NSE and BSE vide their letter no. NSE/IST/50825 dated November 21, 2025, and letter no. DCS/ANAL/BW/PI/39/19/2025-26 dated November 20, 2025, respectively. Further the Company has received exemption letter dated February 9, 2026 from Securities Exchange Board of India ("SEBI") under Rule 19 (7) of Securities and Contracts (Regulation) Rules 1957 ("SCRR") granting relaxation from provisions of Rule 19 (2) (b) of SCRR.

DISCLOSURES IN COMPLIANCE WITH PART-II PARA 5 OF MASTER CIRCULAR SEBI/HO/CFD/POD-2/PIR/2023/93 DATED JUNE 20, 2023, READ WITH ANNEXURE-XII-A, PART II, PARA 1 OF MASTER CIRCULAR SEBI/HO/CFD/POD-1/PIR/2025/000000103 DATED JULY 11, 2025 PURSUANT TO GRANT OF RELAXATION BY SECURITIES AND EXCHANGE BOARD OF INDIA (SEBI) VIDE THEIR LETTER NO. HO/49/12/16(4)2026-CFD-RAC-DCR1 DATED FEBRUARY 9, 2026 FROM THE APPLICABILITY OF THE RULE 19(2)(b) OF THE SECURITIES CONTRACT (REGULATIONS) RULES, 1957:

a. Name of the Company: TVS Motor Company Limited

b. Address of Registered Office and Corporate Office of Company: Chaitanya, No.12, Khader Nawaz Khan Road, Nungambakkam, Chennai - 600006, Tamil Nadu, India.

c. Details of change of name and/or object clause:

(i) Below are the details of changes in name of the Company:

S.No.	Date	Event / Change	Name after Change	Remarks
1.	June 10, 1992	Incorporation as a private limited company under the Companies Act, 1956	Sundaram Auto Engineers (India) Private Limited	Certificate of Incorporation issued by ROC, Chennai on June 10, 1992
2.	September 4, 1995	Conversion from private limited to public limited company	Sundaram Auto Engineers (India) Limited	Word "Private" deleted from the name
3.	April 25, 2000	Change of name	TVS Suzuki Limited	—
4.	November 7, 2001	Change of name	TVS Motor Company Limited	Present name of the Company

(ii) Below are the details of changes in object clause of the Company:

Year Changes in object clause

2000 A. The main objects to be pursued by the Company on its incorporation are:-

To carry on the business of retail and wholesale dealers in petrol, diesel, gas and oil agents, garage proprietors, repairers, cleaners and stores of taxicab, omni bus, auto-rickshaw, motor car, lorry, and other public or private conveyances and omni bus, motor car, lorry, motor-cycle, scooter, moped, or other vehicle repairers, garage builders, dealers in automotive components and accessories of all kinds and automobile engineers.

To carry on the business of electricians, electrical engineers, electrical contractors and repairers of all electronic equipment used on all types of applications, and manufacturers of all kinds of electrical machinery and electrical apparatus for any purpose whatsoever.

To carry on the business of founders of ferrous and non-ferrous metals, sheet-metal work, press shop apparatus, welding engineers, refrigerator and air conditioning and environmental control system engineers.

(Inserted vide special resolution passed at the extra-ordinary general meeting of the Company held on 24th April 2000)

B. The objects incidental or ancillary to the attainment of the main objects are:-

Subject to the provisions of the Companies Act, 1956, to provide for the welfare of the directors, Trustees and Employees or Ex-Directors, Ex-Trustees or Ex-Employees of the Company and the wives, widows and families of the dependants or connections of such persons, by building or contributing to the building of houses, dwellings, by grants of money, pensions, gratuities, allowances, bonuses or other payments, or by creating and from time to time subscribing or contributing to provident and other associations, institutions, funds or trusts and by providing or subscribing or contributing towards places of instruction and recreation or hospitals and dispensaries, medical and other attendance and other assistance as the Company shall think fit and to subscribe or contribute or otherwise assist or to guarantee money to charitable, benevolent, religious, scientific, national or allied institutions, bodies and objects which shall have moral or other claims to the support or aid by the Company either by reason of locality of operation or public and general utility but not for political purposes.

(The words "or otherwise" after the words "general utility" be replaced with the words "but not for political purposes" vide special resolution passed at the extra-ordinary general meeting held on 24th April 2000).

Other Objects of the Company not included in (A) and (B) are:

1. (i) To carry on and undertake the businesses of trading, hire purchase and leasing company and to finance lease/hire purchase operations of all kinds either singly/jointly/or on a syndication/consortium/participative/lead basis including import leasing / hire purchase, cross border leasing / hire purchase, lease / hire purchase funding, lease / hire management, provide venture capital, vendor plans, purchasing, selling, hiring or letting on hire, all kinds of plant and machinery and equipment that the company may think fit and to assist in financing of all and every kind and description of hire purchase or deferred payment or similar transactions and to subsidize, finance or assist in subsidizing or financing the sale or maintenance of any goods, articles or commodities of all and every kind and description upon any terms whatsoever and to purchase or otherwise deal in all forms of immovable and movable property including land and buildings, plant and machinery, equipment, ship, aircraft, automobiles including two wheelers and three wheelers, tractors, tillers, threshers, dryers, motor vehicles of all kinds, engines, generators, computer software and hardware, all types and kinds of appliances, domestic or otherwise, computers and all consumer, commercial and industrial items and to lease or otherwise deal with them in any manner whatsoever including resale thereof, regardless of whether the property purchased and leased be new and / or used.

(ii) To undertake and carry on all operations and transactions in regard to business of any kind in the same way as an individual capitalist may lawfully undertake and carry out and, in particular, the financing of hire purchase contracts relating to property or assets of any description, either fixed or movable, such as houses, lands, vehicles and government bonds.

(iii) To carry on the businesses of finance, foreign exchange, investment company and an investment trust company and to invest in and / or finance and / or promote and / or establish in its own name or as a holding company, or by entering into partnership with others, investment companies, finance companies and brokerage houses, borrow and raise monies to underwrite, sub-underwrite, to invest in, to acquire and hold, sell, buy or otherwise deal in shares, debentures, debenture stocks, bonds, units, obligations and securities issued or guaranteed by Indian or Foreign Governments, States, Dominions, Sovereigns, Municipalities, or Public Authorities or bodies and shares, stocks, debentures, debenture stocks, bonds, obligations and securities issued or guaranteed by any company, corporation, society, firm or person whether incorporated or established in India or elsewhere but not to do the business of banking as defined in the Banking Regulation Act, 1949.

(iv) To carry on the business of bill discounting, hundi discounting, cheque discounting and discounting of any other type of negotiable instruments and other type of instruments, to purchase, accept, assign debts and to carry on the business of accepting, co-accepting of negotiable instruments and related activities.

(v) To undertake and execute or constitute any trust and to subscribe and act as and to undertake and carry on the office or offices of trustees, custodian trustees, executors, administrators, liquidators, receivers, treasurers, attorneys, nominees and agents and to manage the funds of all kinds of trusts and to render periodic advice on investments, finance, taxation and to invest these funds from time to time in various forms including shares, term loans, debentures etc. and carry on custodial services and as a custodian to send on behalf of clients, the securities for registration of transfers, collect dividends and other returns/incomes and to carry on all other functions as are normally carried on by custodians and to safekeep the securities etc.

(vi) To give advice on or to offer, give, take, circulate and/or otherwise organise, accept or implement, any take-overs, mergers, demergers, amalgamation or acquisitions or schemes for diversification, rehabilitation or restructuring of any business, concern, undertaking, company, body corporate, partnership or other firm or any association of persons, whether incorporated or not, by acquisition of shares or assets and liabilities and whether as a going concern or as a part of the concern or otherwise as may be required, having regard to business exigencies, and to promote or procure the incorporation, formation or setting up of any concern or undertaking whether as Company, body corporate, partnership or any other association of persons for engaging in any industrial, commercial or business activities.

(vii) To carry on the business of money changers and to deal in foreign exchange in cash, traveller's cheques or in any other form.

(viii) To undertake trading dealing in foreign exchange in all markets both domestic and international and to conduct any other activities related to these markets.

(Clause 1 was amended vide special resolution passed at the extra-ordinary general meeting of the Company held on 24th April 2000).

14. (i) To carry on the business of an investment company and for that purpose to invest in, acquire any shares, stocks, debentures, debenture-stock bonds, obligations or securities by original subscription, participation in syndicates, tender, purchase, exchange or otherwise and to subscribe for the same whether or not fully paid up, either conditionally or otherwise, to guarantee the subscription thereof and to exercise and enforce all rights and powers conferred by or incidental to the ownership thereof and to advance, deposit or lend money against securities and properties to or with any company, body corporate, firm, person or association or without security and on such terms as may be determined from time to time.

(ii) To accept gift of properties movable or immovable and to deal with such properties in any manner as may seem expedient.

(iii) To act as technical advisors or consultants, investment advisors, financial consultants, management consultants, market surveyors and provide advice, services and consultancy in various fields, such as, general, administrative, commercial, financial, legal, economic, labour, industrial, public relations, scientific, technical, direct and indirect taxation and other levies, statistical, accountancy, quality control, inventory control, data processing, human behaviour, portfolio management, and / or to offer such services or technical know-how or management services to any company, body corporate, firm or person or persons or to also all merchant banking activities and organising collections and repayment of public deposits to various corporate bodies.

(Clause 14 amended vide special resolution passed at the extra-ordinary general meeting of the Company held on 24th April 2000)

All other object clauses of the Memorandum of Association were renumbered vide special resolution passed at the extra-ordinary general meeting of the Company held on 24th April 2000

d. Capital structure - pre and post Scheme:

Pre-Scheme:

Particulars	Amount (in ₹)
Authorised Share Capital	
50,00,00,000 Equity Shares of face value of ₹1 each	50,00,00,000
Total Authorised Share Capital	50,00,00,000
Issued, Subscribed and paid-up share capital	
47,50,87,114 Equity Shares of face value of ₹1 each	47,50,87,114
Total	47,50,87,114

The post-scheme share capital of our Company is set forth below:

Particulars	Amount (in ₹)
Authorised Share Capital	
50,00,00,000 Equity Shares of face value of ₹1 each	50,00,00,000
200,00,00,000 Cumulative Non-Convertible Redeemable Preference Shares of face value of ₹ 10 each	2,000,00,00,000
Total Authorised Share Capital	2,050,00,00,000
Issued, Subscribed and paid-up share capital	
47,50,87,114 Equity Shares of face value of ₹ 1 each	47,50,87,114
190,03,48,456 Cumulative Non-Convertible Redeemable Preference Shares of ₹ 10 each	1,900,34,84,560
Total	1,947,85,71,674

e. Shareholding pattern giving details of its promoter group shareholding, group companies - pre and post Scheme and debt structure - pre and post Scheme:

(i) Details of pre and post Scheme EQUITY shareholding pattern of the Company based on shareholding of the Company as on August 25, 2025, i.e., Record Date under the Scheme:

Sr. No.	Description	Pre-Scheme		Post-Scheme*	
		Number of equity shares	%	Number of equity shares	%
(A)	Shareholding of Promoter and Promoter Group				
1	Indian				
A	Promoter	23,87,82,786	50.26	23,87,82,786	50.26
B	Promoter Group	30,000	0.01	30,000	0.01
2	Foreign	-	-	-	-
Total	Shareholding of Promoter and Promoter Group (A)+(1) + (A)(2)	23,88,12,786	50.27	23,88,12,786	50.27
(B)	Public shareholding				
1	Institutions	19,58,24,160	41.22	19,58,24,160	41.22
2	Non-institutions	3,99,72,141	8.41	3,99,72,141	8.41
Total	(B)=(B(1) + B(2))	23,57,96,301	49.63	23,57,96,301	49.63
(C)	Shares held by custodians and against which DRs have been issued / Non Promoter- Non Public shareholder				
ESOP Trust		4,78,027	0.10	4,78,027	0.10
Total (C)		4,78,027	0.10	4,78,027	0.10
Grand Total (A) + (B) + (C)		47,50,87,114	100.00	47,50,87,114	100.00

*There has been no change in the Equity shareholding of the Company pursuant to the Scheme.

(ii) Details of pre and post Scheme PREFERENCE shareholding pattern of the Company based on shareholding of the Company as on August 25, 2025, i.e., Record Date under the Scheme:

Sr. No.	Description	Pre-Scheme		Post-Scheme#	
		Number of equity shares	%	Number of equity shares	%
(A)	Shareholding of Promoter and Promoter Group				
1	Indian				
A	Promoter	-	-	95,51,31,144	50.26
B	Promoter Group	-	-	1,20,000	0.01
2	Foreign	-	-	-	-
Total	Shareholding of Promoter and Promoter Group (A) = (A)(1) + (A)(2)	-	-	95,52,51,144	50.27
(B)	Public shareholding				
1	Institutions	-	-	78,30,92,840	41.21
2	Non-institutions	-	-	16,00,92,564	8.42
Total	(B) = B(1) + B(2)	-	-	94,31,85,204	49.63
(C)	Shares held by custodians and against which DRs have been issued / Non Promoter- Non Public shareholder				
ESOP Trust		-	-	19,12,108	0.10
Total (C)		-	-	19,12,108	0.10
Grand Total (A) + (B) + (C)		-	-	1,90,03,48,456	100.00

Prior to August 25, 2025, i.e., Record Date the Company has not issued any preference shares.

(iii) Details of debt structure of the Company as pre and post Scheme:

Particulars of Debt Securities	Pre-Scheme (principal amount outstanding in ₹ crore)	Post Scheme (principal amount outstanding in ₹ crore)
Non-Convertible Debentures (NCDs)	125.00	125.00
Face value: Rs. 1,00,000		
Coupon rate: Repo rate + 140 Bps		
Allotment Date: March 14, 2023		
Tenure: 3 Years		
Number of NCDs: 12,500		
Non-Convertible Redeemable Preference Shares (NCRPS)	-	1,900.35
Face value: INR 10/- per NCRPS		
Coupon rate: 6% p.a.		
Allotment Date: September 1, 2025		
Tenure: 12 months from the Allotment Date		
Number of NCRPS: 190,03,48,456		
Total	125.00	2,025.35

f. Names of ten largest shareholders of the Company - number and percentage of shares held by each of them, their interest, if any, as on August 25, 2025:

Sr. No.	Name of the Shareholder	Number of Equity Shares	% of total equity holding	Number of Preference Shares	% of total Preference holding
1.	TVS Holdings Limited	23,87,82,786	50.26	95,51,31,144	50.26
2.	ICI Prudential Balanced Advantage Fund	2,98,53,719	6.28	11,94,14,876	6.28
3.	Axis Mutual Fund	62,89,945	1.32	2,51,59,780	1.32
4.	NPS Trust	61,26,796	1.29	2,45,07,184	1.29
5.	Canara Robeco Mutual Fund	54,28,247	1.14	2,17,12,988	1.14
6.	Europacific Growth Fund	48,72,835	1.02	1,94,91,340	1.02
7.	Government of Singapore	43,77,048	0.92	1,75,08,192	0.92
8.	New World Fund Inc	43,28,977	0.91	1,73,15,908	0.91
9.	SBI Retirement Mutual Fund	36,87,657	0.77	1,47,50,628	0.77
10.	Invesco India Mutual Fund	35,10,178	0.74	1,40,40,712	0.74

For details of ten largest shareholders of the Company - number and percentage of shares, as on December 31, 2025, refer to section titled Capital Structure of the information memorandum dated February 13, 2026 available on website of the Company at www.tvsmotor.com.

g. Name and details of Promoters - educational qualifications, experience, address:

Sr. No.	Name of Promoter	Address	Experience	Educational Qualifications
1.	TVS Holdings Limited (Formerly known as Sundaram-Clayton Limited)	"Chaitanya", No.12, Khader Nawaz Khan Road, Nungambakkam, Chennai - 600005, Tamil Nadu	Not Applicable	Not Applicable

h. Name and details of Board of Directors (experience including current / past position held in other firms):

Name and other details of director	Brief Profile	Other Directorships
Mr. Sudarshan Venu Designation: Chairman and Managing Director Age: 37 years Appointment Date: February 1, 2013 DIN: 03601690	Mr. Sudarshan Venu, Chairman and Managing Director, holds a Graduate Degree with Honors in the Jerome Fisher Program in Management and Technology from the University of Pennsylvania, USA. He also completed a M.Sc. in International Technology Management from the Warwick Manufacturing Group attached to University of Warwick in U.K. He was awarded a B.S. in Mechanical Engineering from the School of Engineering and Applied Sciences and B.S. in Economics from the Wharton School. He is also the Managing Director of TVS Holdings Ltd, the Holding Company, and Chairman of TVS Credit Services Limited, the Non-Banking Finance arm of the Group. Since taking the helm as Managing Director, Sudarshan has accelerated TVS Motor's growth and transformation. Over the last decade, TVS Motor's revenue has tripled and there has been significant growth in the Company's market share both in India and internationally. The Company has also taken first place in Customer Satisfaction for four years in a row, in the prestigious J. D. Power Awards. Sudarshan has been at the forefront of TVS Motor's global expansion, playing a pivotal role in the Company's growth in Africa, Asia, and Latam. TVS Motor now has a leading position in many of these markets, especially Africa. Sudarshan also spearheaded key acquisitions such as the iconic British brand, Norton Motorcycles. Guided by his vision to continuously shape and evolve mobility to meet future needs, he has also championed electric vehicles and sustainable practices, making TVS a front-runner in India's electric two-wheeler market.	Current Directorships Indian Companies: (i) TVS Holdings Limited; (ii) Coromandel International Limited; (iii) TVS Credit Services Limited; (iv) TVS Electric Mobility Limited; (v) TVS Housing Finance Private Limited; (vi) Galaxy Health Insurance Company Limited; (vii) S. Venu Trustee Private Limited; (viii) VEEYES Charities Foundation; (ix) Cheema Educational Foundation; (x) Jupiter Cultural and Heritage Foundation; (xi) TVS Cheema Scholarship Foundation; (xii) VS Trustee Private Limited. Foreign Companies: (i) The Norton Motorcycle Co. Limited, UK; (ii) TVS Motor (Singapore) Pte Limited, Singapore; (iii) TVS Digital Pte. Ltd., Singapore; (iv) TVS Holdings (Singapore) Pte. Ltd. Past Directorships (i) Swiss E-Mobility Group (Holding) AG; (ii) Swiss E-Mobility Group (Schweiz) AG
Mr. Venu Srinivasan Designation: Chairman Emeritus and Managing Director Age: 73 years Appointment Date: January 27, 2000 DIN: 00051523	Mr. Venu Srinivasan, Chairman Emeritus and Managing Director has made major contribution to the automotive industry and nation building at large for over four decades and has facilitated the Company to emerge as third largest two-wheeler manufacturer in India. His experience and innovative excellence have helped the Company in broadening its product portfolio from time to time and establishing the Company's presence across the globe. His dedication to the transformation of rural India by empowering women in the rural areas that can be seen through his passion towards setting up the Srinivasan Services Trust (SST), which has touched the lives of 1.6 million people in 2500 villages across	Current Directorships Indian Companies: (i) TVS Holdings Limited; (ii) Sundaram-Clayton Limited; (iii) TVS Electric Mobility Limited; (iv) Sundaram Auto Components Limited; (v) TVS Housing Finance Private Limited; (vi) Tata Sons Private Limited; (vii) TVS Sundram Iyengar & Sons Private Limited; (viii) LV Trustee Private Limited; (ix) S. Venu Trustee Private Limited; (x) VS Trustee Private Limited; (xi) Venu Srinivasan

the country in the last 29 years. He was conferred the Padma Bhushan Award, the third Highest civilian award in India, in January 2020. He is the recipient of Daring Distinguished Service Award granted to individuals who have made outstanding contributions in the dissemination and promotion (overseas award 2019), the Ishikawa-Kano Award (2012) by the Asian Network of Quality, the apex body for quality in Asia.

Under his leadership, his companies were awarded the Deming Prize and the Japanese Quality Medal in 2002; He was conferred with "Order of Diplomatic Merit" (Heung - In Medal) by the President of Korea. He was presented with an "Outstanding Institution Builder" Award at the 13th Managing India Awards by AIMA (All India Management Association) for displaying exceptional vision and leadership in building an institution, in 2023. Conferred with lifetime achievement award by CNBC - TV18's India Business Leadership Awards (IBLA) in 2023 and in 2024 Ernst & Young recognized him with the Life time Achievement award for his decades of entrepreneurial excellence in revolutionizing the two wheeler industry in India. He was honored with the Lifetime Achievement Award by the prestigious ET Awards for Corporate Excellence. The award honors his unparalleled contributions to Indian manufacturing, leadership and corporate social responsibility.

He is the Chairman of TVS Holdings Limited and Chairman Emeritus and Managing Director of Sundaram-Clayton Limited. He also serves on the board of TVS Sundram Iyengar & Sons Private Limited, Tata Sons Private Ltd., (Tata Sons) the holding company of the conglomerate Tata Group.

He is the Chairman of InKo Centre (The Indo-Korean Cultural and Information Centre) which is a non-profit society set up in 2006 with support from TVS Motor Company and Hyundai Motor India Limited to promote a sustainable, meaningful intercultural dialogue between India and South Korea.

He has held various important positions in the Indian industry, such as the President, Confederation of Indian Industry and the President, Society of Indian Automobile Manufacturers.

He is also a Director on the Central Board of Reserve Bank of India, and He is also the vice chairman of various Tata Trusts, India's most respected and largest philanthropic foundation and the majority shareholder of the Tata group.

Trustee Private Limited; (xii) Cheema Educational Foundation; (xiii) Namma School Foundation; (xiv) Indian Foundation for Quality Management; (xv) TVS Cheema Scholarship Foundation; (xvi) TATA Indian Institute of Skills

Foreign Companies:
(i) The Norton Motorcycle Co. Limited, UK; (ii) TVS Motor (Singapore) Pte Limited, Singapore; (iii) TVS Digital Pte. Ltd., Singapore; (iv)

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Value Retail Limited (xxvii) Future Capital Financial Services Limited (xxviii) Haribhakti Mof India Private Limited (xxix) Overseas Infrastructure Alliance (India) Private Limited (xxx) Kotak Mahindra Trusteeship Services Limited (xli) The Investment Trust of India Limited (xlii) LIC Pension Fund Limited (xliii) Landmarks Planning Corporation India Private Limited (xliv) Milestone Capital Advisors Private Limited (xlv) JM Financial Asset Reconstruction Company Limited (xlvi) Mentorcorp Management Private Limited (xlvii) Bluevine Technologies Private Limited (xlviii) Quadrum Solutions Private Limited (xlix) Fintotal Insights And Resources Private Limited (l) Landmarks Financial Advisory Services Private Limited (li) First Policy Insurance Brokers Private Limited (lii) Cloud Infosolutions Private Limited (lii) Acme Wind Power (Tentakal) One Private Limited (lv) Warmond Trustees & Executors Private Limited (lv) Ecofirst Services Limited (lv) Future People Services Limited (lvii) Creative Collaboration Advisors Private Limited (lviii) ESG Minds Private Limited (lix) Desai Haribhakti Consulting Private Limited (lx) Neue Allianz Corporate Services Private Limited (lx) For Audit Quality Private Limited (lxii) Financial Planning Supervisory Foundation (lxiii) Next-Gen Finance Enablers	Mr. B. Sriram has held several key executive positions in his career including Managing Director & CEO, IDBI Bank Ltd.; Managing Director, State Bank of India and Managing Director, State Bank of Bikaner & Jaipur. He has held various key assignments in the State Bank Group in Credit and Risk, Retail, Operations, IT, Treasury, Investment Banking, International Operations, Payment and Settlement Systems and Small Scale Industry. He was a part-time member of the Insolvency & Bankruptcy Board of India. He is also an External Investment Committee member of British International Investment, UK.	Current Directorships Indian Companies: (i) ICICI Bank Limited; (ii) TVS Credit Services Limited; (iii) Nippon Life India Asset Management Limited; (iv) Indialdeas.com Limited; (v) TVS Supply Chain Solutions Limited; (vi) National Bank for Financing Infrastructure and Development (NaFID); Foreign Companies: Nil Past Directorships (i) Home Credit India Finance Private Limited; (ii) Dreamplugs Technologies Private Limited; (iii) National Highways Infra Investment Managers Private Limited; (iv) Multi Commodity Exchange of India Limited (v) Gujarat State Energy Generation Limited (vi) National Bulk Handling Corporation Private Limited (vii) SBI Business Process Management Services Private Limited (viii) SBI Factors Limited (ix) SBI Cards and Payment Services Limited (x) SBI CAP Securities Limited (xi) SBI Foundation (xii) IDBI Bank Limited (xiii) SBI General Insurance Company Limited (xiv) Unitech Limited (xv) SBI DFHI Limited (xvi) Protevista Business Advisors Limited (xvii) SBI Life Insurance Company Limited
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Mr. Balasubramanyam Sriram Designation: Independent Director Age: 67 years Appointment Date: January 24, 2023 DIN: 02993708	Mr. B. Sriram has held several key executive positions in his career including Managing Director & CEO, IDBI Bank Ltd.; Managing Director, State Bank of India and Managing Director, State Bank of Bikaner & Jaipur. He has held various key assignments in the State Bank Group in Credit and Risk, Retail, Operations, IT, Treasury, Investment Banking, International Operations, Payment and Settlement Systems and Small Scale Industry. He was a part-time member of the Insolvency & Bankruptcy Board of India. He is also an External Investment Committee member of British International Investment, UK.	Current Directorships Indian Companies: (i) ICICI Bank Limited; (ii) TVS Credit Services Limited; (iii) Nippon Life India Asset Management Limited; (iv) Indialdeas.com Limited; (v) TVS Supply Chain Solutions Limited; (vi) National Bank for Financing Infrastructure and Development (NaFID); Foreign Companies: Nil Past Directorships (i) Home Credit India Finance Private Limited; (ii) Dreamplugs Technologies Private Limited; (iii) National Highways Infra Investment Managers Private Limited; (iv) Multi Commodity Exchange of India Limited (v) Gujarat State Energy Generation Limited (vi) National Bulk Handling Corporation Private Limited (vii) SBI Business Process Management Services Private Limited (viii) SBI Factors Limited (ix) SBI Cards and Payment Services Limited (x) SBI CAP Securities Limited (xi) SBI Foundation (xii) IDBI Bank Limited (xiii) SBI General Insurance Company Limited (xiv) Unitech Limited (xv) SBI DFHI Limited (xvi) Protevista Business Advisors Limited (xvii) SBI Life Insurance Company Limited
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Ms. Kalpana Unadkat Designation: Independent Director Age: 55 years Appointment Date: December 15, 2025 DIN: 02490816	Ms. Kalpana Unadkat is an experienced Independent Director with over a decade of boardroom experience and more than 25 years of cross-border legal and governance expertise. Ms. Kalpana is a dual-qualified solicitor (India and UK) and was a senior partner at Khaitan & Co. and a former Co-Head of Ashurst's India Practice (London). Ms. Kalpana specialises in cross border joint ventures and M&As (international and domestic), and corporate governance laws and offers practical solutions to clients on doing business in India. She is experienced in leading diverse teams in dynamic environments while achieving success in competitive markets. As a leading international M&A lawyer, Ms. Kalpana has helped corporates at critical inflection points in their growth journeys including: • Structuring and executing strategic acquisitions, joint ventures, and alliances for accelerated expansion. • Designing market entry strategies into new geographies and sectors. • Overseeing post-acquisition integration to ensure operational alignment and synergy realisation. • Advising on divestments and restructuring to refocus on high-growth areas. • Supporting organic growth initiatives through strategic partnerships, commercial contracts, and long-term supply agreements. Recognised for her ability to bridge governance with strategic execution, Ms. Kalpana enables sustainable long-term value creation and strengthens organisational resilience. A mentor to senior executives, she has delivered numerous governance workshops and co-authored research on Women on Boards. Ms. Kalpana is a well-recognised expert on Corporate Governance principles. She also advises on board effectiveness, particularly around issues of corporate governance, leadership, organisational climate and decision-making. She has led several workshops and trained more than 200 directors with a comprehensive approach to director development. She regularly acts for international companies and is recognised in independent guides as one of the leading lawyers. Ms. Kalpana was the recipient of the Chevening Scholarship - English and EC Commercial Law and Practice. She has also been recognised and awarded: • Trailblazer, Women Achiever Awards 2023 by FICCI/FLO; • The Corporate Governance Lawyer of the Year, India in 2019; • The Rising Women of the Year Award in 2019 by Economic Times and Spencer Stuart; • The Corporate Governance Lawyer for India Award in 2018 by M&A Today; • The Female Lawyer of the Year for 2017 by ACO Global Law Awards; • The Women in Law awards by Lawyer Monthly in 2017; and • The Women Super Achiever Award by World HRD congress in 2017.	Current Directorships: Indian Companies: (i) Eris Lifesciences Limited; (ii) Avenue Supermarkets Limited; (iii) TVS Credit Services Limited. Foreign Companies: (i) TVS Motor (Singapore) Pte.Ltd; Past Directorships: (i) Essel Mining & Industries Limited Limited; (ii) Elpro International Limited; (iii) TVS Housing Finance Private Limited
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i. Business Model/ Business Overview and Strategy:
Our Company is engaged in the business of designing, manufacturing, marketing and selling two-wheelers and three-wheelers in Indian and international markets. The Company has global presence and offers a range of products and related services in mobility segment and operates through an integrated network of subsidiaries, associates and distribution partners.
The Company is one of the largest manufacturers of two-wheelers in the world by volume. It has a presence in multiple geographies and caters to domestic and export markets. Its operations include research and development, manufacturing, distribution, and after-sales support for mobility products and solutions.
Headquartered in Chennai, our Company manufactures and sells two-wheelers and three-wheelers and has presence across all segments of the two-wheeler industry. More than 63 million customers ride a TVS Motor vehicle in India and across nearly 100 countries around the world.
We have a nationwide distribution network of over 4,500 certified touch-points, including dealers and Authorised Service Centres and continuously seeks to increase its reach. The Company has a talent pool of more than 5,000 personnel who work out of four state-of-the-art manufacturing facilities at Hosur in Tamil Nadu, Mysore in Karnataka, Nalgandla in Himachal Pradesh, and Karawang in Indonesia.
The Company has subsidiaries and associates including The Norton Motorcycle Co. Limited (United Kingdom), and TVS EBIKE Company AG (Switzerland), which is engaged in the personal e-mobility segment.
In its four-decade-long journey, the brand has won many accolades along the way. The Company is the first two-wheeler manufacturer to be conferred with the prestigious Hero Prize for excellence in quality. The Company's various products have led in their respective categories in the J.D. Power IQS and APEAL surveys for five years. For four consecutive years, it was ranked No. 1 in the J.D. Power Customer Service Satisfaction Survey. TVSM is also the first two-wheeler company in India to receive the prestigious TPM Advanced Special Award for all its factories certified by the Japan Institute of Plant Maintenance.

j. Rationale for the Scheme:
1. The Company had built up substantial surplus reserves, over the years from its retained profits. The surplus reserves are well above the Company's current and likely future business needs.
2. Further, upon taking into consideration the Company's capability to generate strong free cash flow in the foreseeable future and the surplus reserves being more than what is needed to fund the Company's future growth, the Company is of the view that these excess funds can be optimally utilized to reward its shareholders.
3. Accordingly, the Company had proposed inter alia, to distribute such funds amongst its shareholders by issuing fully paid up Preference Shares by way of bonus in terms of the Scheme.

4. The Preference Shares will be a listed security and while giving near-cash (traded, encashable) instrument in the hands of shareholders, give increased flexibility to the Company in managing its liquidity until redemption.
5. In view of the aforesaid factors, the Company has concluded that it can optimally utilize its surplus reserves by distributing a considerable portion of the same to its equity shareholders. In order to maintain high level of corporate governance and transparency, the Company had proposed 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 Scheme is in the interest of the shareholders of the Company and it is not detrimental to the interest of other stakeholders.

k. Audited Financials for the previous three financial years and audit qualifications:
The standalone and consolidated audited financial statements along with notes to accounts for the last 3 financial years ended March 31, 2025, March 31, 2024 and March 31, 2023 are available on the website of the Company at <https://www.tvsmotor.com/>. Below is the summary of audited financial statements of the Company for the last 3 financial years ended March 31, 2025, March 31, 2024 and March 31, 2023:

(i) Summary of audited financial statements of the Company on standalone basis:

BALANCE SHEET			
	As at 31.03.2025	As at 31.03.2024	As at 31.03.2023
ASSETS			
Non-current assets			
Property, plant and equipment	3,880.22	3,442.18	3,260.17
Capital work in progress*	1,238.82	930.14	627.73
Other intangible assets	466.14	329.67	335.72
Financial assets			
i. Investments	9,038.23	6,828.07	5,491.95
ii. Other financial assets	28.00	152.69	482.54
Deferred Tax Assets (Net)	-	-	-
Other non-current assets ^	229.61	161.67	109.73
Total non-current assets	14,881.02	11,844.42	10,307.84
Current assets			
Inventories	1,725.76	1,370.80	1,236.36
Financial assets			
i. Trade receivables	1,280.06	1,302.14	979.29
ii. Cash and cash equivalents	293.56	485.83	234.35
iii. Bank balances other than (ii) above	264.77	45.13	7.61
iv. Investments	233.19	163.19	191.92
v. Other financial assets	97.55	77.25	62.83
Current tax assets (Net)	-	-	-
Other current assets	1,166.98	773.48	972.19
Total current assets	5,081.87	4,217.82	3,684.55
Total Assets	19,962.89	16,062.24	13,992.39
EQUITY AND LIABILITIES			
Equity			
Equity share capital	47.51	47.51	47.51
Other equity	9,889.14	7,683.53	6,000.34
Total equity	9,936.65	7,731.04	6,047.85
Liabilities			
Non-current liabilities			
Financial liabilities			
i. Borrowings	834.51	986.91	1,211.54
ii. Lease liability	192.63	313.07	313.24
iii. Other Non Current Liabilities	28.00	31.50	37.13
Provisions	255.94	205.87	175.88
Deferred tax liabilities (Net)	265.92	187.05	198.20
Total non-current liabilities	1,577.00	1,724.40	1,935.99
Current liabilities			
Financial liabilities			
i. Borrowings	900.43	526.53	1,033.04
ii. Lease liability	108.39	137.11	105.54
iii. Trade payables	6,153.66	5,112.17	4,130.56
iv. Other financial liabilities	310.92	126.95	121.65
Other current liabilities	754.31	526.63	513.29
Provisions	184.13	143.80	98.54
Current tax liabilities (Net)	37.40	33.81	5.93
Total current liabilities	8,449.24	6,606.80	6,008.55
Total liabilities	10,026.24	8,331.20	7,944.54
Total equity and liabilities	19,962.89	16,062.24	13,992.39

* Includes Intangible assets under development
^ Includes non current tax assets

(ii) Summary of audited financial statements of the Company on consolidated basis:

BALANCE SHEET			
	As at 31.03.2025	As at 31.03.2024	As at 31.03.2023
ASSETS			
Non-current assets			
Property, plant and equipment #	5,630.12	4,431.82	4,315.10
Capital work in progress *	1,465.45	1,032.95	743.45
Other intangible assets \$	2,014.33	1,459.00	1,432.93
Financial assets			
i. Investments &	732.07	960.00	775.33
ii. Other financial assets @	11,367.23	12,250.07	10,514.35
Deferred Tax Assets (Net)	495.91	394.28	305.73
Other non-current assets ^	247.55	172.33	121.74
Total non-current assets	21,952.66	20,700.45	18,208.63
Current assets			
Inventories	2,416.58	2,248.40	1,921.51
Financial assets			
i. Trade receivables	1,716.75	1,839.42	1,256.42
ii. Cash and cash equivalents	4,115.00	2,355.80	1,851.19
iii. Bank balances other than (ii) above	271.24	69.93	27.92
iv. Investments	515.31	163.19	191.92
v. Other financial assets @	15,419.44	13,619.92	10,466.42
Current tax assets (Net)	-	23.89	4.56
Other current assets	1,529.93	1,199.46	1,304.34
Total current assets	25,984.25	21,520.01	17,024.28
Total Assets	47,936.91	42,220.46	35,232.91
EQUITY AND LIABILITIES			
Equity			
Equity share capital	47.51	47.51	47.51
Other equity	9,394.76	7,463.60	5,882.34
Total equity	9,442.27	7,511.11	5,909.85
Liabilities			
Non-current liabilities			
Financial liabilities			
i. Borrowings	13,932.68	12,629.32	9,064.08
ii. Lease liability	751.83	503.68	563.51
iii. Other non-current liabilities	28.00	31.50	37.14
Provisions	322.57	270.18	231.26
Deferred tax liabilities (Net)	286.02	196.46	208.37
Total non-current liabilities	15,321.10	13,631.14	10,104.36
Current liabilities			
Financial liabilities			
i. Borrowings	13,883.08	12,657.30	12,562.15
ii. Lease liability	241.12	215.40	185.84
iii. Trade payables	7,561.26	6,638.22	5,096.67
iv. Other financial liabilities	400.39	459.58	355.60
Other current liabilities	1,029.62	906.49	886.65
Provisions	218.27	166.64	115.74
Current tax liabilities (Net)	39.80	34.58	16.05
Total current liabilities	23,173.54	21,078.21	19,218.70
Total liabilities	38,494.64	34,709.35	29,323.06
Total equity and liabilities	47,936.91	42,220.46	35,232.91

Includes investment properties
* Includes Intangible assets under development
\$ Includes non current assets
@ Includes Goodwill on consolidation
^ Includes Loans (receivable from financing activity)
& Includes Investments accounted using equity method
! Includes Non controlling interest

(iii) Summary of audited financial statements of the Company on consolidated basis:

STATEMENT OF CASH FLOWS			
	Year ended 31.03.2025	Year ended 31.03.2024	Year ended 31.03.2023
A. CASH FLOW FROM OPERATING ACTIVITIES			
Net profit before tax	3,628.79	2,780.68	2,003.37
Add: Depreciation and amortisation for the year	744.60	700.35	631.23
Loss on sale / scrapping of property, plant and equipment	-8.42	-2.63	-2.82
Unrealised exchange (gain) / loss *	9.88	6.07	0.62
Dividend income	-100.27	-2.61	-2.25
Interest income	-19.87	-18.88	-6.21
Fair value of financial assets & financial liabilities	78.27	26.93	-61.69
Interest expense ^	171.47	181.63	140.66
Profit on sale of investments	-1.15	-145.39	-22.01
Operating profit before working capital changes	874.51	745.47	677.53
Adjustments for:			
Inventories	-354.96	-134.44	-113.68
Trade Receivables	10.94	-329.85	-11.01
Other financial assets	-231.76	-24.68	-23.23
Other non-current assets	10.31	-53.76	7.39
Other current assets	-413.50	198.71	-248.24
Trade Payables	1,042.88	977.79	104.82
Provisions	95.14	52.98	2.60
Other financial liabilities (excluding current maturities of debt)	205.06	5.14	-3.72
Other current liabilities	229.81	15.46	79.64
Cash generated from operations	5,097.02	4,233.48	2,475.47
Direct taxes paid	-831.35	-616.19	-482.61
Net cash from operating activities (A)	4,265.67	3,617.29	1,992.86
B. CASH FLOW FROM INVESTING ACTIVITIES			
Additions to property, plant and equipment (including Capital work in progress)	-1,798.47	-1,088.81	-1,015.56
Sale of property, plant and equipment	18.76	33.31	18.74
Purchase of investments \$	-2,263.78	-1,490.99	-1,322.15
Sale of investments	53.66	630.88	-
Investment in Term deposits	-	-	-
Closure of Term deposits	-	-	-
Interest received	18.74	17.37	4.92
Dividend received	100.27	1.98	2.25
Net Cash from/(used in) investing activities (B)	-3,870.82	-1,896.26	-2,311.80
C. CASH FLOW FROM FINANCING ACTIVITIES			
Net Borrowings:			
Term loans availed/(repaid)	219.99	-289.48	347.59
Short term borrowings availed/ (repaid)	-	-440.00	310.00
Interest paid	-138.42	-213.73	-137.10
Dividend and dividend tax paid	-475.09	-380.07	-291.81
Repayment of lease liabilities #	-193.60	-146.26	-4.14
Net cash inflow/ (outflow) from financing activities (C)	-587.12	-1,469.55	224.54
D. NET INCREASE / (DECREASE) IN CASH AND CASH EQUIVALENTS (A+B+C)	-192.27	251.48	-94.40
Cash and cash equivalents at the beginning of the year			
Cash and Bank balances	485.83	234.35	328.75
Cash credit balance	-	234.35	-
Cash and cash equivalents at the end of the year	293.56	485.83	234.35
Cash and Bank balances	293.56	485.83	234.35
Cash credit balance	-	-	234.35

* Includes Gain on pre closure
^ Includes share based payment expenses
\$ Includes share application money paid
Included Purchase of treasury shares by ESOP Trust and Other bank balances

Limited reviewed standalone financial results of the Company for nine months period ended December 31, 2025:

STATEMENT OF PROFIT AND LOSS		Nine months ended 31.12.2025
Income		
Revenue from operations		34,462.69
Other income		-15.05
Total income		34,447.64
Expenses		
Cost of materials consumed *		24,213.33
Changes in inventories of finished goods, work-in-process and Stock-in-Trade		305.26
Employee benefit expenses		1,804.38
Finance costs		144.78
Depreciation and amortisation expense		651.88
Other expenses		3,733.99
Total expenses		30,853.62
Profit before exceptional items and tax		3,594.02
Exceptional items - income / (expense)		-41.37
Profit before tax		3,552.65
Income tax expense		-
Current tax		886.03
Deferred tax charge/(credit)		41.57
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Limited reviewed consolidated financial results of the Company for nine months period ended December 31, 2025:

STATEMENT OF PROFIT AND LOSS		(₹ In Crore)	
	Nine months ended 31.12.2025		
Income			
Revenue from operations	41,016.79		
Other income	15.36		
Total income	41,032.15		
Expenses			
Cost of materials consumed *	24,981.37		
Changes in inventories of finished goods, work-in-process and Stock-in-Trade	372.96		
Employee benefit expenses	3,240.52		
Finance costs	1,664.00		
Depreciation and amortisation expense	958.10		
Other expenses	6,215.52		
Total expenses	37,432.47		
Profit before exceptional items and tax	3,599.68		
Exceptional items - income / (expense) ^	-76.07		
Profit before tax	3,523.61		
Income tax expense	1167.38		
Current tax †	-10.65		
Deferred tax charge/(credit) @			
Profit for the year	2,366.88		
Other comprehensive income			
Items that will not be reclassified to profit and loss			
Remeasurement of post employment benefit obligations	-12.15		
Change in fair value of equity instruments \$	165.31		
Income tax relating to these items	-18.18		
Items that will be reclassified to profit and loss			
Transactions relating to Derivative instruments & Income tax relating to these items	171.64		
	0.84		
Other comprehensive income for the year, net of tax	307.46		
Total comprehensive income for the year #	2,674.34		
Earnings per share			
Basic & Diluted earnings per share	47.29		

* Includes purchase of stock in trade

^ Includes Share of net profit / (loss) from associates using equity method

@ Includes Share of other comprehensive income of an associate

\$ Includes FCTR

Includes NCI portion

† Includes Current tax from Discontinued operations

@ Includes tax from Discontinued operations

STATEMENT OF PROFIT AND LOSS				(₹ In Crore)			
	Year ended 31.03.2025	Year ended 31.03.2024	Year ended 31.03.2023				
Income							
Revenue from operations	44,089.01	38,778.82	31,973.99				
Other income	69.56	105.82	138.00				
Total income	44,158.57	38,884.64	32,111.99				
Expenses							
Cost of materials consumed *	26,803.06	24,593.59	20,987.19				
Changes in inventories of finished goods, work-in-process and Stock-in-Trade	-79.22	-323.37	-140.93				
Employee benefit expenses	3,580.88	3,297.72	2,890.25				
Finance costs	2,093.25	1,916.60	1,367.89				
Depreciation and amortisation expense	1,045.56	956.15	858.86				
Other expenses	7,135.57	5,732.86	4,170.10				
Total expenses	40,579.10	36,173.55	30,133.36				
Profit before exceptional items and tax	3,579.47	2,711.09	1,978.63				
Exceptional items - income / (expense) ^	-51.63	-8.17	-42.60				
Profit before tax	3,527.84	2,702.92	1,936.03				
Income tax expense							
Current tax †	1,192.80	1,012.63	703.46				
Deferred tax charge/(credit) @	-44.77	-88.25	-78.89				
Profit for the year	2,379.81	1,778.54	1,309.46				
Other comprehensive income							
Items that will not be reclassified to profit and loss							
Remeasurement of post employment benefit obligations	-4.35	-28.42	-27.62				
Change in fair value of equity instruments \$	23.27	0.33	-13.52				
Income tax relating to these items	-1.78	3.93	10.38				
Items that will be reclassified to profit and loss							
Transactions relating to Derivative instruments & Income tax relating to these items	30.26	-35.55	95.02				
	-0.18	6.24	-4.98				
Other comprehensive income for the year, net of tax	47.22	-53.47	59.28				
Total comprehensive income for the year #	2,427.03	1,725.07	1,368.74				
Earnings per share							
Basic & Diluted earnings per share	47.05	35.50	27.97				

* Includes Purchases of stock in trade

^ Includes Share of net profit / (loss) from associates using equity method and Profit before tax from Discontinued operations

\$ Includes Share of other comprehensive income of an associate

Includes FCTR

† Includes NCI portion

‡ Includes Current tax from Discontinued operations

@ Includes tax from Discontinued operations

l. Latest restated audited financials along with notes to accounts and any audit qualifications.
Not Applicable

m. Change in accounting policies in the last three years and their effect on profits and reserves
There has been no change in accounting policies by the Company in last three years.

n. Summary table of contingent liabilities:
The details of contingent liabilities are as follows:

Details				(₹ In Crore)		
	March 31, 2025	March 31, 2024	March 31, 2023			
(a) Claims against the company not acknowledged as debts:						
(i) Excise	23.90	23.89	52.44			
(ii) Service tax	7.17	8.08	8.65			
(iii) Customs	-	-	39.67			
(iv) Sales tax	-	2.00	2.74			
(v) Income tax	48.07	54.99	73.67			
(vi) GST	55.03	16.28	3.46			
(vii) Legal cases filed by customers	-	-	4.04			
(viii) Legal cases filed by borrowers against the Company	13.15	6.15	-			
(b) Other money for which the company is contingently liable:						
(i) On bills discounted with banks	330.98	250.99	146.91			
(ii) On factoring arrangements	-	-	-			
(c) Commitments:						
(i) Estimated amount of contracts remaining to be executed on capital account and not provided for	343.18	252.41	281.43			
(ii) On Investments	-	1.88	3.90			
(iii) Undrawn loans sanctioned to customers by financial enterprises	41.29	63.47	43.58			
(iv) Estimated indemnity amount on account of tax paid due to interpretational difference in GST tax rate	15.94	15.94	-			
(d) Other commitments:						
On import of capital goods under Export Promotion Capital Goods Scheme	-	-	-			
Total	878.71	696.08	660.49			

* The future cash flows on the above items are determinable only on receipt of the decisions/judgments that are pending at various forums/authorities. The future cash flows on the above items are determinable only on receipt of the decisions/judgments that are pending at various forums/authorities.

o. Summary table of related party transactions in last 3 years as disclosed in the restated financial statements:

For details of the related party transactions for the last three financial years ended March 31, 2025, March 31, 2024 and March 31, 2023 in accordance with the requirements under Ind AS 24 "Related Party Disclosures" notified under Section 133 of the Companies Act read with the Companies (Indian Accounting Standards) Rules 2015, as amended from time to time, see section titled "Financial Information" of the Information Memorandum issued by the Company. Further refer to Information Memorandum: (i) page F41 - Note 35; (ii) page F79 - Note 41; (iii) page F111 - Note 34; (iv) page F148 - Note 39; (v) page F181 - Note 34, (vi) page F220 - Note 39 for related party transactions: (i) for the period ended March 31, 2025 on standalone basis; (ii) for the period ended March 31, 2025 on consolidated basis; (iii) for the period ended March 31, 2024 on standalone basis; (iv) for the period ended March 31, 2024 on consolidated basis; (v) for the period ended March 31, 2023 on standalone basis; (vi) for the period ended March 31, 2023 on consolidated basis, respectively. The Information Memorandum is uploaded to the website of the Company at www.tvsmotor.com.

p. Details of its other group companies including their capital structure and financial statements: In terms of SEBI (Issue And Listing of Non-Convertible Securities) Regulations, 2021 ("NCS Regulations") the term "group companies" includes (i) such companies, other than promoter(s), subsidiary/subsidiaries, with which there were related party transactions, during the period for which financial information is disclosed in the offer documents, as covered under the applicable accounting standards and (ii) other companies as considered material by the board of the issuer. Accordingly, all such companies which our Company had related party transactions as per the last three years audited financial statements have been considered group companies in terms of NCS Regulations. Based on the above following is the summary of capital structure and financials of the identified group companies:

Ultraviolette Automotive Private Limited was incorporated on 18th December 2015 as a private limited company under the Companies Act 2013 at RoC - Bangalore, bearing CIN - U34102KA2015PTC084804. The company was born out of the unique vision of creating top-of-the-line mobility solutions, that's driven by progressive design and energy efficient technology. Ultraviolette Automotive is developing India's first ecosystem of high-performance electric vehicles and future-ready energy infrastructure. The financial information derived from last three years audited financial statements of the Company is given below:

Particulars	FY 2025	FY 2024	FY 2023
Authorised share capital (₹ Cr)	81.48	80.60	71.83
Paid-up Equity (₹ Cr)	77.26	76.80	71.09
Reserves & Surplus (₹ Cr)	289.75	270.05	334.34
Revenue from Operations (₹ Cr)	32.33	15.08	8.67
Profit After Tax (₹ Cr)	(116.01)	(61.86)	(7.40)
EPS (₹)	(202)	(107)	(13)
Net Asset Value per Equity Share (₹)	637	602	703

DriveX Mobility Private Limited was incorporated on 1st April 2020 as a Private Limited Company under the Companies Act 2013, at RoC - Coimbatore, bearing CIN - U63040TZ2020PTC033680. The Company is engaged in business of buying, refurbishing and selling of pre-owned two wheelers and trading in automobile spare parts, accessories and engine oils. The financial information derived from last three years audited financial statements of the Company is given below:

Particulars	FY 2025	FY 2024	FY 2023
Authorised share capital (₹ Cr)	1.60	1.60	1.60
Paid-up Equity (₹ Cr)	0.02	0.02	0.02
Reserves & Surplus (₹ Cr)	36.93	43.28	74.24
Revenue from Operations (₹ Cr)	59.97	33.99	5.79
Profit After Tax (₹ Cr)	(46.33)	(30.98)	(11.12)
EPS (₹)	(22,540.18)	(15,314.03)	(7,544.86)
Net Asset Value per Equity Share (₹)	15,758.80	21,396.41	36,702.02

TVS Emerald Limited (formerly known as Emerald Haven Realty Limited) was incorporated on 2nd June 2010 as a Public Limited Company under the Companies Act, 1956, at RoC - Chennai, bearing CIN - U45200TN2010PLC075953. The Company is engaged in business of real estate. The financial information derived from last three years audited financial statements of the Company is given below:

Particulars	FY 2025	FY 2024	FY 2023
Authorised share capital (₹ Cr)	265.00	265.00	265.00
Paid-up Equity (₹ Cr)	255.44	255.44	255.44
Reserves & Surplus (₹ Cr)	(49.92)	(14.52)	(11.41)
Revenue from Operations (₹ Cr)	232.00	81.20	22.60
Profit After Tax (₹ Cr)	(35.40)	(3.12)	(31.00)
EPS (₹)	(1.39)	(0.12)	(1.33)
Net Asset Value per Equity Share (₹) (excludes Instruments in the nature of equity like CCD, OCD)	7.92	9.33	9.51

TVS Digital Limited was incorporated on 22nd March 2010 as a Private Limited Company under the Companies Act 1956, at RoC - Chennai, bearing CIN - U70101TN2010PTC075027 and was later made a public company with alteration to the main objects in 2024 and the CIN as on date is U62090TN2010PLC075027. The Company is engaged in business of digital transformation, software design, development, customization, implementation, maintenance, testing and bench marking, software and business consulting, training, designing, developing, digitalization, process automation and dealing in computer software and solutions. The financial information derived from last three years audited financial statements of the Company is given below:

Particulars	FY 2025	FY 2024	FY 2023
Authorised share capital (₹ Cr)	3.05	3.05	0.05
Paid-up Equity (₹ Cr)	3.05	3.05	0.05
Reserves & Surplus (₹ Cr)	1.59	1.09	0.85
Revenue from Operations (₹ Cr)	27.82	3.85	0.07
Profit After Tax (₹ Cr)	0.50	0.27	0.03
EPS (₹)	1.65	0.96	5.02
Net Asset Value per Equity Share (₹)	15.23	13.58	180.74

TVS Training & Services Limited was incorporated on 22nd March 2010 as a Private Limited Company under the Companies Act 1956, at RoC - Chennai, bearing CIN - U74990TN2010PLC075028. The Company is engaged in business of providing, establishing, maintaining, run, develop and manage or take over and administer schools, colleges, or other bodies or institutions and imparting skill development training. The financial information derived from last three years audited financial statements of the Company is given below:

Particulars	FY 2025	FY 2024	FY 2023
Authorised share capital (₹ Cr)	12.50	12.50	12.50
Paid-up Equity (₹ Cr)	9.05	9.05	9.05
Reserves & Surplus (₹ Cr)	6.49	8.58	8.17
Revenue from Operations (₹ Cr)	164.23	103.59	43.04
Profit After Tax (₹ Cr)	(2.11)	0.32	0.63
EPS (₹)	(2.33)	0.70	0.70
Net Asset Value per Equity Share (₹)	17.17	19.48	19.03

Sundaram - Clayton Limited was incorporated on 29th August, 2017, as TVS Commodity Financial Solutions Private Limited under the Companies Act, 2013. Pursuant to the approval of the shareholders by way of a special resolution passed on 4th February, 2022, the Company was renamed Sundaram-Clayton DCD Private Limited, and a fresh certificate of Incorporation was issued on 8th February, 2022. Subsequently, the Company was converted into a public limited company and renamed Sundaram-Clayton DCD Limited, following shareholder approval dated 10th February, 2022, with a revised certificate issued on 24th February, 2022. Thereafter, under a Composite Scheme of Arrangement approved by the Hon'ble NCLT, Chennai Bench, on 6th March, 2023, the manufacturing business of TVS Holdings Limited was demerged, transferred, and vested into the Company with effect from 1st August, 2023 ("Demerger"), and the Company was simultaneously renamed Sundaram-Clayton Limited, with a fresh certificate dated 30th August, 2023, bearing CIN: L51100TN2017PLC118316. The Company had not commenced operations prior to the Demerger; post-Demerger, it is engaged in the manufacture of auto components. The detailed financial reports are available at: <https://www.sundaram-clayton.com/Reports.htm>, and the information derived from the audited financial statements for the last three years is given below:

Particulars	FY 2025	FY 2024	FY 2023
Authorised share capital (₹ Cr)	15.00	15.00	0.025
Paid-up Equity (₹ Cr)	11.02	10.12	0.0025
Reserves & Surplus (₹ Cr)	1,413.06	787.49	(0.014)
Revenue from Operations (₹ Cr)	2,109.14	1,341.92	(0.014)
Profit After Tax (₹ Cr)	257.92	64.52	(0.0012)
EPS (₹)	122.23	31.89	(0.00)
Net Asset Value per Equity Share (₹)	645.96	394.23	(44.48)

Emerald Haven Development Limited was incorporated on 9th July 2008 as a Public Limited Company under the Companies Act, 1956, at RoC Chennai, bearing CIN - U45200TN2008PLC068511. The Company is engaged in business of real estate development. The financial information derived from last three years audited financial statements of the Company is given below:

Particulars	FY 2025	FY 2024	FY 2023
Authorised share capital (₹ Cr)	60.00	60.00	60.00
Paid-up Equity (₹ Cr)	57.19	57.19	57.19
Reserves & Surplus (₹ Cr)	8.53	14.88	12.18
Revenue from Operations (₹ Cr)	1.69	149.29	16.95
Profit After Tax (₹ Cr)	(6.35)	2.70	(25.10)
EPS (₹)	(1.11)	0.47	(4.39)
Net Asset Value per Equity Share (₹)	11.49	12.60	12.13

Veevies Charities Foundation was incorporated on 20th August 2021 as a Private Limited Company (Not for Profit Limited by Guarantee) under the Companies Act 2013, at RoC - Chennai, bearing CIN - U80903TN2021NPL145610. The Company is engaged in providing financial assistance and relief to the needy and poor, irrespective of caste, community, or creed, through donations, stipends, interest-free loans, and other support for education, health, and livelihood; to establish and maintain educational institutions, promote learning and research by instituting prizes and scholarships. The financial information derived from last three years audited financial statements of the Company is given below:

Particulars	FY 2025	FY 2024	FY 2023
Authorised share capital (₹ Cr)*	-	-	-
Paid-up Equity (₹ Cr)*	-	-	-
Reserves & Surplus / General Fund (₹ Cr)	28.96	21.87	19.18
Revenue from Operations / Donations, received (₹ Cr)	14.73	10.42	7.88
Profit After Tax /			

