

VS Trust

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

Date: 24 April 2025

National Stock Exchange of India Ltd.,
Exchange Plaza, 3rd Floor
Plot No.3-1. "G" Block, I.F.B. Centre,
Bandra-Kurla-Complex, Bandra (East),
Mumbai – 400 051
Email: takeover@nse.co.in

BSE Limited
Phiroze Jeejeebhoy Towers
Dalal Street, Fort,
Mumbai 400001
E-mail: corp.relations@bseindia.com

TVS Motor Company Limited
"Chaitanya", No. 12, Khader Nawaz Khan
Road, Nungambakkam, Chennai, Tamil Nadu,
600034
E-mail: contactus@tvsmotor.com

**Subject: Disclosure under Regulation 29(2) of the Securities and Exchange Board of India
(Substantial Acquisition of Shares and Takeovers) Regulations 2011 ("Takeover
Regulations").**

Dear Sir/ Madam

This is to inform you that Mr Venu Srinivasan has contributed a total of 13,73,347 equity shares of TVS Holdings Limited (representing 6.79% of the equity share capital) to us, VS Trust on 23 April 2025 by way of an off-market inter-se transfer. All named individuals and entities above are members of the promoter and promoter group of TVS Motor Company Limited ("**Company**"). As on the date of this disclosure, TVS Holdings Limited holds 50.26% shareholding in the Company and is a member of its promoter and promoter group.

Accordingly, this disclosure is being made out of abundant caution on account of indirect acquisition of voting rights in the Company, pursuant to the said contribution which exceeds the thresholds prescribed under Regulation 29(2) of the Takeover Regulations. However, it is clarified that the total shareholding of the 'promoter & promoter group' of the Company remains unchanged pursuant to such contribution.

In view of the above, please see enclosed a disclosure under Regulation 29(2) of the Takeover Regulations. Request you to take the same on record.

Yours truly,

For and on behalf of **VS Trust**

VENU SRINIVASAN
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VENU SRINIVASAN
Date: 2025.04.24
19:11:54 +05'30'

Authorised Signatory

Name: Venu Srinivasan

Designation: Trustee

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Disclosure under Regulation 29(2) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011

Name of the Target Company	TVS Motor Company Limited ("Target Company")		
Name(s) of the acquirer and the persons acting in concert with the acquirer	Acquirer: VS Trust (through its trustee) ("Acquirer") Transferor: Mr Venu Srinivasan ("Transferor") Members of the promoter and promoter group of the Target Company are deemed to be acting in concert with the Acquirer. However, such members of the promoter and promoter group are not acting in concert with the Acquirer for the purposes of this transmission. Please refer to Annexure 1 for details of the shareholding of all the members of the promoter and promoter in the Target Company.		
Whether the acquirer belongs to Promoter/Promoter group	Yes		
Name(s) of the Stock Exchange(s) where the shares of the Target Company are Listed	BSE Limited National Stock Exchange of India Limited		
Details of the acquisition as follows	Number	% w.r.t. total share/ voting capital wherever applicable (*)	% w.r.t. total diluted share/ voting capital of the Target Company (**)
Before the sale under consideration, holding of⁽¹⁾:			
a) Shares carrying voting rights i. Acquirer	0	0.00%	0.00%
b) Shares in the nature of encumbrance (pledge/ lien/ non-disposal undertaking/ others)	Nil	Nil	Nil
c) Voting rights (VR) otherwise than by shares	Nil	Nil	Nil
d) Warrants/ convertible securities/ any other instrument that entitles the acquirer to receive shares carrying voting rights in the Target Company (specify holding in each category)	Nil	Nil	Nil
e) Total (a+b+c+d)	0	0.00%	0.00%
Details of sale⁽¹⁾			
a) Shares carrying voting rights acquired			

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i. Acquirer	Nil ⁽²⁾	Nil ⁽²⁾	Nil ⁽²⁾
b) VRs acquired otherwise than by shares	Nil	Nil	Nil
c) Warrants/ convertible securities/ any other instrument that entitles the acquirer to receive shares carrying voting rights in the Target Company (specify holding in each category) acquired	Nil	Nil	Nil
d) Shares encumbered/ invoked/ released by the acquirer	Nil	Nil	Nil
e) Total (a+b+c+/-d)	Nil ⁽²⁾	Nil ⁽²⁾	Nil ⁽²⁾
After the sale, holding of⁽¹⁾:			
a) Shares carrying voting rights			
i. Acquirer	0 ⁽²⁾	0.00% ⁽²⁾	0.00% ⁽²⁾
b) Shares encumbered with the acquirer	Nil	Nil	Nil
c) VRs otherwise than by shares	Nil	Nil	Nil
d) Warrants/ convertible securities/ any other instrument that entitles the acquirer to receive shares carrying voting rights in the Target Company (specify holding in each category) after acquisition	Nil	Nil	Nil
e) Total (a+b+c+d)	0 ⁽²⁾	0.00% ⁽²⁾	0.00% ⁽²⁾
Mode of sale (e.g. open market/ off market/ public issue/ rights issue/ preferential allotment/ inter-se transfer etc).	Indirect acquisition of voting rights by way of contribution ⁽²⁾		
Date of sale of shares/ VR or date of receipt of intimation of allotment of shares, whichever is applicable	23 April 2025 ⁽²⁾		
Equity share capital/ total voting capital of the Target Company before the said acquisition	47,50,87,114 equity shares of face value INR 1 each, amounting to INR 47,50,87,114 ⁽³⁾		
Equity share capital/ total voting capital of the Target Company after the said acquisition	47,50,87,114 equity shares of face value INR 1 each, amounting to INR 47,50,87,114 ⁽³⁾		
Total diluted share/ voting capital of the Target Company after the said acquisition	47,50,87,114 equity shares of face value INR 1 each, amounting to INR 47,50,87,114 ⁽³⁾		

Notes:

(1) The holdings shown in the above table represent direct holding in the Target Company.

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(2) Mr Venu Srinivasan has contributed a total of 13,73,347 equity shares of TVS Holdings Limited (representing 6.79% of the equity share capital) to the Acquirer on 23 April 2025 by way of an off-market inter-se transfer. The Transferor and Acquirer are members of the promoter and promoter group of the Target Company.

(3) Pursuant to this disclosure and the contribution of shares of TVS Holdings Limited to the Acquirer, the total shareholding of the promoter & promoter group of the Target Company remains unchanged. This disclosure is made out of abundant caution.

(*) Total share capital / voting capital to be taken as per the latest filing done by the company to the stock exchange under Regulation 31 of the Listing Regulations.

(**) Diluted share / voting capital means the total number of shares in the TC assuming full conversion of the outstanding convertible securities / warrants into equity shares of the TC.

For and on behalf of **VS Trust**

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SRINIVASAN

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venu SRINIVASAN
Date: 2025.04.24
19:12:24 +05'30'

Authorised Signatory

Name: Venu Srinivasan

Designation: Trustee

Place : Chennai

Date : 24 April 2025

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Annexure 1

Shareholding of the members of the promoter and promoter group

Names of the members of the promoter and promoter group	Pre-transaction shareholding in the Target Company*		Post-transaction shareholding in the Target Company	
	Number	% of total share capital	Number	% of total share capital
Mallika Srinivasan	30,000	0.01	30,000	0.01
Venu Srinivasan	0	0.00	0	0.00
Lakshmi Venu	0	0.00	0	0.00
TVS Holdings Limited (Formerly known as Sundaram Clayton Limited)	23,87,82,786	50.26	23,87,82,786	50.26
VS Trust (Mr Venu Srinivasan, Trustee)	0	0.00	0	0.00
VS Trustee Private Limited	0	0.00	0	0.00
VS PTC Trust (Mr Venu Srinivasan, Trustee)	0	0.00	0	0.00
VEE ESS Trading Private Limited	0	0.00	0	0.00
VEE ESS Trust (Venu Srinivasan Trustee Private Limited, Trustee)	0	0.00	0	0.00
Srinivasan Venu Trust (Mr Venu Srinivasan, Trustee)	0	0.00	0	0.00
Venu Srinivasan Trustee Private Limited	0	0.00	0	0.00
Srinivasan Trust (VS Trustee Private Limited, Trustee)	0	0.00	0	0.00
S. Venu Trustee Private Limited	0	0.00	0	0.00
STPL Trading and Services Private Limited (Formerly known as Srinivasan Trading Private Limited)	0	0.00	0	0.00
Total	23,88,12,786	50.27	23,88,12,786	50.27

*As per shareholding pattern for the quarter ended 31 March 2025.