

TVS MOBILITY PRIVATE LIMITED
(Formerly T.S.Rajam Distribution Services Private Limited)
CIN U50400TN2018PTC121056
No.10, Jawahar Road,
Chokkikulam,, Madurai 625002

Date: 12 January 2022

BSE Limited

Phiroze Jeejeebhoy Towers,
Dalal Street, Fort
Mumbai - 400 001
E-mail: corp.relations@bseindia.com

National Stock Exchange of India Limited
Exchange Plaza,
Bandra-Kurla-Complex, Bandra (East)
Mumbai – 400 051
E-mail: takeover@nse.co.in

Dear Sir/ Madam,

Subject: Disclosure under Regulation 10(6) of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 (“Takeover Regulations”).

This is to inform you that the Hon’ble National Company Law Tribunal, Chennai bench, vide its order dated 06 December, 2021, approved the composite scheme of amalgamation and arrangement (demerger) *inter alia* amongst T V Sundram Iyengar & Sons Private Limited (“TVSS”), Sundaram Industries Private Limited (“SIPL”), Southern Roadways Private Limited (“SRPL”) and TVS Mobility Private Limited (“TMPL”) (such scheme, “Composite Scheme”) in accordance with Sections 230 to 232 and other applicable provisions under the Companies Act, 2013 and rules made thereunder and other applicable laws. The Composite Scheme was made effective on 06 January, 2022 (“Effective Date”).

As per the Composite Scheme, on the Effective Date (which is also the first appointed date (“First Appointed Date”)), *inter alia* SIPL and SRPL have amalgamated with TVSS and have been dissolved without the process of winding up. As a result of this, the shareholding of SIPL in TVS Srichakra Limited (“Target Company”) consisting of 7,50,000 equity shares (representing 9.79% of its paid up equity share capital), has been vested in/ transferred to TVSS. This has resulted in the increase of the direct shareholding of TVSS in the Target Company from 21,23,115 equity shares (representing 27.73% of its paid up equity share capital) to 28,73,115 equity shares (representing 37.52% of its paid up equity share capital).

As a subsequent step to the above, in terms of the Composite Scheme, after 18 business days from the First Appointed Date, i.e., on 04 February, 2022 (“Second Appointed Date”), the TSR Mobility and Supply Chain Solutions business undertaking of TVSS (which includes equity shares of the Target Company) shall be demerged from TVSS to TMPL. Therefore, after the Second Appointed Date, 37.52% shareholding of TVSS in the Target Company shall vest in/ be transferred to TMPL.

It is clarified that, as on the First Appointed Date, TMPL does not exercise any voting rights of the Target Company, directly or indirectly. The entitlement to exercise voting rights by TMPL in the Target Company will commence on and only from the Second Appointed Date, as set out in the Composite Scheme, such Second Appointed Date being 04 February, 2022.



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In this regard, please find enclosed the requisite disclosure under Regulation 10(6) of the Takeover Regulations. Kindly take the above on record.

Yours faithfully,

For and on behalf of TVS Mobility Private Limited



Authorised Signatory
Name: S SANTHANAGOPALAN
Designation: DIRECTOR
Date: 12 January 2022
Place: CHENNAI



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Disclosure under Regulation 10(6) –Report to Stock Exchanges in respect of any acquisition made in reliance upon exemption provided for in Regulation 10 of the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 (“Takeover Regulations”)

1.	Name of the Target Company (TC)	TVS Srichakra Limited ("Target Company"/ "TC")
2.	Name of the acquirer(s)	TVS Mobility Private Limited ("TMPL"/"Acquirer")
3.	Name of the stock exchange where shares of the TC are listed	BSE Limited and National Stock Exchange of India Limited
4.	Details of the transaction including rationale, if any, for the transfer/ acquisition of shares.	Pursuant to the composite scheme of amalgamation and arrangement (demerger) <i>inter alia</i> amongst T V Sundram Iyengar & Sons Private Limited ("TVSS"), Sundaram Industries Private Limited ("SIPL"), Southern Roadways Private Limited ("SRPL") and TMPL ("Composite Scheme"), on the Effective Date (which is also the first appointed date "First Appointed Date") <i>inter alia</i> SIPL and SRPL have amalgamated with TVSS and have been dissolved without the process of winding up. As a result of this, the shareholding of SIPL in the Target Company has been vested in/ transferred to TVSS thereby increasing its shareholding in the Target Company from 27.73% to 37.52%. As a subsequent step to the above, in terms of the Composite Scheme, after 18 business days from the First Appointed Date, i.e., on 04 February, 2022 ("Second Appointed Date"), the TSR Mobility and Supply Chain Solutions business undertaking of TVSS (which includes equity shares of the Target Company) shall be demerged from TVSS to TMPL. Therefore, after the Second Appointed Date, 37.52% shareholding of TVSS in the Target Company shall vest in/ be transferred to TMPL. It is clarified that, as on the First Appointed Date, TMPL does not exercise any voting rights of the Target Company, directly or indirectly. The entitlement to exercise voting rights by TMPL in the Target Company will commence on and only from the Second Appointed Date, as set out in the Composite Scheme, such Second Appointed Date being 04 February, 2022. The Composite Scheme was approved by the Hon'ble National Company Law Tribunal, Chennai bench, vide its order dated 06 December, 2021 and the Composite Scheme was made effective on 06 January, 2022 ("Effective Date"). The Composite Scheme is part of the family arrangement.

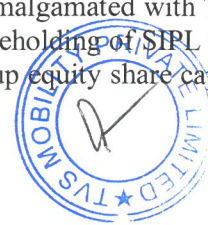


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		The Composite Scheme does not directly involve the Target Company and fulfils the conditions prescribed in Regulation 10(1)(d)(iii) of the Takeover Regulations.			
5.	Relevant regulation under which the acquirer is exempted from making open offer.	Regulation 10(1)(d)(iii) of the Takeover Regulations.			
6.	Whether disclosure of proposed acquisition was required to be made under regulation 10 (5) and if so, - whether disclosure was made and whether it was made within the timeline specified under theregulations. - date of filing with the stockexchange.	Not applicable.			
7.	Details of acquisition	Disclosures required to be made under regulation 10(5)		Whether the disclosures underregulation 10(5) are actually made	
	a. Name of the transferor/ seller	Not applicable		Not applicable	
	b. Date of acquisition	Not applicable		Not applicable	
	c. Number of shares/ voting rights inrespect of the acquisitions from each person mentioned in 7(a) above	Not applicable		Not applicable	
	d. Total shares proposed to be acquired/ actually acquired as a % of diluted share capital of TC	Not applicable		Not applicable	
	e. Price at which shares are proposed to be acquired/ actually acquired	Not applicable		Not applicable	
8.	Shareholding details	Pre-Transaction ⁽¹⁾		Post-Transaction ⁽¹⁾	
		No. of shares held	% w.r.t total share capital of TC	No. of shares held	% w.r.t total share capital of TC
	a. Each Acquirer/ Transferee				
	(i) TMPL ⁽²⁾⁽³⁾	Nil	Nil	28,73,115	37.52%
	b. Each Seller/ Transferor				
	(i) TVSS ⁽²⁾⁽³⁾	28,73,115	37.52%	Nil	Nil

Notes:

- For further details, please refer to Annexure A.
- Pursuant to the Composite Scheme of amalgamation and arrangement (demerger) *inter alia* amongst T V Sundram Iyengar & Sons Private Limited ("TVSS"), Sundaram Industries Private Limited ("SIPL"), Southern Roadways Private Limited ("SRPL") and the acquirer ("Composite Scheme"), on the Effective Date (which is also the first appointed date "First Appointed Date") *inter alia* SIPL and SRPL have amalgamated with TVSS and have been dissolved without the process of winding up. As a result of this, the shareholding of SIPL in the Target Company consisting of 7,50,000 equity shares (representing 9.79% of its paid up equity share capital),



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has been vested in/ transferred to TVSS thereby increasing its shareholding in the Target Company from 27.73% to 37.52% of its paid up equity share capital).

3. As a subsequent step to the above, in terms of the Composite Scheme, after 18 business days from the First Appointed Date, i.e., on 04 February, 2022 ("Second Appointed Date"), the TSR Mobility and Supply Chain Solutions business undertaking of TVSS (which includes equity shares of the Target Company) shall be demerged from TVSS to TMPL. Therefore, after the Second Appointed Date, 37.52% shareholding of TVSS in the Target Company shall vest in/ be transferred to TMPL.

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The Composite Scheme was approved by the NCLT, vide its order dated 06 December, 2021 and the Composite Scheme was made effective on 06 January, 2022 ("Effective Date"). The Composite Scheme is part of the family arrangement.

The Composite Scheme does not directly involve the Target Company and fulfils the conditions prescribed in Regulation 10(1)(d)(iii) of the Takeover Regulations.

For and on behalf of TVS Mobility Private Limited



Authorised Signatory
Name: S SANTHANAGOPALAN
Designation: DIRECTOR



Date: 12 January 2022
Place: CHENNAI

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Annexure A

Shareholding details		Prior to Effective Date		On Second Appointed Date	
		No. of shares held	% w.r.t total share capital of TC	No. of shares held	% w.r.t total share capital of TC
(A)	Transferee:				
	TMPL ⁽¹⁾⁽²⁾	Nil	Nil	28,73,115	37.52%
	Sub Total (A)	Nil	Nil	28,73,115	37.52%
(B)	Transferors:				
	TVSS ⁽¹⁾⁽²⁾	28,73,115	37.52%	Nil	Nil
	Sub Total (B)	28,73,115	37.52%	Nil	Nil
(C)	Members of promoter and promoter group of the TC other than A and B above:				
	Shobhana Ramachandhran	2,87,051	3.75%	2,87,051	3.75%
	R Naresh	1,44,656	1.89%	1,44,656	1.89%
	R Haresh (on behalf of Sundaram Trust)	46,320	0.60%	46,320	0.6%
	R Haresh	945	0.01%	945	0.01%
	R Dinesh	45	0.00%	945	0.01%
	Nitya Kalyanee Investment Limited	1,21,429	1.59%	1,21,429	1.59%
	Sub Total (C)	6,00,446	7.84%	6,00,446	7.84%
Total (A + B + C)		34,73,561	45.36%	34,73,561	45.36%

Notes:

- Pursuant to the Composite Scheme of amalgamation and arrangement (demerger) *inter alia* amongst T V Sundram Iyengar & Sons Private Limited ("TVSS"), Sundaram Industries Private Limited ("SIPL"), Southern Roadways Private Limited ("SRPL") and TVS Mobility Private Limited ("TMPL") ("Composite Scheme"), on the Effective Date (which is also the first appointed date "First Appointed Date") *inter alia* SIPL and SRPL have amalgamated with TVSS and have been dissolved without the process of winding up. As a result of this, the shareholding of SIPL in the Target Company consisting of 7,50,000 equity shares (representing 9.79% of its paid up equity share capital), has been vested in/ transferred to TVSS thereby increasing its shareholding in the Target Company from 27.73% to 37.52% of its paid up equity share capital).
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The Composite Scheme was approved by the NCLT, vide its order dated 06 December, 2021 and the Composite Scheme was made effective on 06 January, 2022 ("Effective Date"). The Composite Scheme is part of the family arrangement.
The Composite Scheme does not directly involve the Target Company and fulfils the conditions prescribed in Regulation 10(1)(d)(iii) of the Takeover Regulations.

