

VS Trust

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

Date: 29 April 2025

BSE Limited
Listing Department
Phiroze Jeejeebhoy Towers,
Dalal Street, Mumbai - 400001.
Maharashtra, India.
Scrip Code: 520056

National Stock Exchange of India Limited
Listing Department
Exchange Plaza, 5th Floor, Plot No. C/1, G
Block, Bandra-Kurla Complex, Bandra (E),
Mumbai - 400 051.
Maharashtra, India
Symbol: TVSHLTD

Sub: Disclosure regarding proposed inter-se transfer of shares amongst members of the promoter and promoter group of TVS Holdings Limited ("Target Company")

Ref: Regulation 10(5) of the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, as amended ("Takeover Regulations")

Dear Sir/Madam,

This is to inform you that VS Trust (through its trustee), one of the members of the promoter and promoter group of the Target Company proposes to acquire an aggregate of upto 5,56,375 equity shares of the Target Company (representing 2.75% of the equity share capital) from Sundaram Finance Holdings Limited, another member of the promoter and promoter group of the Target Company, pursuant to an inter-se transfer among members of the promoter and promoter group of the Target Company.

In this regard, please find enclosed herewith a disclosure in respect of the proposed acquisition of equity shares of the Target Company under Regulation 10(5) of the Takeover Regulations.

This is for your information and record.

Yours truly,

For and on behalf of **VS Trust**


K Gopala Desikan
Authorised Signatory

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Disclosure under Regulation 10(5) - Intimation to Stock Exchanges in respect of acquisition under Regulation 10(1)(a) of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 ("Takeover Regulations")

1.	Name of the Target Company (TC)	TVS Holdings Limited ("Target Company")
2.	Name of the acquirer(s)	VS Trust (through its trustee) ("Acquirer")
3.	Whether the acquirer(s) is/are promoters of the TC prior to the transaction. If not, nature of relationship or association with the TC or its promoters.	The Acquirer is a member of the promoter and promoter group of the Target Company.
4.	Details of the proposed acquisition	
	a.	Name of the person(s) from whom shares are acquired
		Sundaram Finance Holdings Limited ("Transferor")
	b.	Proposed date of acquisition
		On or after 7 May 2025
	c.	Number of shares to be acquired from each person mentioned in 4(a) above
		The Acquirer will receive 5,56,375 equity shares of the Target Company from the Transferor through an inter-se transfer.
	d.	Total shares to be acquired as a % of share capital of TC
		5,56,375 equity shares (2.75 %)
	e.	Price at which shares are proposed to be acquired
		The shares of the Target Company will be acquired at a price not exceeding the limits provided in proviso (i) to Regulation 10(1)(a) of the SEBI SAST Regulations.
	f.	Rationale, if any, for the proposed transfer
		The transaction is being undertaken as an inter-se transfer of shares among members of the promoter and promoter group of the Target Company, as part of an internal restructuring exercise.
5.	Relevant sub-clause of regulation 10(1)(a) under which the acquirer is exempted from making open offer	Regulation 10(1)(a)(ii) of Takeover Regulations
6.	If, frequently traded, volume weighted average market price for a period of 60 trading days preceding the date of issuance of this notice as traded on the stock exchange where the maximum volume of trading in the shares of the TC are recorded during such period	INR 8,800.63 being the volume weighted average market price during the 60 trading days preceding the date of this notice on NSE(i.e., the stock exchange with maximum volume of trading during such period)

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7.	If in-frequently traded, the price as determined in terms of clause (e) of sub-regulation (2) of regulation 8	Not applicable			
8.	Declaration by the acquirer, that the acquisition price would not be higher by more than 25% of the price computed in point 6 or point 7 as applicable	The Acquirer hereby declares that the limit of 25% over the price computed in point 6 or point 7 (as applicable) will not be breached.			
9.	Declaration by the acquirer, that the transferor and transferee have complied (during 3 years prior to the date of proposed acquisition) / will comply with applicable disclosure requirements in Chapter-V of the Takeover Regulation, 2011 (corresponding provisions of the repealed Takeover Regulations, 1997) The aforesaid disclosures made during previous 3 years prior to the date of proposed acquisition to be furnished.	The Acquirer hereby confirms that the transferor and transferee have complied (during 3 years prior to the date of proposed acquisition) / will comply with applicable disclosure requirement in Chapter V of the Takeover Regulations (corresponding provisions of the repealed Takeover Regulations, 1997). The details of such disclosures are enclosed as " Annexure A ".			
10.	Declaration by the acquirer that all the conditions specified under regulation 10(1)(a) with respect to exemptions has been duly complied with	The Acquirer hereby declares that the proposed acquisition (on or after 7 May 2025) will be undertaken in compliance with the conditions specified under regulation 10(1)(a) of the Takeover Regulations with respect to the exemption being sought herein.			
11.	Shareholding Details	Before the proposed transaction		After the proposed transaction	
		No. of Shares/Voting Rights	% w.r.t. to total share capital of TC	No. of Shares/Voting Rights	% w.r.t. to total share capital of TC
a.	Acquirer(s) and PACs (other than sellers)				
	VS Trust (through its trustee)*	1,29,08,290	63.80%	1,34,64,665	66.55%
b.	Seller(s)				
	Sundaram Finance Holdings Limited	13,12,057	6.49%	7,55,682	3.74%

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***Note:** *Other 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 purpose of the proposed acquisition. Please refer to **Annexure B** for details of the shareholding of all members of the promoter and promoter group in the Target Company.*

For and on behalf of **VS Trust**



K Gopala Desikan
Authorised Signatory

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Annexure A

ENTITY MAKING DISCLOSURE	DATE	REGULATION NUMBER	SUBMITTED TO	REASONS (IF APPLICABLE)	Weblink for disclosure
Acquirer	8 February 2022 and 14 February 2022	31	BSE Limited, National Stock Exchange of India Limited and Target Company	Creation of encumbrance over the shares of the Target Company along with details of Persons Acting in Concert.	https://www.bseindia.com/xml-data/corpfiling/AttachHis/AB036F58_3772_472F_B2CB_EAA94851FAB7_201705.pdf
	8 April 2022	31 (4)		Disclosure of encumbrance for financial year ended 31 March 2022.	https://www.bseindia.com/xml-data/corpfiling/AttachHis/Sundaram_Clayton_Ltd1_31_4.pdf
	6 April 2023	31 (4)		Disclosure of encumbrance for financial year ended 31 March 2023.	https://www.bseindia.com/xml-data/corpfiling/AttachHis/Sundaram_Clayton_Ltd_31_4_2023.pdf
	20 June 2023	29(1)		Acquisition of equity shares of the Target Company by the Acquirer pursuant to a scheme of arrangement.	https://www.bseindia.com/xml-data/corpfiling/AttachHis/6B213338_6882_4D75_873C_ABA453A779E4_131434.pdf
	7 September 2023	31		Creation of encumbrance over the shares of the Target Company held by the Acquirer.	https://www.bseindia.com/xml-data/corpfiling/AttachHis/9A0D677F_346A_47C9_9F4C_E1ADFCACF0C4_112238.pdf
	7 September 2023	31		Creation of encumbrance over the shares of the Target Company held by the Acquirer.	https://www.bseindia.com/xml-data/corpfiling/AttachHis/437138A1_521B_43C0_978D_7CEBE5FF5A71_113111.pdf
	8 April 2024	31(4)		Disclosure of encumbrance for financial year ended 31 March 2024.	https://www.bseindia.com/xml-data/corpfiling/AttachHis/TVS_Holdings_Ltd_31_4_2024.pdf
	18 April 2024	29(2)		Acquisition of equity shares of the Target Company by the Acquirer.	https://www.bseindia.com/stock-share-price/tvs-holdings-

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ENTITY MAKING DISCLOSURE	DATE	REGULATION NUMBER	SUBMITTED TO	REASONS (IF APPLICABLE)	Weblink for disclosure
	24 April 2025	29 (2)		Acquisition of equity shares of the Target Company by the Acquirer.	http://www.bseindia.com/stock-share-price/tvs-holdings-ltd/tvshltd/520056/disclosures-sdd-sast-promoter/
Transferor	8 February 2022 and 14 February 2022	31	BSE Limited, National Stock Exchange of India Limited and Target Company	Creation of encumbrance over the shares of the Target Company along with details of Persons Acting in Concert.	https://www.bseindia.com/xml-data/corpfiling/AttachHis/AB036F58_3772_472F_B2CB_EAA94851FAB7_201705.pdf
	8 December 2022	29 (2)		Disposal of equity shares of the Target Company by the Transferor.	http://www.bseindia.com/stock-share-price/tvs-holdings-ltd/tvshltd/520056/disclosures-sdd-sast-promoter/
	23 June 2023	31 (4)		Disclosure of encumbrance for financial year ended 31 March 2023.	Enclosed below
	4 April 2024	31 (4)		Disclosure of encumbrance for financial year ended 31 March 2024.	Enclosed below

From: Kalyanaraman S <kalyanaraman.s@sundaramholdings.in>
Sent: 23 June 2023 18:59
To: takeover <takeover@nse.co.in>
Cc: Raja Prakash R (Secretarial/Corporate/SCL) <rrp@sundaramclayton.com>
Subject: Disclosure under Reg. 31(4) of the SEBI (SAST) Regulations, 2011 - Sundaram Clayton Limited

Dear Sir/s,

We, Sundaram Finance Holdings Limited, person belonging to the promoter group of Sundaram Clayton Limited hereby confirm that we have not made any encumbrance, directly or indirectly, of the shares held by us in the Company, during the financial year 2022-23 or earlier.

Yours sincerely,

For Sundaram Finance Holdings Limited
S Kalyanaraman
Secretary & Compliance Officer

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From: Kalyanaraman S <kalyanaraman.s@sundaramholdings.in>
Sent: 04 April 2024 12:23
To: takeover <takeover@nse.co.in>
Cc: R Raja Prakash (Secretarial / Corporate / TVS Holdings) <RRP@tvsholdings.com>
Subject: Disclosure under Reg. 31(4) of the SEBI (SAST) Regulations, 2011 - M/s.TVS Holdings Limited

Dear Sirs/Madam,

We, Sundaram Finance Holdings Limited, person belonging to Promoter Group of M/s.TVS Holdings Limited hereby confirm that we have not made any encumbrance, directly or indirectly, of the shares held by us in the Company, during the financial year 2023-24.

Yours sincerely,

For Sundaram Finance Holdings Limited
S Kalyanaraman
Secretary & Compliance Officer

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Annexure B

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
Acquirer				
VS Trust (Mr Venu Srinivasan, Trustee)	1,29,08,290	63.80	1,34,64,665	66.55
Transferor				
Sundaram Finance Holdings Limited	13,12,057	6.49	7,55,682	3.74
Other members of the promoter and promoter group				
Venu Srinivasan	0	0.00	0	0.00
Mallika Srinivasan	57,743	0.29	57,743	0.29
Lakshmi Venu	1,65,043	0.82	1,65,043	0.82
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)	6,20,260	3.07	6,20,260	3.07
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
Sudarshan Venu	5	0.00	5	0.00
Total	1,50,63,398	74.45	1,50,63,398	74.45