

GEEYES FAMILY HOLDINGS PRIVATE LIMITED

No.249A, Ambujammal Street, Off TTK Road, Alwarpet, Chennai- 600 018.

Telephone: (044) 2467 9400, Email : corpsecretarial@tvs-i.in

CIN NO. U65999TN2018PTC124316

Date: 12th January 2022

BSE Limited

Phiroze Jeejeebhoy Towers,

Dalal Street,

Mumbai - 400 001, India.

Email: corp.relations@bseindia.com

National Stock Exchange of India Limited

Exchange Plaza,

Bandra-Kurla-Complex, Bandra (East)

Mumbai – 400 051, India.

Email: 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”).

TVS Electronics Limited (“**Target Company**”) is a public listed company. TVS Investments Private Limited (“**TVSI**”) is the promoter of the Target Company and presently holds 1,11,60,093 equity shares of the Target Company, representing 59.84% of the paid-up equity share capital of the Target Company.

This is to inform you that the Hon’ble National Company Law Tribunal, Chennai bench, *vide* its order dated 6th 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**”), TVS Investments Private Limited and Geeyes Family Holdings Private Limited (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 6th 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 and SRPL in TVSI aggregating to 90,93,649 equity shares (representing 59.91% of TVSI’s paid up equity share capital) consisting of (i) 60,62,522 equity shares (representing 39.94% of TVSI’s paid up equity share capital) held by SIPL and (ii) 30,31,127 equity shares (representing 19.97% of TVSI’s paid up equity share capital) held by SRPL, has been vested in/ transferred to TVSS. This has resulted in the increase of the direct shareholding of TVSS in TVSI from 38,07,330 equity shares (representing 25.09% of TVSI’s paid up equity share capital) to 1,29,00,979 equity shares (representing 85.00% of TVSI’s paid up equity share capital). TVSI holds 59.84% of the equity shares in the Target Company.

After the First Appointed Date but prior to the Second Appointed Date (*as defined below*), Geeyes Family Holdings Private Limited shall purchase 22,73,085 equity shares of TVSI, representing 14.98% of TVSI, from Sundaram Finance Holdings Limited, on the terms and conditions set out in the share purchase agreement dated 1st February 2021 executed between the parties.



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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 4th February 2022 (“**Second Appointed Date**”), TVSI will be amalgamated with and be vested in Geeyes Family Holdings Private Limited as a going concern, and Geeyes Family Holdings Private Limited shall stand renamed as TVS Investments Private Limited. Therefore, after the Second Appointed Date, Geeyes Family Holdings Private Limited shall hold 59.84% shares in Target Company.

Please find enclosed the requisite disclosure under Regulation 10(6) of the Takeover Regulations.

Kindly take the information on record.

Yours faithfully,

For and on behalf of **Geeyes Family Holdings Private Limited**



Authorised Signatory
Name: R Jagannathan
Designation: Special Officer



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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 Electronics Limited (“Target Company”/ “TC”)
2.	Name of the acquirer(s)	Geeyes Family Holdings Private Limited
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.	<p>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”), TVS Investments Private Limited and Geeyes Family Holdings Private Limited, 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 and SRPL in TVSI aggregating to 90,93,649 equity shares (representing 59.91% of TVSI’s paid up equity share capital) consisting of (i) 60,62,522 equity shares (representing 39.94% of TVSI’s paid up equity share capital) held by SIPL and (ii) 30,31,127 equity shares (representing 19.97% of TVSI’s paid up equity share capital) held by SRPL, has been vested in/ transferred to TVSS. This has resulted in the increase of the direct shareholding of TVSS in TVSI from 38,07,330 equity shares (representing 25.09% of TVSI’s paid up equity share capital) to 1,29,00,979 equity shares (representing 85.00% of TVSI’s paid up equity share capital). TVSI holds 59.84% of the equity shares in the Target Company.</p> <p>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 4th February 2022 (“Second Appointed Date”), TVSI will be amalgamated with and be vested in Geeyes Family Holdings Private Limited as a going concern, and Geeyes Family Holdings Private Limited shall stand renamed as TVS Investments Private Limited. Therefore, after the Second Appointed Date, Geeyes Family Holdings Private Limited shall hold 59.84% shares in Target Company.</p> <p>The Composite Scheme does not directly involve the Target Company.</p> <p>The Composite Scheme was approved by the Hon’ble National Company Law Tribunal, Chennai bench, <i>vide</i> its order dated 6th December 2021 and the Composite Scheme was made effective on 6th January 2022 (“Effective Date”). The Composite Scheme is part of the family arrangement.</p>



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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 under regulation 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 in respect 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		Post-Transaction	
		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)	Geeyes Family Holdings Private Limited	Nil	Nil	1,11,60,093	59.84
b	Each Seller/ Transferor				
(i)	TVSS	Nil	Nil	Nil	Nil

For and on behalf of Geeyes Family Holdings Private Limited




Authorized Signatory
Name: R Jagannathan
Designation: Special Officer

Date: 12th January 2022

Place: Chennai