



February 5, 2024

BSE Limited 1st Floor, New Trading Ring, Rotunda Bldg., P. J. Towers, Dalal Street, Fort, Mumbai 400 001 Scrip Code: 543965	National Stock Exchange of India Limited Exchange Plaza, 5th Floor, Plot No. C/1, G Block, Bandra-Kurla Complex, Bandra (East), Mumbai 400 051 NSE Symbol: TVSSCS
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Dear Sirs,

Sub: Disclosure under Regulation 30 of SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015

Pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015, we wish to inform you that the Board of Directors of TVS Supply Chain Solutions Limited ("TVS SCS" or the "Company") at its meeting held today, has accorded its approval to the draft composite Scheme of Amalgamation, the details of which are provided in the Annexure I hereto.

The draft composite Scheme of Amalgamation as above will be subject to the regulatory and other approvals, if any and to the extent required.

We request you to disseminate the above information on your website.

Thanking You,
Yours faithfully,

For TVS SUPPLY CHAIN SOLUTIONS LIMITED

P D Krishna Prasad
Company Secretary
Encl: As above

TVS Supply Chain Solutions Limited

No 58, Eldams Road, Teynampet, Chennai - 600018, India. **Phone:** +91 - 44 - 6685 7777

Registered Office: No: 10, Jawahar Road, Chokkikulam, Madurai - 625002, India.

CIN: U63011TN2004PLC054655

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Annexure I
Brief details of the Scheme of Amalgamation

a)	Name of the Entities forming part of the Scheme, details in brief such as size, turnover, etc.	<p>The draft composite Scheme of Amalgamation provides for the merger of TVS SCS Global Freight Solutions Limited (“GFS”), White Data Systems Private Limited (“WDSI”), SPC international (India) Private Limited (“SPC”), FLEXOL Packaging (India) Limited (“FLEXOL”) and Mahogany Logistics Services Private Limited (“MLSPL”) (“collectively referred to as the Transferor Companies”) with and into TVS Supply Chain Solutions Limited (“TVS SCS” “Transferee Company”)</p> <p>Brief Details of the Net Worth, total assets, and total income as on March 31, 2023 of Transferor Companies and Transferee Company are set out below:</p> <p align="right">Amount (Rs. in crore)</p> <table border="1"> <thead> <tr> <th>Particulars</th> <th>Net worth</th> <th>Total Income</th> <th>Total Assets</th> </tr> </thead> <tbody> <tr> <td>GFS</td> <td>141.73</td> <td>1015.39</td> <td>191.56</td> </tr> <tr> <td>WDSI</td> <td>27.90</td> <td>5.26</td> <td>32.94</td> </tr> <tr> <td>SPC</td> <td>13.01</td> <td>22.24</td> <td>17.55</td> </tr> <tr> <td>FLEXOL</td> <td>2.79</td> <td>7.24</td> <td>4.78</td> </tr> <tr> <td>MLSPL</td> <td>346.62</td> <td>0.02</td> <td>677.28</td> </tr> <tr> <td>TVS SCS</td> <td>1202.13</td> <td>1978.44</td> <td>3120.18</td> </tr> </tbody> </table>	Particulars	Net worth	Total Income	Total Assets	GFS	141.73	1015.39	191.56	WDSI	27.90	5.26	32.94	SPC	13.01	22.24	17.55	FLEXOL	2.79	7.24	4.78	MLSPL	346.62	0.02	677.28	TVS SCS	1202.13	1978.44	3120.18
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b)	Whether the transaction would fall under Related Party Transaction? If yes, whether the same is done at arms’ length?	<p>Each of GFS, WDSI, SPC and FLEXOL are wholly-owned subsidiaries of TVS SCS and are accordingly related parties of TVS SCS. However, MLSPL is not a related party of TVS SCS.</p> <p>Further, in terms of General Circular No. 30/2014 dated 17th July 2014 issued by Ministry of Corporate Affairs (the “MCA Circular”), the transactions arising out of compromises, arrangements and amalgamations under the Companies Act, 2013 (the “Act”), will not attract the requirements of Section 188 of the Act.</p> <p>The consideration for the amalgamation of MLSPL with TVS SCS shall be discharged by issuance of such number of fully paid-up equity shares as was held by MLSPL, to the shareholders of MLSPL (with nil impact to shareholders of the Company) on an</p>																												

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		arm's length as per valuation report dated February 5, 2024, issued by CA Harsh Chandrakanth Ruparelia (ICAI Membership No. 160171; IBBI Registration No. IBBI/RV/05/2019/11106), an independent registered valuer.
c)	Areas of business of the entities	<p>(i) GFS is engaged in the business of freight forwarding and customs clearing activities.</p> <p>(ii) WDSI engaged in the business of consultancy, advisory and related services in digitization of supply chain solutions.</p> <p>(iii) SPC engaged in the business of providing repair, refurbishment of ATM parts and cash disbursement machines.</p> <p>(iv) FLEXOL engaged in the business of contract packaging, leasing of packing assets and reverse logistics services to the corporates across India.</p> <p>(v) MLSPL main objects provide for trading of auto components.</p> <p>(vi) Transferee Company engaged in the business of providing supply chain solutions to its customers</p>
d)	Rationale for the Scheme	<p>Rationale for the Scheme which deals with the amalgamation of Transferor Companies with and into Transferee Company:</p> <ul style="list-style-type: none"> • The amalgamation will enable product diversification and growth to the Transferee Company. • This will facilitate expansion of the business of Transferor Companies by using the customer base of the Transferee Company. • As a combined entity, the amalgamation will help in widening the service offering to the existing strategic customers of both the transferor as well as the transferee company. • Will help in achieving consolidation, greater integration and flexibility that will maximize overall shareholder's value and improve the competitive position and negotiating power of the combined entity.

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		<ul style="list-style-type: none"> • Improves organizational capability and leadership, arising from the pooling of human capital who have the diverse skills, talent and vast experience to compete successfully in an increasingly competitive industry. • Cost savings are expected to flow from more focused operational efforts, rationalization, standardization and simplification of business processes, elimination of duplication and rationalization of administrative expenses. • The amalgamation will result in reduction of multiplicity of entities, thereby reducing compliance cost of multiple entities viz., statutory filings, regulatory compliances, labour law/ establishment related compliances. • The merger of MLSPL with TVS SCS will simplify the holding structure of TVS SCS and avoid multiple layers of shareholding, post the amalgamation. <p>There is no likelihood that the interests of any shareholder or creditors of any of the Transferor Companies or the Transferee Company would be prejudiced as a result of the Scheme. The Scheme does not affect the rights of the creditors of the Transferor Companies or the Transferee Company. There will not be any reduction in amounts payable to the creditors of the Transferor Companies or the Transferee Company, nor will there be any change in the terms with creditors which are adverse to their interest, pursuant to the sanctioning of this Scheme.</p>
e)	Brief details of the division to be demerged	Not Applicable
f)	Turnover of the demerged division and as a percentage to the total turnover of the listed entity in the immediately preceding financial year/ based on financials of the last financial year.	Not Applicable

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g)	In case of cash consideration amount or otherwise share exchange ratio	<p>There will be no issue of shares to the Transferor Companies, being wholly owned subsidiaries of the Transferee Company (i.e., GFS, WDSI, SPC and FLEXOL).</p> <p>3,75,02,140 fully paid-up equity shares of Rs. 1 each of the Transferee Company, currently held by MSPL shall be cancelled, and equivalent number of fully paid-up equity shares of Rs. 1 each shall be issued to the equity shareholders of MLSPL in proportion to their shareholding in the MLSPL.</p>
h)	Brief details of change in shareholding listed entity	<p>There is no increase or change in the paid-up share capital of TVS SCS as a result of the proposed Scheme of Amalgamation. Please refer to "Annexure A" for further details.</p>

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“Annexure A”

Shareholding pattern	Pre		Post	
	No. of Equity Shares	% of holding	No. of Equity Shares	% of holding
Promoter	18,98,48,294	43.17	18,98,48,294	43.17
Body Corporates (Including Foreign Portfolio Investors)*	10,14,23,165	23.06	13,89,25,305	31.59
Bodies Corporate - Mahogany Logistics Services Private Limited (First Transferor Company)*	3,75,02,140	8.53	-	-
Other Public Shareholding	11,10,06,257	25.24	11,10,06,257	25.24
TOTAL	43,97,79,856	100	43,97,79,856	100

*This is a part of the public shareholding

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