



Registered Office:  
"Chaitanya",  
No. 12, Khader Nawaz Khan Road,  
Nungambakkam,  
Chennai – 600006  
PH: 044 28332115

# TVS Holdings Limited

[Formerly known as Sundaram-Clayton Limited]

26<sup>th</sup> September 2023

BSE Limited,  
Phiroze Jeejeebhoy Towers,  
Dalal Street,  
Mumbai 400 001.

**Equity Scrip code: 520056**  
**NCRPS Scrip code: 717505**

National Stock Exchange of India Limited,  
Exchange Plaza, 5<sup>th</sup> Floor,  
Bandra-Kurla Complex,  
Bandra (E), Mumbai 400 051.

**Equity & NCRPS Scrip code: TVSHLTD**

Dear Sir/Madam,

**Reg : Apportionment of Cost of Acquisition of Shares of TVS Holdings Limited ("Company") and Sundaram-Clayton Limited ("SCL")**

**Ref. : Composite Scheme of Arrangement amongst the Company, TVS Holdings Private Limited, VS Investments Private Limited and Sundaram-Clayton Limited (formerly Sundaram-Clayton DCD Limited) ("SCL") and their respective shareholders and creditors ("Scheme")**

Please find enclosed communication for the attention of the shareholders of the Company for apportionment of the cost of acquisition of shares of the Company and SCL pursuant to the Scheme as per the provisions of Sections 49(2C) and 49(2D) of the Income Tax Act, 1961.

The above is for your kind information and records.

Thanking you,

**For TVS Holdings Limited**  
*(formerly known as Sundaram-Clayton Limited)*

**R Raja Prakash**  
**Company Secretary**  
Encl.: a/a



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## FOR ATTENTION OF SHAREHOLDERS OF TVS HOLDINGS LIMITED

1. The Hon'ble National Company Law Tribunal, Chennai Bench, vide its order dated 6<sup>th</sup> March, 2023, sanctioned the Composite Scheme of Arrangement amongst the Company, TVS Holdings Private Limited, VS Investments Private Limited and Sundaram-Clayton Limited (formerly known as Sundaram-Clayton DCD Limited) and their respective shareholders and creditors ("**Scheme**") providing, *inter alia*, for demerger, transfer and vesting of the Demerged Undertaking (as defined in the Scheme) from the Company into Sundaram-Clayton Limited ("**SCL**") on a going concern basis and issue of shares by SCL to the shareholders of the Company, in consideration thereof, in accordance with the provisions of Section 2(19AA) of the Income Tax Act, 1961.
2. In accordance with provisions of the Scheme, the Scheme Implementation Committee of Sundaram-Clayton Limited (formerly Sundaram-Clayton DCD Limited) at its meeting held on 31<sup>st</sup> August 2023, has approved the allotment of 2,02,32,104 fully paid-up Equity Shares of INR 5 each and 8,73,032 fully paid-up Preference Shares of INR 10 each, as consideration for the said Demerger in terms of the Scheme.
3. For the purpose of determining the post demerger cost of acquisition of shares of the Company and SCL, you are advised to apportion your pre demerger cost of acquisition of shares in the Company, as per the provisions of Sections 49(2C) and 49(2D) of the Income Tax Act, 1961, in the following manner:

Sr No	Name of the Company	% of Cost of Acquisition of Shares of the Company
1.	TVS Holdings Limited	54%
2.	Sundaram-Clayton Limited	46%

*This communication is for the benefit of the shareholders and the Company takes no express or implied liability in relation to this guidance. Accordingly, you are advised to approach your own consultants to understand specific tax implications, in your case.*

Please note that this communication to shareholders is also made available on the website of the Company.

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