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27 January, 2021

**BSE Limited,
Phiroze Jeebhoy Towers,
Dalal Street,
Mumbai 400 001.
Scrip Code: 532513**

**National Stock Exchange of India Limited,
Exchange plaza, 5th Floor,
Bandra-Kurla Complex,
Bandra (E), Mumbai 400 051.
Scrip Code: TVSELECT**

Subject : Compliance under Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Dear Sir,

We refer to our earlier disclosure dated December 10, 2020 regarding a memorandum of family arrangement dated December 10, 2020 (“MFA”) executed between various members of the TVS family.

In this regard, please find enclosed a letter dated 27 January 2021 received from Shri Gopal Srinivasan. The letter states that the senior nominated members of the TVS family have on 27 January 2021, decided to implement the family arrangement, *inter alia*, through a composite scheme of amalgamation and arrangement to be filed with the Honorable National Company Law Tribunal, Chennai Bench involving, *inter alia*, T V Sundram Iyengar & Sons Private Limited, Sundaram Industries Private Limited, Southern Roadways Private Limited, TVS Investments Private Limited and Geeyes Family Holdings Private Limited. TVS Electronics Limited (“**Company**”) is not a party to the MFA nor is it directly involved in the family arrangement nor the composite scheme.

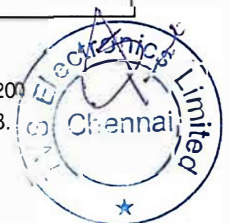
This information is being provided to your good office in accordance with the Company’s obligations under Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Incremental information as per the requirement of the regulations is provided below:

S.No.	Item of information	Details
1.	Name(s) of parties with whom the agreement is entered	The Memorandum of Family Arrangement dated December 10, 2020 (“MFA”) has been executed amongst various members of the TVS family who are shareholders of T V Sundram Iyengar & Sons Private Limited (“TVSS”), Sundaram Industries Private Limited (“SIPL”) and Southern Roadways Private Limited (“SRW”) (TVSS, SIPL and SRW hereinafter collectively referred to as the “TVS Holding Companies”). Pursuant to the said MFA, senior members of the TVS family were nominated to deliberate on the implementation of the family arrangement. On 27 January, 2021, the senior nominated members of the TVS family have decided to implement the family arrangement, <i>inter alia</i> , through a composite scheme of amalgamation

TVS Electronics Limited

"Arihant E-Park", No.117/1, 8th & 9th Floor, L.B.Road, Adyar, Chennai - 600 020. Tel.: + 91-44-4200 5200
Registered office : No.249A, Ambujammal Street, Off TTK Road, Alwarpet, Chennai - 600 018.
Corporate Identity Number : L30007TN1995PLC032941
E-mail id : webmaster@tvs-e.in Website: www.tvs-e.in





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		<p>decided to implement the family arrangement, <i>inter alia</i>, through a composite scheme of amalgamation and arrangement (“Scheme”) to be filed with the Honorable National Company Law Tribunal, Chennai Bench (“NCLT”) involving, <i>inter alia</i>, the TVS Holding Companies, TVS Investments Private Limited (“TVSI”) and Geeyes Family Holdings Private Limited (“GFHPL”), by causing the respective companies as aforementioned to undertake necessary steps in relation to implementation of the Scheme.</p> <p>Please note that TVS Electronics Limited (“Company”) is not a party to the MFA nor is it directly involved in the family arrangement or the Scheme.</p>
2.	Purpose of entering into the agreement	<p>The present shareholders of the TVS Holding Companies primarily consist of the third and fourth generations of the original founder, Shri T.V. Sundaram Iyengar. The various companies/businesses of the TVS Group have been traditionally managed by members of the different branches of the TVS family. With the passage of time, various members of the TVS family felt that the ownership of shares in various companies/businesses should align and synchronize with the management of the respective companies/businesses, as is currently being done. The family arrangement pursuant to the MFA is envisaged primarily to bring about amity and maintain goodwill amongst the members of the TVS family in order to preserve the memories of the original founder, Shri T.V. Sundaram Iyengar, and to maintain the overall peace and harmony within the TVS family.</p>
3.	Shareholding, if any, in the entity with whom the agreement is executed	<p>The MFA has been executed amongst various members of the TVS family who are shareholders of the TVS Holding Companies. The TVS Holding Companies presently hold 12,900,979 equity shares of Rs. 5 each in TVSI constituting 85% of the TVSI’s equity shares. TVSI, in turn, holds 11,160,093 equity shares of Rs. 10 each in the Company constituting 59.84% of the Company’s equity shares. Please note that the Company is not a party to the MFA nor is it directly involved in the family arrangement or the Scheme.</p>

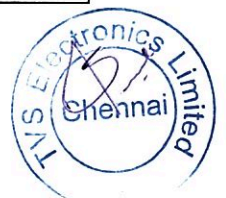
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4.	Significant terms of the agreement (in brief) special rights like right to appoint directors, first right to share subscription in case of issuance of shares, right to restrict any change in capital structure etc.	<p>(a) The family arrangement pursuant to the MFA will be implemented, <i>inter alia</i>, through a composite scheme of amalgamation and arrangement to be filed with the NCLT.</p> <p>(b) The Scheme, <i>inter alia</i>, involves the amalgamation of SIPL and SRW into TVSS, and amalgamation of TVSI into GFHPL. Pursuant to the amalgamation of TVSI into GFHPL, 11,160,093 equity shares of Rs. 10 each in the Company constituting 59.84% of the Company's equity shares held by TVSI will vest with GFHPL.</p> <p>(c) A majority of the equity share capital of GFHPL is currently held by Shri Gopal Srinivasan and his family members. After the implementation of the Scheme and post approval of the Scheme by the NCLT, TVSS (post the amalgamation of SIPL and SRW into TVSS) and certain other shareholders shall hold equity shares in GFHPL, with Shri Gopal Srinivasan and his family members owning a majority of the equity shares in GFHPL.</p>
5.	Whether the said parties are related to promoter/ promoter group/ group companies in any manner. If yes, nature of relationship	<p>(a) The Company is not a party to the MFA nor is it directly involved in the family arrangement or the Scheme.</p> <p>(b) The MFA has been executed amongst various members of the TVS family who are shareholders of the TVS Holding Companies. The TVS Holding Companies presently hold 12,900,979 equity shares of Rs. 5 each in TVSI constituting 85% of the TVSI's equity shares. TVSI, in turn, holds 11,160,093 equity shares of Rs. 10 each in the Company constituting 59.84% of the Company's equity shares, and is part of the promoter and promoter group of the Company. Furthermore, certain members of the TVS family who are parties to the MFA are also directors on the board of directors of the TVS Holding Companies and TVSI.</p> <p>(c) Certain members of the TVS family who are parties to the MFA are also directors/ key managerial personnel/ relatives of the directors/ key managerial personnel of certain group companies of the Company.</p>

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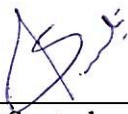
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6.	Whether the transaction would fall within related party transactions? If yes, whether the same is done at "arms length"	No. The Company is not a party to the MFA nor is it directly involved in the family arrangement or the Scheme.
7.	In case of issuance of shares to the parties, details of issue price, class of shares issued.	Not applicable. The Company will not issue any shares pursuant the family agreement/ Scheme.
8.	Any other disclosures related to such agreements, viz., details of nominee on the board of directors of the listed entity, potential conflict of interest arising out of such agreements, etc.	Not applicable.
9.	In case of termination or amendment of agreement, listed entity shall disclose additional details to the stock exchange(s): a) name of parties to the agreement; b) nature of the agreement; c) date of execution of the agreement; d) details of amendment and impact thereof or reasons of termination and impact thereof.	Not applicable.

Kindly acknowledge receipt of this letter.

Thanking you,

Yours faithfully,
For TVS Electronics Limited



K. Santosh
Company Secretary



Enclosed as above.

TVS Electronics Limited

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27 January, 2021

To
K. Santosh
The Company Secretary
TVS Electronics Limited
249A, Ambujammal Street,
Alwarpet,
Chennai - 600018, India.

Dear Sir,

I refer my earlier letter dated December 10, 2020 disclosing that a memorandum of family arrangement dated December 10, 2020 (“MFA”) was executed between various members of the TVS family to effect the alignment of the ownership of shares in various companies/ businesses forming part of the TVS Group with the management of the respective companies/ businesses, as is currently being done.

Pursuant to the MFA, the senior nominated members of the TVS family have on 27 January 2021, decided to implement the family arrangement, inter alia, through a composite scheme of amalgamation and arrangement (“Scheme”) to be filed with the Honorable National Company Law Tribunal, Chennai Bench (“NCLT”) involving, *inter alia*, T V Sundram Iyengar & Sons Private Limited (“TVSS”), Sundaram Industries Private Limited (“SIPL”), Southern Roadways Private Limited (“SRW”) (TVSS, SIPL and SRW hereinafter collectively referred to as the “TVS Holding Companies”), TVS Investments Private Limited (“TVSI”) and Geeyes Family Holdings Private Limited (“GFHPL”), by causing the respective companies as aforementioned to undertake necessary steps in relation to implementation of the Scheme. The Scheme, inter alia, involves the amalgamation of SIPL and SRW into TVSS, and amalgamation of TVSI into GFHPL. Pursuant to the amalgamation of TVSI into GFHPL, 11,160,093 equity shares of Rs. 10 each in the Company constituting 59.84% of the Company’s equity shares held by TVSI will vest with GFHPL.

A majority of the equity share capital of GFHPL is currently held by Shri Gopal Srinivasan and his family members. After the implementation of the Scheme and post approval of the Scheme by the NCLT, TVSS (post the amalgamation of SIPL and SRW into TVSS) and certain other shareholders shall hold equity shares in GFHPL, with Shri Gopal Srinivasan and his family members owning a majority of the equity shares in GFHPL.

The Scheme will be subject to necessary approvals including from the board of directors of the TVS Holding Companies, TVSI and GFHPL, relevant regulatory authorities including NCLT, competition authorities (as applicable), and necessary corporate approvals and filings with the registrar of companies etc. The Scheme will be placed before the board of directors of, *inter alia*, the TVS Holding Companies, TVSI and GFHPL soon, and will be filed with the NCLT thereafter.

The Company is not a party to the MFA nor is it directly involved in the family arrangement or the Scheme (either as a transferor company or a transferee company). Furthermore, the family arrangement/ Scheme will not affect the management or functioning of the Company in any way,

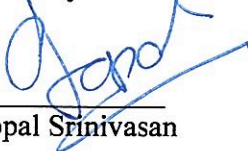


and we expect the Company to continue business in ordinary course without impacting any of the stakeholders.

Incremental information as per the requirement of the regulations is enclosed in **Annexure I**.

This information is being provided to your good office for wider dissemination to stakeholders in the Company. We shall provide periodic updates from time to time.

Sincerely



Gopal Srinivasan

Enclosed as above.

Copy to:

TVS Investments Private Limited
249A, Ambujammal Street,
Alwarpet,
Chennai - 600018, India.

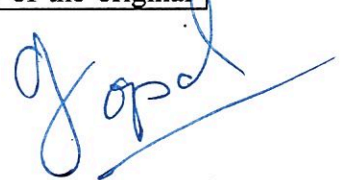
T V Sundram Iyengar & Sons Private Limited,
'TVS Building',
7-B, West Veli Street,
Madurai – 625 001, India.

Sundaram Industries Private Limited,
'TVS Building',
7-B, West Veli Street,
Madurai – 625 001, India.

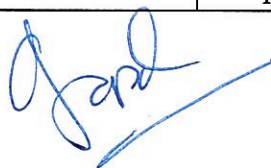
Southern Roadways Private Limited,
Lakshmi Building
Usilampatti Road kochadai
Madurai - 625 016, India.

Annexure I to letter dt.27 January 2021

S.No.	Item of information	Details
1.	Name(s) of parties with whom the agreement is entered	<p>The Memorandum of Family Arrangement dated December 10, 2020 ("MFA") has been executed amongst various members of the TVS family who are shareholders of T V Sundram Iyengar & Sons Private Limited ("TVSS"), Sundaram Industries Private Limited ("SIPL") and Southern Roadways Private Limited ("SRW") (TVSS, SIPL and SRW hereinafter collectively referred to as the "TVS Holding Companies"). Pursuant to the said MFA, senior members of the TVS family were nominated to deliberate on the implementation of the family arrangement. On 27 January, 2021, the senior nominated members of the TVS family have decided to implement the family arrangement, <i>inter alia</i>, through a composite scheme of amalgamation and arrangement ("Scheme") to be filed with the Honorable National Company Law Tribunal, Chennai Bench ("NCLT") involving, <i>inter alia</i>, the TVS Holding Companies, TVS Investments Private Limited ("TVSI") and Geeyes Family Holdings Private Limited ("GFHPL"), by causing the respective companies as aforementioned to undertake necessary steps in relation to implementation of the Scheme.</p> <p>Please note that TVS Electronics Limited ("Company") is not a party to the MFA nor is it directly involved in the family arrangement or the Scheme.</p>
2.	Purpose of entering into the agreement	<p>The present shareholders of the TVS Holding Companies primarily consist of the third and fourth generations of the original founder, Shri T.V. Sundaram Iyengar. The various companies/businesses of the TVS Group have been traditionally managed by members of the different branches of the TVS family. With the passage of time, various members of the TVS family felt that the ownership of shares in various companies/businesses should align and synchronize with the management of the respective companies/businesses, as is currently being done. The family arrangement pursuant to the MFA is envisaged primarily to bring about amity and maintain goodwill amongst the members of the TVS family in order to preserve the memories of the original</p>



		founder, Shri T.V. Sundaram Iyengar, and to maintain the overall peace and harmony within the TVS family.
3.	Shareholding, if any, in the entity with whom the agreement is executed	The MFA has been executed amongst various members of the TVS family who are shareholders of the TVS Holding Companies. The TVS Holding Companies presently hold 12,900,979 equity shares of Rs. 5 each in TVSI constituting 85% of the TVSI's equity shares. TVSI, in turn, holds 11,160,093 equity shares of Rs. 10 each in the Company constituting 59.84% of the Company's equity shares. Please note that the Company is not a party to the MFA nor is it directly involved in the family arrangement or the Scheme.
4.	Significant terms of the agreement (in brief) special rights like right to appoint directors, first right to share subscription in case of issuance of shares, right to restrict any change in capital structure etc.	<p>(a) The family arrangement pursuant to the MFA will be implemented, <i>inter alia</i>, through a composite scheme of amalgamation and arrangement to be filed with the NCLT.</p> <p>(b) The Scheme, <i>inter alia</i>, involves the amalgamation of SIPL and SRW into TVSS, and amalgamation of TVSI into GFHPL. Pursuant to the amalgamation of TVSI into GFHPL, 11,160,093 equity shares of Rs. 10 each in the Company constituting 59.84% of the Company's equity shares held by TVSI will vest with GFHPL.</p> <p>(c) A majority of the equity share capital of GFHPL is currently held by Shri Gopal Srinivasan and his family members. After the implementation of the Scheme and post approval of the Scheme by the NCLT, TVSS (post the amalgamation of SIPL and SRW into TVSS) and certain other shareholders shall hold equity shares in GFHPL, with Shri Gopal Srinivasan and his family members owning a majority of the equity shares in GFHPL.</p>
5.	Whether the said parties are related to promoter/ promoter group/ group companies in any manner. If yes, nature of relationship	<p>(a) The Company is not a party to the MFA nor is it directly involved in the family arrangement or the Scheme.</p> <p>(b) The MFA has been executed amongst various members of the TVS family who are shareholders of the TVS Holding Companies. The TVS Holding Companies presently hold 12,900,979 equity shares of Rs. 5 each in TVSI</p>



		<p>constituting 85% of the TVSI's equity shares. TVSI, in turn, holds 11,160,093 equity shares of Rs. 10 each in the Company constituting 59.84% of the Company's equity shares, and is part of the promoter and promoter group of the Company. Furthermore, certain members of the TVS family who are parties to the MFA are also directors on the board of directors of the TVS Holding Companies and TVSI.</p> <p>(c) Certain members of the TVS family who are parties to the MFA are also directors/ key managerial personnel/ relatives of the directors/ key managerial personnel of certain group companies of the Company.</p>
6.	Whether the transaction would fall within related party transactions? If yes, whether the same is done at "arms length"	No. The Company is not a party to the MFA nor is it directly involved in the family arrangement or the Scheme.
7.	In case of issuance of shares to the parties, details of issue price, class of shares issued.	Not applicable. The Company will not issue any shares pursuant the family agreement/ Scheme.
8.	Any other disclosures related to such agreements, viz., details of nominee on the board of directors of the listed entity, potential conflict of interest arising out of such agreements, etc.	Not applicable.
9.	In case of termination or amendment of agreement, listed entity shall disclose additional details to the stock exchange(s): a) name of parties to the agreement; b) nature of the agreement; c) date of execution of the agreement; d) details of amendment and impact thereof or reasons of termination and impact thereof.	Not applicable.

Deepal