

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

TVS Holdings Limited

[Formerly known as Sundaram-Clayton Limited]

26th July 2025

BSE Limited,
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai 400 001.
Equity Scrip code: 520056

National Stock Exchange of India Ltd.,
Exchange Plaza, 5th Floor,
Bandra-Kurla Complex,
Bandra (E), Mumbai 400 051.
Equity Scrip code: TVSHLTD

Dear Sir/Madam,

Sub: Intimation under Regulation 34 and 53 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") - Annual Report for the FY 2024-25

Ref: Our Letter dated 5th June 2025

Pursuant to Regulations 34(1) and 53(2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed the Annual Report of the Company for the Financial Year 2024-25.

The copy of the Annual Report is available on the website of the Company viz., www.tvsholdings.com.

Further, pursuant to Regulation 36(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, a communication is being sent by the Company to those shareholders who have not registered their email address with the Company/Depositories, providing the web-link including the exact path where complete details of the Annual Report are available.

Thanking you,

Yours faithfully,

For TVS Holdings Limited

R Raja Prakash
Company Secretary

Encl :a/a

TVS Holdings Limited
(Formerly known as Sundaram-Clayton Limited)

63rd Annual Report 2025

TVS Holdings Limited
(Formerly known as Sundaram-Clayton Limited)

Board of Directors

VENU SRINIVASAN,
Chairman

SUDARSHAN VENU,
Managing Director

K GOPALA DESIKAN,
Director & Group Chief Financial Officer

C R DUA

R GOPALAN

ANUJ SHAH

TIMM TILLER

SASIKALA VARADACHARI

Audit Committee

SASIKALA VARADACHARI

R GOPALAN

ANUJ SHAH

Nomination and Remuneration Committee

SASIKALA VARADACHARI

R GOPALAN

ANUJ SHAH

Risk Management Committee

R GOPALAN, *Chairman*

K GOPALA DESIKAN

ANUJ SHAH

SASIKALA VARADACHARI

Stakeholders' Relationship Committee

ANUJ SHAH, *Chairman*

K GOPALA DESIKAN

SASIKALA VARADACHARI

Corporate Social Responsibility Committee

VENU SRINIVASAN, *Chairman*

SUDARSHAN VENU

ANUJ SHAH

Asset Liability Management Committee

K GOPALA DESIKAN, *Chairman*

ANUJ SHAH

SASIKALA VARADACHARI

Company Secretary

R RAJA PRAKASH

Statutory Auditors

M/s. N.C.RAJAGOPAL & CO.

Chartered Accountants,

22, Krishnaswamy Avenue

Luz Church Road, Mylapore,

Chennai 600 004.

Tel. : (044) 2499 1569 / 2499 3056

E-mail : ncrajagopal@gmail.com

Secretarial Auditor

B CHANDRA

Practising Company Secretary

AG 3, Ragamalika,

No. 26, Kumaran Colony Main Road,

Vadapalani, Chennai 600 026

E-mail : bchandraandassociates@gmail.com

Shares listed with

BSE Limited, Mumbai

National Stock Exchange of India Limited, Mumbai

Share Transfer Agent

Integrated Registry Management Services

Private Limited,

2nd Floor, Kences Towers,

No.1, Ramakrishna Street,

North Usman Road,

T Nagar, Chennai - 600 017

Tel. : (044) 2814 0801-03

Fax : (044) 2814 2479

Email : einward@integratedindia.in

Banks

State Bank of India

Registered Office

"Chaitanya",

No. 12, Khader Nawaz Khan Road,

Nungambakkam, Chennai - 600 006,

Tamil Nadu, India.

Tel. : 044 - 2833 2115

CIN : L64200TN1962PLC004792

E-mail : corpsec@tvsholdings.com

Website: www.tvsholdings.com

Subsidiaries

1. TVS Motor Company Limited, India
2. Home Credit India Finance Private Limited, India
3. TVS Digital Limited, India
4. TVS Holdings (Singapore) Pte. Limited, Singapore

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NOTICE OF ANNUAL GENERAL MEETING

NOTICE is hereby given that the 63rd Annual General Meeting (AGM) of the Company will be held on Friday, the 22nd August 2025 at 3:30 P.M. [Indian Standard Time (IST)] through Video Conferencing / Other Audio Visual Means to transact the following businesses:

ORDINARY BUSINESS

1. To consider passing the following resolution as an ordinary resolution:
"RESOLVED THAT the standalone and consolidated audited financial statements for the year ended 31st March 2025, together with the Board's Report and the Auditors' Report thereon, as circulated to the Members and presented to the meeting be and are hereby approved and adopted."
2. To consider passing the following resolution as an ordinary resolution:
"RESOLVED THAT Mr Sudarshan Venu (holding DIN 03601690), Director, who retires by rotation and being eligible, offers himself for re-appointment, be and is hereby re-appointed as a Director of the Company."
3. To consider passing the following resolution as an ordinary resolution:
"RESOLVED THAT Mr R Gopalan (holding DIN 01624555) Director, who retires by rotation and being eligible, offers himself for re-appointment, be and is hereby re-appointed as a Director of the Company."

SPECIAL BUSINESS:

4. To consider passing the following resolution as an ordinary resolution:
"RESOLVED THAT pursuant to the provisions of Regulation 24A and other applicable regulations of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("SEBI Listing Regulations") and Section 204 of the Companies Act, 2013 read with Rule 9 of the Companies (Appointment & Remuneration of Managerial Personnel) Rules, 2014 and other applicable provisions, if any, ("the Act, 2013"), including any amendments, modification(s) or re-enactment(s) thereof for the time being in force and based on the recommendation of the Audit Committee and the Board of Directors of the Company, consent of the Members of the Company be and is hereby accorded for appointment of M/s. B Chandra & Associates, Practicing Company Secretaries, Chennai, having Firm Registration No. P2017TN065700 allotted by the Institute of Company Secretaries of India, who have confirmed their eligibility and have also given their consent for appointment as Secretarial Auditors in terms of Regulation 24A(1A) of SEBI Listing Regulations and other applicable rules for a term of five consecutive years to hold office from FY 2025-26 till FY 2029-30 at such fees, plus applicable taxes and other out-of-pocket expenses as may be mutually agreed upon between the Board of Directors of the Company and the Secretarial Auditors from time to time during their tenure of appointment.
RESOLVED FURTHER THAT the Board of Directors (hereinafter referred to as "Board", which term shall include any Committee duly constituted by the Board or which the Board may constitute to exercise its powers, including the powers conferred by this

resolution) be and are hereby authorized to take such steps and do all such acts, deeds, matters, and things as may be considered necessary, proper, and expedient to give effect to this Resolution."

By order of the Board of Directors

Chennai
5th June 2025

R Raja Prakash
Company Secretary

Registered office:

"Chaitanya"
No.12, Khader Nawaz Khan Road,
Nungambakkam, Chennai - 600 006

Notes:

A Statement pursuant to Section 102 of the Companies Act, 2013 (the Act, 2013), setting out the material facts in respect of the special business to be transacted at the Annual General Meeting (AGM), as listed out in the Notice, is annexed hereto.

1. Pursuant to the MCA Circular No. 09/2024 dated 19th September 2024 read with MCA Circulars No. 9/2023, 10/2022, 02/2022 and 20/2020 dated 25th September 2023, 28th December 2022 5th May 2022 and 5th May 2020 respectively, issued by the Ministry of Corporate Affairs (MCA) and all other relevant circulars issued from time to time, and Circular No. SEBI/HO/CFD/CFD-PoD-2/P/ CIR/2024/133 dated 3rd October 2024, issued by the Securities and Exchange Board of India (SEBI) and in compliance with the provisions of the Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), physical attendance of the Members is not required at a common venue and AGM can be held through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate in the ensuing AGM through VC / OAVM.
2. Pursuant to the Circular No. 14/2020 dated 8th April, 2020, issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, the Body Corporates are entitled to appoint authorised representatives as Members to attend the AGM through VC/OAVM and participate and cast their votes through e- Voting.
3. The Members can join the AGM through VC / OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice.
4. The attendance of the Members attending the AGM through VC / OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Act, 2013.
5. Pursuant to the provisions of Section 108 of the Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of the Listing Regulations, and the Circulars issued by the Ministry of Corporate Affairs dated 5th May, 2020, the Company is providing facility of remote e-Voting to its Members in respect of the business as to be transacted at the AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-Voting system as well as voting at the meeting will be provided by NSDL.

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6. In line with MCA Circular No. 17/2020 dated 13th April, 2020, the Notice calling the AGM has been uploaded on the website of the Company at www.tvsholdings.com. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively and the AGM Notice is also available on the website of NSDL (agency for providing the remote e-Voting facility) i.e. www.evoting.nsdl.com.
7. AGM has been convened through VC / OAVM in compliance with applicable provisions of the Act, 2013, read with Circulars issued by MCA and SEBI from time to time.
8. The relevant details as set out under Item Nos. 2 & 3 of the Notice pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard - 2 on General Meetings issued by the Institute of Company Secretaries of India ("ICSI") in respect of the Director seeking reappointment at this AGM, are also part of this Notice.
9. As the AGM shall be conducted through VC/OAVM, the facility for appointment of Proxy by the Members is not available for this AGM and hence the Proxy Form and Attendance Slip including Route Map are not annexed to this Notice.

Unclaimed Dividend

10. In terms of Section 124 of the Act, 2013, the dividend declared by the Company, for earlier years, which remain unclaimed for a continuous period of seven years will be transferred on due dates to the Investor Education and Protection Fund (IEPF), established by the Central Government. The particulars of due dates for transfer of such unclaimed dividends to IEPF are furnished in the Report on Corporate Governance, forming part of the Annual Report.
11. Members who have not encashed their dividend warrants in respect of the above period are requested to make their claim(s) by surrendering the un-encashed warrants immediately to the Company has also uploaded details of such Members whose shares are transferred to IEPF Account on its website at www.tvsholdings.com.

Pursuant to The Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, the Company is providing / hosting the required details of unclaimed amount referred to under Section 124 of the Act, 2013 on its website.

General

12. As per Regulation 40 of Listing Regulations, all requests for transfer of securities including transmission and transposition, issue of duplicate share certificate; claim from unclaimed suspense account; renewal / exchange of share certificate; endorsement; sub-division/splitting of share certificate; consolidation of share certificates/folios shall be processed only in dematerialized form.

With a view to serve the Members better and for administrative convenience, Members who hold shares in identical names and in the same order of names in more than one folio are requested to write to the Company to consolidate their holdings into one folio.

13. Members may also note that the Annual Report will also be available on the Company's website viz., www.tvsholdings.com and on the websites of the Stock Exchanges viz., BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively for their download.

Members holding shares in electronic form

14. SEBI has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members are requested to submit their PAN to the Depository Participant(s) (DP) with whom they are maintaining their demat accounts.
15. Members are requested to intimate all changes pertaining to their bank details such as bank account number, name of the bank and branch details, MICR code and IFSC, Mandates, Nominations, Power of Attorney, Change of Address / Name / e-mail Address / Contact Numbers, etc., to their DP.
16. Electronic copy of the Annual Report and the Notice of the AGM *inter-alia* indicating the process and manner of e-Voting are being sent to all the Members whose e-mail IDs are registered with the Company / DPs for communication purposes. A letter providing the web-link for accessing the Annual Report, including the exact path, will be sent to those members who have not registered their email address with the Company.

Members holding shares in physical form

17. SEBI has mandated that all holders of physical shares furnish PAN, Nomination, Contact details, Bank A/c details and Specimen signature for their corresponding folio numbers, and these documents can be submitted to the Company / Registrar and Share Transfer Agent (RTA / STA).
18. Members holding shares in physical form, in their own interest, are requested to dematerialize the shares to avail the benefits of electronic holding / trading.
19. Pursuant to the Scheme, the preference shares allotted to the shareholders were redeemed during the previous year, and those shareholders who were holding the equity shares in physical form may note that the entitlement to the said redemption amount is being held in a separate unclaimed bank account. You are hereby advised to share your demat account / bank account details and KYC documents with the Company / RTA. On receipt of the documents and upon verification and validation, the entitlement of the redemption amount will be credited to the respective bank account.

Inspection of documents

20. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Act, the Register of Contracts or Arrangements in which the Directors are interested, maintained under Section 189 of the Act, 2013 and the relevant documents referred to in the Notice will be available, electronically, for inspection by the Members during the AGM.
21. All documents referred elsewhere in the Annual Report will also be available for inspection from the date of circulation of this Notice up to the date of AGM. Members seeking to inspect such documents can send an e-mail to corpsec@tvsholdings.com.

Voting

22. The businesses set out in the Notice will be transacted through electronic voting system and the Company is providing facility for voting by electronic means. The Members may cast their votes using electronic voting system from a place other than the venue of the meeting ('remote e-Voting').
23. In case of joint holders attending AGM, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote.

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24. In terms of Section 108 of the Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, ('the Rules') and Regulation 44 of the Listing Regulations, the Company has provided facility to exercise votes through electronic voting system to the Members holding shares as on 15th August 2025 being the "Cut-off Date" ("Cut- Off" for the purpose of Rule 20(4)(vii) of the Rules) fixed for determining voting rights of the Members entitled to participate in the e-Voting process through the platform provided by NSDL viz., www.evoting.nsdl.com.

The voting rights of the Members / Beneficial Owners will be reckoned on the Equity Shares held by them as on Cut-off date. Members as on the Cut-off date only shall be entitled to avail the facility of remote e-Voting or voting at the meeting.

THE INSTRUCTIONS FOR REMOTE E-VOTING AND E-VOTING AT THE MEETING ARE AS UNDER

The remote e-Voting period begins on 19th August 2025 at 9:00 A.M. (IST) and ends on 21st August 2025 at 5:00 P.M. (IST). During this period, Members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date, may cast their vote by remote e-Voting. The remote e-Voting module shall be disabled by NSDL for voting thereafter. Members who have not cast their vote on any of the resolutions using the remote e-Voting facility can vote on those resolutions during the AGM. Once the vote on a resolution is cast by the Member, the member shall not be allowed to change it subsequently.

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

Step 1: Access to NSDL e-Voting system:

A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email ID in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	1. For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp . You will have to enter your 8-digit DP ID, 8-digit Client ID, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL. (Continued)	page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 2. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 3. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS Portal" or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 4. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will

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Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL. (Continued)	have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 5. Shareholders/Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience. NSDL Mobile App is available on  App Store  Google Play  
Individual Shareholders holding securities in demat mode with CDSL	1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password. 2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with CDSL - (Continued)	or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. 3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

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Important note: Members who are unable to retrieve User ID / Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at 022 - 4886 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800-21-09911

B) Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password / OTP and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the Company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:

- a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
- c) How to retrieve your 'initial password'?
 - (i) If your email ID is registered in your demat account or with the Company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.

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- (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email IDs are not registered.**
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
- Click on "Forgot User Details / Password?" (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - Physical User Reset Password?" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.com mentioning your demat account number / folio number, your PAN, your name and your registered address etc.
 - Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.

- After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.
- Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC / OAVM" link placed under "Join Meeting".
- Now you are ready for e-Voting as the Voting page opens.
- Cast your vote by selecting appropriate options i.e. assent or dissent, verify / modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
- Upon confirmation, the message "Vote cast successfully" will be displayed.
- You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.

7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-Voting for the resolutions set out in this notice:

- In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAAR (self attested scanned copy of Aadhaar Card) by email to eninward@integratedindia.in
- In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhaar Card) to eninward@integratedindia.in. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at step 1 (A) i.e. Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.
- Alternatively shareholder/members may send a request to evoting@nsdl.com for procuring user id and password for e-Voting by providing above mentioned documents.
- In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE AGM ARE AS UNDER:-

- The procedure for e-Voting on the day of the AGM is the same as the instructions mentioned above for remote e-voting.
- Only those Members / shareholders, who will be present in the AGM through VC / OAVM facility and have not cast their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.
- Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
- The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-Voting.

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INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:

- i. Members will be provided with a facility to attend the AGM through VC / OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for Access to NSDL e-Voting system. After successful login, Members can see link of "VC / OAVM link" placed under "Join General meeting" menu against the Company name. You are requested to click on VC / OAVM link placed under Join General Meeting menu. The link for VC / OAVM will be available in shareholder / members login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
- ii. Members are encouraged to join the Meeting through Laptops for better experience.
- iii. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
- iv. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio / Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
- v. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker and send their request mentioning their name, demat account number / folio number, email id, mobile number at corpsec@tvsholdings.com from 16th August 2025 (9.00 A.M. (IST)) to 20th August 2025 (5.00 P.M. (IST))
- vi. Those shareholders who have registered themselves as a speaker will only be allowed to express their views / ask questions during the meeting. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM.
- vii. Members can submit questions with regard to the financial statements or any other matter to be placed at the AGM, from their registered e-mail address, mentioning their name, DP ID and Client ID number / folio number and mobile number, to reach the Company's e-mail address corpsec@tvsholdings.com atleast 48 hours in advance before the start of the meeting. Such questions by the Members shall be taken up during the meeting and replied by the Company suitably.

General Guidelines for shareholders:

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution / Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail bchandraandassociates@gmail.com with a copy marked to evoting@nsdl.com. Institutional/Corporate shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-Voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details / Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.
3. A person, whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-Voting or casting vote through e-Voting system during the meeting.
4. M/s B Chandra and Associates, Practicing Company Secretaries (Registration No. P2017TN065700), has been appointed as the Scrutinizer to scrutinize the remote e-Voting process and casting vote through the e-Voting system during the meeting in a fair and transparent manner.
5. In case of any queries, Members may refer the Frequently Asked Questions (FAQs) for Shareholders and e-Voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 022 - 4886 7000 and send a request to NSDL official, Ms. Pallavi Mhatre, Manager at evoting@nsdl.com.
6. The Scrutinizer shall after the conclusion of e-Voting at the AGM, first download the votes cast at the AGM and thereafter unblock the votes cast through remote e-Voting and shall make a consolidated scrutinizer's report of the total votes cast in favour or against, invalid votes, if any, and whether the resolution has been carried or not, and such report shall then be sent to the Chairman or a person authorized in this regard, within two working days from the conclusion of the AGM, who shall then countersign and declare the result of the voting forthwith.
7. The results declared along with the report of the Scrutinizer shall be placed on the website of the Company at www.tvsholdings.com and on the website of NSDL at

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www.evoting.nsdl.com immediately after the declaration of results by the Chairman or a person authorized by him. The results shall also be immediately forwarded to BSE Limited, Mumbai and The National Stock Exchange of India Limited, Mumbai.

8. Pursuant to the Circulars issued by MCA and SEBI, owing to the difficulties involved in dispatching of physical copies of the Notice of the AGM and the Annual Report for the year 2024-25, the said documents are being sent only by email to the Members. Therefore, those Members, whose email address is not registered with the Company or with their respective Depository Participant/s, and who wish to receive the Notice of the AGM and the Annual Report for the year 2024-25 and all other communication sent by the Company, from time to time, can get their email address registered by following the steps as given below:

- a) For Members holding shares in physical form, please send scan copy of a signed request letter mentioning your folio number, complete address, email address to be registered along with scanned self-attested copy of the PAN and any document (such as Driving Licence, Passport, Bank Statement, AADHAAR) supporting the registered address of the Member, by email to the eninward@integratedindia.in.
- b) For Members holding shares in demat form, please update your email address through your respective Depository Participant/s.

Further, as per Regulation 36 (1) (c) of the Listing Regulations, hard copy of the full annual report will be given to those shareholders who request for the same.

9. Pursuant to Finance Act, 2020, dividend income will be taxable in the hands of the shareholders w.e.f. 1st April 2020 and the Company is required to deduct tax at source ("TDS") from dividend paid to the Members at rates prescribed in the Income Tax Act, 1961 ("the IT Act"). In general, to enable compliance with TDS requirements, Members are requested to complete and / or update their Residential Status, PAN, Category as per the IT Act with their Depository Participants or in case shares are held in physical form, with the Company by sending email to the eninward@integratedindia.in along with the documents as stated in Para No. 10.
10. In order to receive dividend/s in a timely manner, Members holding shares in physical form who have not updated their mandate for receiving the dividends directly in their bank accounts through Electronic Clearing Service or any other means ("Electronic Bank Mandate"), can register their

Electronic Bank Mandate to receive dividends directly into their bank account electronically or any other means, by sending scanned copy of the following details / documents by email to reach the corpsec@tvsholdings.com or the email ID of STAninward@integratedindia.in.

- a. a signed request letter mentioning your name, folio number, complete address and following details relating to bank account in which the dividend is to be received:
 - i. Name and Branch of Bank and Bank Account type;
 - ii. Bank Account Number allotted by your bank after implementation of Core Banking Solutions;
 - iii. 11 digit IFSC Code;
 - iv. Self-attested scanned copy of cancelled cheque bearing the name of the Member or first holder, in case shares are held jointly;
 - v. Self-attested scanned copy of the PAN Card; and
 - vi. Self-attested scanned copy of any document (such as AADHAAR Card, Driving Licence, Election Identity Card, Passport) in support of the address of the Member as registered with the Company.
 - b. For the Members holding shares in demat form, please update your Electronic Bank Mandate through your Depository Participant/s.
 - c. With effect from April 1, 2024, dividend to security holders (holding securities in physical form), shall be paid only through electronic mode. Such payment shall be made upon folio being KYC compliant i.e. the PAN, contact details including mobile no., bank account details and specimen signature are registered with the RTA/Company. [SEBI Master Circular No. SEBI/HO/MIRSD/POD-1/P/CIR/2024/37 dated May 7, 2024, read with SEBI Circular No. SEBI/HO/MIRSD/POD-1/P/CIR/2024/81 dated June 10, 2024].
11. In accordance with the provisions of Article 108 of the Articles of Association of the Company, Mr Sudarshan Venu and Mr R Gopalan, will retire by rotation at this AGM and being eligible offer themselves for re-appointment.; and
12. In terms of the Regulation 36(3) of the Listing Regulations, read with Secretarial Standards on General Meeting, brief profile of Mr Sudarshan Venu and Mr R Gopalan, who are proposed to be re-appointed in this AGM, nature of their expertise in specific functional areas, other Directorships and Committee Memberships, their shareholding and relationship with other Directors of the Company along with listed entities from which the Director has resigned in the past three years have been provided as part of this notice.

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Statement of material facts pursuant to Section 102 of the Companies Act, 2013

The following statement sets out all material facts relating to the special business mentioned in the accompanying Notice dated 5th June 2025 and shall be taken as forming part of the Notice.

Item No. 4

Pursuant to the amendments to the provisions of Regulation 24A of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations'), the Company shall appoint a Secretarial Auditor who shall be a Peer Reviewed Company Secretary with the approval of its shareholders in its Annual General Meeting. Further, the tenure of appointment of a Secretarial Audit firm as Secretarial Auditor shall not be more than two terms of five consecutive years.

In compliance with the above-said provisions and based on the evaluation and recommendation of the Audit Committee, the Board of Directors at its meeting held on 28th April, 2025, appointed M/s. B Chandra & Associates, a Peer reviewed firm of Practicing Company Secretaries, Chennai, having Firm Registration No. P2017TN065700 and Peer Review No: 1711/2022, as Secretarial Auditors of the Company for a term of five consecutive years to hold office from FY 2025-26 till FY 2029-30 subject to the approval of the members.

M/s. B Chandra & Associates, have furnished their consent to act as Secretarial Auditors and have also provided a certificate to the effect that their appointment, if made, shall be in accordance with the conditions laid down and that they satisfy the criteria provided under the SEBI Listing Regulations.

The Secretarial Auditors have reported their independence from the Company according to the standards issued by the Institute of Company Secretaries of India ('ICSI') and the ethical requirements relevant to audit and the same has been reviewed by the Audit Committee of the Company.

In the view of the Audit Committee and Board of Directors of the Company, M/s. B Chandra & Associates has the necessary capabilities and competencies to perform their duties as Secretarial Auditors of the Company considering the nature and scope of activities undertaken by the Company.

Apart from the Company, they are also the secretarial auditors of TVS Credit Services Limited, a step-down subsidiary of the Company. The fees paid to M/s. B Chandra & Associates, for conduct of Secretarial Audit of TVS Credit Services Limited for FY 2024-25 was ₹ 1.65 Lakhs.

Brief Profile of M/s. B Chandra & Associates :

M/s. B Chandra & Associates, Practicing Company Secretaries, was established as a sole proprietorship in 2008 and registered as a partnership firm in the year 2017 and has been advising about 40 to 50 small and medium companies, 15 to 20 Multinational Companies and 10 to 15 Listed Companies. All the senior partners have rich and deep experience for over 17 years in sectors like Automobiles, NBFC, Real Estate, Renewable energy and rendering audit services.

The firm has qualified & experienced partners and staffs / smart collaborations to compliment geography reach and strong confluence of people, process and technology.

Members may kindly note that the Senior Partner of M/s B Chandra & Associates viz. Mrs B Chandra was the secretarial auditor of the Company since FY 2014-15 and had performed the Secretarial Audit for the FY 2024-25 as enclosed to this report. The term of 5 years commencing from FY 2025-26, the Company has appointed M/s B Chandra & Associates, a Peer reviewed Firm of Company Secretaries as the Secretarial Auditors and is seeking the approval of the shareholders for the same. Hence, such appointment has been treated as a change in secretarial auditor and relevant information as required under Regulation 36 (5) of the SEBI Listing Regulations have been provided as part of this Notice.

Details of proposed remuneration payable to M/s. B Chandra & Associates:

The Board has approved ₹ 3 Lakhs (Rupees Three Lakhs only) as the remuneration payable to M/s. B Chandra & Associates for the financial year 2025-26 for their services as Secretarial Auditors of the Company excluding applicable taxes and out of pocket expenses.

The fees paid to Mrs B Chandra, for conduct of Secretarial Audit for FY 2024-25 was ₹ 3 Lakhs and hence there is no material change in the fee payable to the Secretarial Auditors.

The fee for services in the nature of statutory certifications and other permissible non-audit services will be in addition to the secretarial audit fee as above and will be decided by the Management in consultation with the Secretarial Auditors.

The Board of Directors may alter, vary and modify the terms and conditions of appointment and modify / enhance remuneration for the subsequent years in the tenure, in such manner as may be mutually agreed with the Secretarial Auditors.

In the opinion of the Board, the remuneration proposed to be paid to the Secretarial Auditors during their term would be commensurate with the services to be rendered by them during the said tenure.

None of the Directors or Key Managerial Personnel of the Company or their relatives is concerned or interested, financially or otherwise, in the resolution as set out in Item No.4 of this Notice.

The Board recommends their appointment and accordingly, the approval of the Members is being sought by means of an Ordinary Resolution.

By order of the Board of Directors

Chennai
5th June 2025

R Raja Prakash
Company Secretary

Registered office:
"Chaitanya",
No.12, Khader Nawaz Khan Road,
Nungambakkam, Chennai - 600 006.

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DETAILS OF DIRECTORS SEEKING APPOINTMENT / RE-APPOINTMENT

[Pursuant to Regulation 36(3) of the SEBI Listing Regulations and
Secretarial Standard - 2 on General Meetings]

Name of the Director (M/s.)	Sudarshan Venu	R Gopalan
DIN	03601690	01624555
Age	36 years	73 years
Date of first appointment on the Board	2 nd September 2011	21 st June 2016
Qualifications	- Graduate Degree with Honors in the Jerome Fisher Program in Management and Technology from the University of Pennsylvania, USA; - B.S. in Mechanical Engineering from the School of Engineering and Applied Sciences; - B.S. in Economics from the Wharton School; - M.Sc. in International Technology Management from the Warwick Manufacturing Group attached to University of Warwick in U.K.	- Master's Degree in Economics from Boston University; - Master's Degree in Public Administration Management from the John F. Kennedy School of Government, Harvard University.
Experience	More than 14 years	More than 45 years
Expertise in specific functional areas	Please refer to enclosed profile	Please refer to enclosed profile
Skills and capabilities required for the role and the manner in which the Independent Directors meet the requirements	Not applicable	Not applicable
Terms and conditions of appointment / re-appointment	The shareholders of the Company approved the appointment of Mr. Sudarshan Venu as the Managing Director of the Company for a period of five years, effective 11th September 2023, through a Postal Ballot resolution dated 20th October 2023. As per the terms of his appointment, the remuneration payable to Mr. Sudarshan Venu shall be determined by the Board of Directors, based on the recommendation of the Nomination and Remuneration Committee, and subject to the approval of the shareholders and statutory authorities, if applicable. For the financial year 2024–25, no remuneration was paid to Mr. Sudarshan Venu.	Not applicable
Details of remuneration last drawn (FY 2024-25)		₹ 3.50 Lakhs from the Company towards sitting fees for attending meetings of the Board and Committees respectively.
Details of remuneration sought to be paid		Mr R Gopalan will be entitled to receive remuneration by way of sitting fees and reimbursement of expenses for participation in the meetings of the board and / or committees, if any.
Directorships in other Companies	- TVS Motor Company Limited - TVS Credit Services Limited - TVS Housing Finance Private Limited - TVS Electric Mobility Limited - Coromandel International Limited - Galaxy Health Insurance Company Limited (Formerly known as Galaxy Health and Allied Insurance Company Limited)	- Sundaram-Clayton Limited - TVS Credit Services Limited - Zee Entertainment Enterprises Limited - Vedanta Limited - MB Power (Madhya Pradesh) Limited - New Delhi Centre for Sight Limited - ANA ARC Private Limited

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	7. S. Venu Trustee Private Limited 8. TVS Motor (Singapore) Pte Limited, Singapore 9. TVS Digital Pte Limited, Singapore 10. Swiss E- Mobility Group (Holding) AG, Switzerland 11. Swiss E- Mobility Group (Schweiz) AG, Switzerland 12. The Norton Motorcycle Co. Limited, UK 13. TVS Holdings (Singapore) Pte. Limited, Singapore 14. Cheema Educational Foundation 15. Veeyes Charities Foundation 16. Jupiter Cultural and Heritage Foundation 17. TVS Cheema Scholarship Foundation	8. Play Games 24X7 Private Limited 9. U Games Private Limited 10. Sundaram Holding USA Inc., USA
Membership / Chairpersonship of Committees in other companies	TVS Motor Company Limited: a) Corporate Social Responsibility Committee b) Risk Management Committee c) Stakeholders' Relationship Committee TVS Credit Services Limited a) Asset Liability Management Committee b) Nomination and Remuneration Committee c) Credit Sanction Committee Coromandel International Limited a) Stakeholders' Relationship Committee* b) Nomination and Remuneration Committee	Sundaram-Clayton Limited: a) Audit Committee*, b) Nomination and Remuneration Committee, c) Stakeholders' Relationship Committee and d) Administrative Committee*. TVS Credit Services Limited: a) Audit Committee*, b) Stakeholders' Relationship Committee, c) Corporate Social Responsibility Committee and d) Risk Management Committee. Zee Entertainment Enterprises Limited a) Risk Management Committee*, b) Audit Committee, c) Nomination and Remuneration Committee, d) Corporate Social Responsibility Committee Vedanta Limited a) Stakeholders' Relationship Committee, b) Corporate Social Responsibility Committee* MB Power (Madhya Pradesh) Limited a) Audit Committee, b) Nomination & Remuneration Committee, c) Corporate Social Responsibility Committee*, d) Related Party Transactions Committee*.

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		New Delhi Centre for Sight Limited a) Audit Committee, b) Nomination & Remuneration Committee, c) Corporate Social Responsibility Committee. ANA ARC Private Limited a) Nomination & Remuneration Committee
Listed entities from which the Director has resigned from Directorship in last 3 (three) years	NIL	TVS Motor Company Limited
No. of Board Meetings attended during FY 2024-25	6	6
Inter-se relationship with other Directors and Key Managerial Personnel of the Company	He is the son of Mr Venu Srinivasan, Chairman of the Company.	Nil
No. of shares held in the Company (Self and as a Beneficial Owner)	1,40,84,930	Nil

* indicates Committee in which he holds the position as Chairman.

TVS Holdings Limited **(Formerly known as Sundaram-Clayton Limited)**

Profile of Mr Sudarshan Venu

Mr Sudarshan Venu is the Managing Director of the Company and TVS Motor Company Limited, Subsidiary Company. He is also the Chairman of TVS Credit Services Limited.

Mr Sudarshan Venu has been charting the future of one of India's leading two-wheeler manufacturer, TVS Motor Company since his induction as Director, and has made it the most awarded two-wheeler company. It is a testimony to Sudarshan's focus, that TVS Motor has been voted No. 1 in Customer Satisfaction for four years in a row by the prestigious J. D. Power Awards;

He has set his vision of transforming the company into a leading global mobility player. To this effect, he has set in motion global expansion through both organic & inorganic means;

With his extraordinary efforts, the Company has acquired UK's iconic motorcycle brand Norton Motorcycles and has also setup a completely new manufacturing facility in UK;

He strongly believes in staying ahead of the emerging trends – electrification and personal mobility are two big areas of focus and is looking to build a strategic personal e-mobility ecosystem by scaling unique brands, and led TVS to acquire European e-bike brand EGO Movement and Switzerland's largest e-bike company, Swiss E-Mobility Group;

He has been a pivotal role in expanding international business into markets in Africa, Middle East, Southeast Asia, LATAM, and Europe and market presence in more than 90+ countries across the globe;

He also has been instrumental in setting up and in the success of TVS Digital, a subsidiary of TVSM incorporated in Singapore, focused on providing technology solutions for digital transformation;

His experience and innovative excellence that helped the Company in broadening its product portfolio from time to time and Company's market presence across the globe;

His commitment to competitiveness and quality of our economy is manifested through his company's market presence in more than 90+ countries across the globe;

He has received "Next Gen Leader" award at the Indian Family Business Awards 2022 was a testament to his visionary leadership and unwavering commitment to innovation in the automotive industry.

He was honoured with India's best CEO award in Manufacturing and Retail Excellence Category by Business Today. He also featured in the list of India's best CEOs by Fortune and Business World magazines.

Profile of Mr R Gopalan

Mr R Gopalan, aged 73 years, is a retired IAS officer, was a Member of Public Enterprises Selection Board ("PESB"). This Body selects CMDs, MDs and Directors of Central Public Sector Enterprises.

Mr Gopalan as Secretary, Department of Economic Affairs was handling matters relating to Capital Markets, Infrastructure Finance, G-20, World Bank (WB), International Monetary Fund (IMF), Asian Development Bank (ADB), Budget preparation, Public Private Partnership (PPP), Directorate of Currency and other related matters pertaining to the economy. Mr Gopalan brought about a number of changes in the functioning of the Capital Markets and initiated new policy measures in infrastructure development.

Mr Gopalan has vast experience in Corporate Laws, Business Administration, Corporate Finance and Regulatory matters and he had represented India in the trade negotiations at World Trade Organization.

Mr Gopalan holds a Master's Degree in economics from Boston University and a Master's Degree in Public Administration and Management from the John F. Kennedy School of Government, Harvard University.

He is also currently the Chairman of Sundaram-Clayton Limited, Zee Entertainment Enterprises Limited and Director TVS Credit Services Limited, Vedanta Limited, ANA ARC Private Limited, MB Power (Madhya Pradesh) Limited, New Delhi Centre for Sight Limited, Play Games 24 x 7 Private Limited and U Games Private Limited.

By order of the Board of Directors

Chennai
5th June 2025

R Raja Prakash
Company Secretary

Registered office:
"Chaitanya",
No.12, Khader Nawaz Khan Road,
Nungambakkam, Chennai - 600 006.

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DIRECTORS' REPORT TO THE SHAREHOLDERS

The Directors have the pleasure in presenting the 63rd annual report and the audited accounts of the Company for the financial year ended 31st March 2025 ('financial year under review' or 'review period').

1. COMPANY OVERVIEW

TVS Holdings Limited ('TVSHL' or 'the Company') is registered as a Core Investment Company ("CIC") pursuant to the Certificate of Registration No N-07-00904 dated 14th March, 2024 issued by the Reserve Bank of India ('RBI') under Section 45-IA of the Reserve Bank of India Act, 1934 and Master Direction - Core Investment Companies (Reserve Bank) Directions 2016 as amended ("RBI Master Directions") to carry on the business of NBFC-CIC without accepting public deposits.

The RBI vide its notification dated October 22, 2021, had introduced an integrated regulatory framework for NBFCs under "Scale Based Regulation ('SBR'), a Revised Regulatory Framework for NBFCs". The SBR framework encompasses different facets of regulation of NBFCs covering capital requirements, governance standards, prudential regulation, etc. Under the SBR framework, NBFCs are divided into four layers viz., top layer, upper layer, middle layer and base layer based on the size, activity and perceived riskiness. The Company being CIC falls under the category of Middle Layer NBFC ('NBFC-ML').

The key updates during the period under review from the regulatory compliance perspective are provided below:

(a) Amendments to the Memorandum of Association (MoA) of the Company

RBI had stipulated certain conditions upon grant of registration to the Company as a CIC which *inter-alia* included, winding up trading in automotive spare parts by April 2025. Accordingly, during the financial year 2024-25, the Company had discontinued the aforementioned activity.

Further, Clause III - Object clause of the MoA of the Company contained primarily the description of objects carried out by the Company prior to the Demerger of its manufacturing division. During the financial year under review, Clause III - Object clause of the MoA has been substituted and replaced as Clause 3 (a) with new objects reflecting only the activities of a Core Investment Company and removed all clauses in relation to its erstwhile manufacturing and related businesses.

(b) Adoption of Memorandum of Association and Articles of Association as per the provisions of Companies Act, 2013.

The erstwhile Memorandum of Association (MoA) and Articles of Association (AoA) of the Company were initially adopted in accordance with the Companies Act, 1956 and amended as necessary from time to time. The Companies Act, 2013 introduced a new format for the MoA and AoA for companies limited by shares, as outlined in Table A and Table F, respectively of Schedule I. To comply with the Companies Act, 2013, the Company has substituted and replaced its MoA and AoA during the financial year under review.

(c) Change in Corporate Identification Number (CIN) of the Company issued by Ministry of Corporate Affairs (MCA)

Post the amendments to the Memorandum of Association (MoA) of the Company on October 15, 2024, which included changes to the main objects to reflect the activities of CIC, the Company filed the necessary forms with the Ministry of Corporate Affairs (MCA) to register the change in the object clause of the MoA and received necessary approval for the changes.

Subsequent to the change in the main object, the Corporate Identification Number (CIN) of the Company has been updated to L64200TN1962PLC004792 to reflect the updated business activity code related to its operations as a CIC.

(d) Promoter reclassification

During the period under review, the Company had submitted an application to BSE Limited and the National Stock Exchange of India Limited (collectively, the "Stock Exchanges") for the reclassification of T.V. Sundram Iyengar & Sons Private Limited ("Outgoing Promoter") from the "Promoter" category to the "Public" category under Regulation 31A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations').

On November 29, 2024, approvals from the Stock Exchanges were received by the Company for this reclassification. Consequently, T.V. Sundram Iyengar & Sons Private Limited has been reclassified from the "Promoter" category to the "Public" category based on the approval received from the Stock Exchanges.

2. FINANCIAL SUMMARY AND HIGHLIGHTS

(₹ in Cr)

	Standalone	Consolidated
Particulars	Year ended 31.03.2025	Year ended 31.03.2025
Revenue from Operations	637.30	44,993.16
Other Income	6.75	39.69
Profit / (loss) before Depreciation	412.53	4,682.97
Less: Depreciation / Amortization / Impairment	2.44	1,066.85
Profit / (loss) before Exceptional items and Tax Expense	410.09	3,616.12
Add / (less): Exceptional items	–	–
Profit / (loss) before Tax Expense	410.09	3,616.12
Less: Tax Expense (Current & Deferred)	57.93	1,206.87
Profit for the year	352.16	2,409.25
Other Comprehensive Income / (loss)	(2.43)	49.05
Total Comprehensive Income	349.73	2,458.30

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Note:

- 2023-24 financials included income from Trading business for the whole year and Die casting business upto 10th August, 2023 pursuant to demerger and giving effect to Composite Scheme of Arrangement amongst the Company and TVS Holdings Private Limited and VS Investments Private Limited and Sundaram-Clayton Limited (Formerly known as Sundaram-Clayton DCD Limited) and their respective shareholders and creditors as approved by the Hon'ble National Company Law Tribunal, Chennai Bench vide its Order dated 6th March, 2023 and hence not comparable with the current year.

3. COMPANY PERFORMANCE

The Company has been essentially a holding and investment company and does not have any other operations of its own. The Company's revenue primarily comprises of dividend income from investments held in group companies. RBI had stipulated certain conditions upon grant of registration to the Company as a CIC which included, *inter-alia*, winding up of trading in automotive spare parts business by April 2025. The Company has wound up its business of trading in automotive spare parts in compliance with the aforesaid condition stipulated by the RBI effective 10th October, 2024.

More details about the Company and its investments are dealt in the subsequent sections of the report.

4. DIVIDEND

The Board of Directors of the Company (the Board) declared an interim dividend of ₹ 93/- per share (1,860%) on 2,02,32,104 equity shares of ₹5/- each for the year FY25 absorbing a sum of ₹188 Cr on 24th March, 2025. The same was paid on 17th April, 2025.

The Board does not recommend any further dividend for the year 2024-25 under consideration. The dividend pay-out is in accordance with the Company's Dividend Distribution Policy approved by the Board and in accordance with the Master Direction - Core Investment Companies (Reserve Bank) Directions, 2016 (as amended from time to time).

5. TRANSFER TO RESERVES

For the financial year ended 31st March, 2025 an amount of ₹ 70.43 Cr was transferred to Statutory Reserve in terms of Section 45-IC of the Reserve Bank of India Act, 1934.

6. MANAGEMENT DISCUSSION AND ANALYSIS REPORT ECONOMY OVERVIEW

India's economy to expand 6.5% in fiscal 2025, outpacing global peers

A resurgence in rural demand, fuelled by improved agricultural prospects, is expected to have driven private consumption and boosted India's economic growth in fiscal 2025. Services activity is likely to have remained stable.

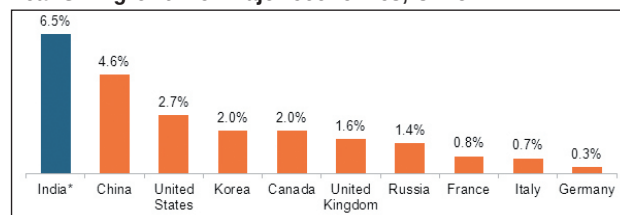
The National Statistical Office (NSO) and the International Monetary Fund (IMF) have projected a 6.5% growth in India's gross domestic product (GDP) in fiscal 2025, with the latter forecasting India to remain one of the fastest-growing economies.

According to NSO, India's real gross value added (GVA) grew 6.4% in fiscal 2025, compared with 8.6% in fiscal 2024. The financial, real estate and professional services sector maintained a dominant share in terms of sectoral composition of nominal GVA, growing 7.2% in fiscal 2025.

One of the key drivers of growth in fiscal 2025 was softer headline consumer price inflation, which is estimated to have declined to 4.7% from 5.4% in fiscal 2024, owing to lower food inflation. However, edible oils became a concern in the latter part of the fiscal, impacted by high global prices, import duties and a weaker currency.

In fiscal 2026, it is forecasted that India's GDP would hold steady at 6.5%, assuming normal monsoon and stable commodity prices. Private consumption is expected to continue its recovery, while investment growth will depend on private sector capital expenditure (capex). However, the growth pickup is expected to be moderate due to a lower fiscal stimulus.

Real GDP growth for major economies, CY25



Note: *Data is presented on a fiscal year basis (April 2024 - March 2025).

Source: IMF World Economic Outlook January 2025, Crisil Intelligence

GDP growth to normalize 6.5% in fiscal 2026

Private consumption is expected to improve further on expectation of healthy agricultural production and cooling food inflation. Softer food inflation should allow discretionary spending.

Additionally, some easing in the Reserve Bank of India's (RBI) monetary policy is expected to support discretionary consumption. In February 2025, the RBI cut its policy rates by 25 basis points (bps)-its first since May 2020-prompted by easing inflation and slowing economic growth. This was followed by a further 25 bps cut in April 2025, bringing the repo rate down to 6.00%. The Monetary Policy Committee (MPC) shifted its stance from neutral to accommodative, citing benign inflation prospects and moderate demand growth. However, it remains cautious about the challenging global economic landscape, emphasizing the need for continuous monitoring and assessment, as well as proactive use of liquidity management tools to mitigate the impact of global market volatility.

Tariff hikes have also increased the uncertainty of the US Federal Reserve's monetary policy path, which could keep financial

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conditions volatile. Tariffs have added upside risks to inflation and downside risks to growth in the US. On domestic front, in line with the accommodative stance by the MPC, two more rate cuts of 25 bps each are expected in fiscal 2026.

The Central Bank's recent measures to improve liquidity and relax regulations for non-banking financial companies or NBFCs (reversal of the 25% increase in risk weight on banks' exposure to NBFCs) are expected to facilitate the transmission of the benefits of easier monetary policy to the broader economy.

India's growth rate is normalising towards its medium-term trend. Growth in fiscal 2026 will be supported by the following factors:

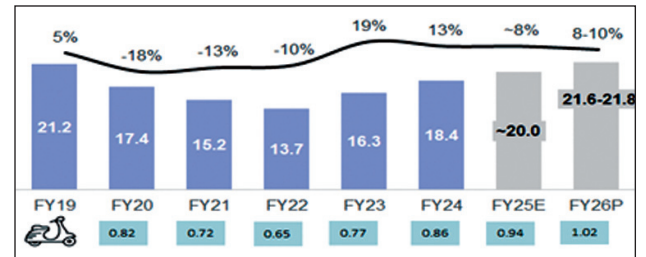
- The Government's capex is budgeted at 3.1% of GDP at ₹ 11.2 lakh crore, up 10% from ₹ 10.2 lakh crore in fiscal 2025
- Healthy domestic consumption, particularly in fast-moving consumer goods, consumer durables and two-wheelers
- The Government has reduced the income tax rates under the new tax regime, potentially increasing disposable income in the hands of the middle class. Tax slabs have also been revised, potentially reducing the tax burden across income levels
- The policy rate cuts by the RBI are expected to mildly support consumption, as these will gradually get transmitted to other interest rates in the economy, thus lowering borrowing costs
- Along with measures to spur consumption in the short term, the Union Budget 2025-26 also looks to improve employment and skilling, which will help boost permanent incomes and consumption in the medium-to-long term.

Overview of the Two-wheeler industry

The two-wheeler industry, comprising motorcycles, scooters, mopeds, and electric vehicles (EVs), recorded an estimated 7-9% growth in sales in Fiscal 2025, reaching approximately 20 million units, which is 94% of the pre-COVID-19 levels of Fiscal 2019. The growth in sales was largely driven by the rural market, which benefited from a boost in consumer sentiment due to an above-average monsoon season, coupled with increased Minimum Support Prices (MSPs) across crops. The introduction of new models, particularly in the EV segment, also played a significant role in driving growth. However, sales began to slow down from December 2024 onwards, as dealers faced pressure from high inventory levels and concerns over financing. The two-wheeler segment is yet to reach pre-COVID-19 levels, unlike other automobile sectors, due to the sharp jump in costs between Fiscals 2019 and 2023, resulting from regulatory and safety norms that particularly impacted the entry-level motorcycle segment. Looking ahead, sales are expected to continue growing in Fiscal 2026, driven by the launch of new models, increasing demand for EVs, and potential improvements in rural and corporate incomes, aided by a cut in interest rates and the new tax slabs announced in the Union Budget, which are likely to leave more disposable income

in the hands of potential two-wheeler buyers, providing an additional catalyst for growth.

Two-wheeler sales only set to surpass pre-covid levels in fiscal 2026



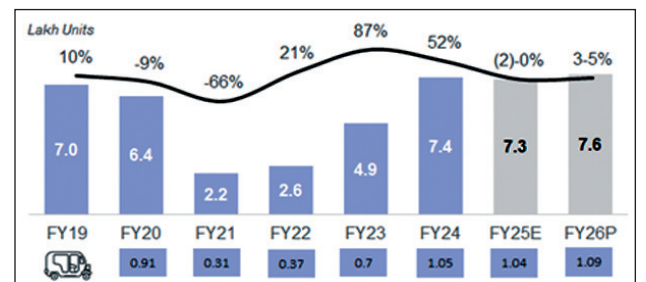
Note: Figures in millions

Source: Company Reports, Society of Indian Automobile Manufacturers (SIAM), Crisil Intelligence

Three-wheeler industry

In Fiscal 2025, three-wheeler sales in India are estimated to reach 7.3 lakh units, reflecting a decline of 1-3% over a high base of Fiscal 2024, which grew by 52%. Despite healthy replacement demand from sales of Fiscal 2018-2019, the general slowdown in sales of commercial vehicles due to slower government spending, along with weaker consumer sentiments, affected three-wheeler sales as well. Additionally, tightened credit norms and higher borrowing costs, which have made financing more challenging for buyers, impacted sales. Three-wheeler sales are projected to pick up in Fiscal 2026 by 3-5%, owing to better economic performance, powered by higher government spending, improved consumer sentiments, and better financing conditions due to repo rate cuts and an improvement in the supply of electric three-wheelers.

Three-wheeler sales to continue building on healthy sales



Note: Figures in lakh

Source: Company Reports, Society of Indian Automobile Manufacturers (SIAM), Crisil Intelligence Systemic credit to witness steady growth in fiscal 2026.

In fiscal 2025, India's systemic credit, comprising banks and non-banks, expanded about 15%. Retail segments continued to drive credit growth, although the unsecured lending segment normalised from an elevated base. The RBI's vigilant oversight and risk-weights circular on consumer loans tempered growth in unsecured portfolios, ensuring a more measured pace of expansion.

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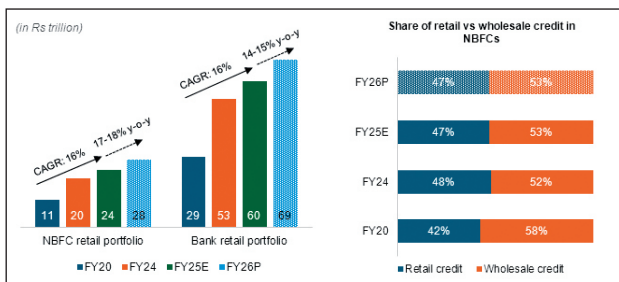
Systemic credit is expected to accelerate at a CAGR of 14-15% between fiscals 2025 and 2027. The wholesale and secured retail segments, such as housing and vehicle loans, are poised to be the primary drivers of overall credit expansion in the near term. However, unsecured retail loans, including personal loans and microfinance, pose a downside risk, due to the prevailing asset quality concerns, which will require close monitoring.

Secured segments to propel NBFCs' credit growth, albeit at a moderate pace

NBFCs have been a crucial part of India's financial ecosystem, bridging the credit gap in underserved areas. Their significance is underscored by their share in systemic credit (comprising banks and NBFCs) increasing by over 150 bps since fiscal 2020 to reach an estimated 23.2% as of March 2025.

Driven by their targeted focus on retail segments, NBFCs continue to outpace the overall systemic credit, clocking a CAGR of 14% between fiscals 2020 and 2025. In fiscal 2025, the retail segment saw strong expansion in secured asset classes, while the unsecured lending segments normalised from an elevated base. As a result, NBFCs expanded their outstanding credit by 16-18% on-year in fiscal 2025 and are expected to grow at a similar pace in fiscal 2026.

Credit growth momentum was sustained in fiscal 2024, driven by robust demand from key retail segments, building on the recovery in fiscal 2023 to pre-pandemic levels. The share of retail credit increased to 48% in fiscal 2024 from 42% in fiscal 2020. However, the credit market witnessed a shift from unsecured to secured asset classes in fiscal 2025, owing to concerns over asset quality in the former. As a result, the retail segment's share in the lending mix fell slightly to 47%, while the wholesale segment's share increased to 53%.



E- estimate, P- projected

Note:

- 1) Retail includes housing, vehicle, gold, microfinance, personal, consumer durables and education loans
- 2) Wholesale includes micro, small and medium enterprises, real estate and large corporate, infrastructure and construction equipment loans

Source: Industry, company reports, RBI, Crisil Intelligence

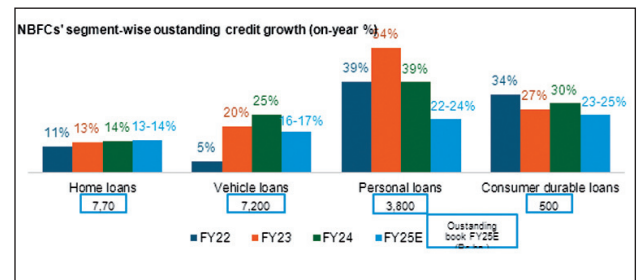
Within retail credit, the growth of NBFCs' vehicle finance portfolio moderated to 16-17% on-year in fiscal 2025 from 25% in fiscal 2024. The moderation was driven by a decline in the commercial

vehicles segment, partially offset by growth in tractor and two-wheeler sales, led by improved rural sentiment. NBFCs' vehicle finance portfolio is expected to experience a modest uptick in fiscal 2026, aided by improving market sentiment and supported by the easing of domestic interest rates, following the RBI's 50 bps repo rate cut between February and April 2025, with further rate cuts anticipated in fiscal 2026.

The housing credit growth remained steady at 13-14% on-year in fiscal 2025, reflecting broader economic moderation and elevated interest rates. Nevertheless, the sector remained resilient, buoyed by rising disposable incomes, robust demand and stable property prices.

NBFCs' credit growth in the personal loan segment moderated to 22-24% on-year in fiscal 2025 from 39% in fiscal 2024 due to heightened concerns over asset quality, mainly on account of overleveraging, marked by a decline in unique borrowers in the past two years. The segment's small-ticket loans were particularly vulnerable to delinquencies and overleveraging. In response, the RBI took proactive measures, including increasing risk weights, which, in turn, led lenders to exercise caution and slow down disbursements to the segment.

NBFCs' consumer durable financing portfolio grew 23-25% in fiscal 2025, fueled by strong mobile phone sales, higher credit penetration and the rise of fintech players. The tax relief announced in the budget for fiscal 2026 is expected to boost retail consumption and demand, driving credit growth in the consumer durable financing segment in fiscal 2026.



E-Estimate

Source: RBI, National Housing Bank, company reports and Crisil Intelligence

Opportunities and threats

As a CIC, the Company holds investments in equity shares of TVS Motor Company Ltd (TVSM) and has a presence in the financial services sector through its step-down subsidiary, TVS Credit Services Ltd, classified as a middle-layer NBFC. In fiscal 2025, the Company expanded its financial services footprint by acquiring an 80.74% equity stake in Home Credit India Finance Private Ltd, classified as a middle-layer NBFC, making it a subsidiary. The strategic acquisition has further bolstered the Company's position in the financial services sector.

India's retail credit market presents a significant opportunity, as reflected in its relatively low household credit-to-GDP ratio of 43%

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as of the first half of calendar year 2024, compared with 62% in China, 71% in the United States and 78% in the United Kingdom (Source: Bank for International Settlements).

Amid financial awareness and inclusion growth, driven by government initiatives and increasing access to credit for underserved populations, credit penetration in India is poised to expand. The expansion is expected to be aided by the retail credit segment. Furthermore, as disposable incomes rise and financial health improves, consumers are increasingly seeking to upgrade their lifestyle, driving demand for credit to finance discretionary purchases such as vehicles and consumer durables.

Risks and concerns

Inflation is expected to be more subdued in fiscal 2026 compared to the previous year. Favorable weather forecasts from Skymet, which predict a normal monsoon, are likely to help contain food inflation. Additionally, softer international crude oil and commodity prices are anticipated to ease non-food inflationary pressures. The recent surge in US tariffs poses a risk of dumping in the Indian market, which could impact domestic prices. Moreover, the threat of extreme weather events, exacerbated by climate change, remains a concern. Overall, the easing inflationary pressures have created space for the RBI to consider supporting economic growth through monetary policy easing.

Meanwhile, the considerable outflow of foreign portfolio investments and the rupee's sharp volatility against the US dollar have led to a liquidity drain in the banking system. The rupee moved to ₹87.40 on February 28, 2025 from ₹ 83.81 to the dollar on October 1, 2024, before appreciating to ₹85.65 on April 3, 2025. This is against an annual depreciation of 1-2% seen over the preceding two years through September 2024. Nevertheless, the RBI maintains ample forex reserves to cushion domestic markets from excess volatility and is expected to continue using its liquidity and foreign exchange tools to support financial conditions.

Risk management

We realize the importance of effective risk management in achieving business objectives. To this end, we have developed a comprehensive, customized Risk Management Policy that is approved by our Board of Directors. The policy outlines our risk strategy, approach and mitigation plans, including liquidity risk and asset-liability management to ensure we are well-equipped to identify, assess, monitor and address a wide range of risks.

As a registered core investment company (CIC), our operations are focused on investments within our group companies. The policy is closely aligned with our business operations and designed to foster a risk-intelligent culture that enables informed decision-making and enhances our resilience in the face of adverse

developments. Our goal is to create value for all stakeholders by seizing opportunities and managing risks effectively.

To ensure robust risk oversight, we have established a dedicated Risk Management Committee, in compliance with the Securities and Exchange Board of India Listing Regulations and RBI Master Directions. The Committee is responsible for monitoring risks and implementing necessary mitigation measures. It works closely with our Audit Committee to conduct detailed reviews of risks related to internal controls, compliance and systems. Additionally, the Board of Directors conducts regular reviews of all risks, including those related to investments to ensure a proactive and comprehensive approach to risk management.

The policy reflects the Company's commitment to upholding the highest standards of regulatory compliance, safeguarding the interests of its stakeholders and promoting a culture of risk awareness and prudent decision-making. By navigating challenges effectively and maximising opportunities for sustainable growth, the Company aims to deliver long-term value to its stakeholders and maintain its position as a trusted and responsible business leader.

Human resource

As on March 31, 2025, the Company had 56 employees, responsible for managing and administering the business operations.

Internal control systems and adequacy

The Board is responsible for evaluating and approving the effectiveness of the Company's internal controls, which encompass financial, operational, and compliance aspects. To ensure the integrity of its assets and accuracy of financial transactions, the Company has established a robust internal control system that provides reasonable assurance against loss, unauthorised use or misappropriation.

The internal control system is subject to continuous evaluation and improvement to ensure its effectiveness in supporting the Company's financial reporting, operational efficiency and compliance with legal and regulatory requirements. The Company prioritises the reliability of financial reporting and adheres to the highest standards of transparency and accountability.

The Audit Committee plays a critical role in overseeing the effectiveness of internal controls, leveraging new technologies to inform financial controls and risk management. The Committee's oversight ensures that the Company's internal control framework, which includes internal controls over financial reporting and operating controls are regularly reviewed and tested by both an independent audit firm and the internal audit team. The Board is of the opinion that internal financial controls with reference to the

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financial statements were tested and reported adequate and operating effectively.

Regulations

In August 2020, the RBI introduced a revised framework for registered CICs to mitigate systemic risks arising from the interconnectedness of CICs and their group companies. The revised framework mandates systemically important CICs to establish a policy for continuously assessing the 'fit and proper' status of their directors and to submit periodic reports to the RBI, thereby enhancing oversight and promoting good corporate governance.

To boost transparency and disclosure, the RBI's revised framework requires CICs to prepare consolidated financial statements, in accordance with the Companies Act, 2013, providing a comprehensive view of the group's financials. Additionally, CICs must maintain a functional website that includes their annual and corporate governance reports, management discussion and analysis, as well as information on the adequacy of internal controls.

In October 2021, the RBI introduced additional classification for NBFCs under the Scale Based Regulation framework into four categories i.e Base Layer (NBFC-BL), Middle Layer (NBFC-ML), Upper Layer (NBFC-UL) and Top Layer (NBFC-TL), based on their size, activity and perceived riskiness. Based on this, NBFC-CICs will be classified as either middle layer (which includes all deposit-taking NBFCs, regardless of asset size and non-deposit-taking NBFCs with assets of ₹ 1,000 crore or more) or upper layer (which comprises NBFCs identified by the RBI as requiring enhanced regulatory oversight based on specific parameters and scoring methodology, as well as the top 10 NBFCs by asset size, which will always feature in the upper layer).

Accordingly, TVS Holdings is classified as a middle-layer NBFC.

The Company has ensured adherence to all the applicable regulatory requirements and guidelines relevant to its business processes.

7. CAUTIONARY STATEMENT

Statements in the Management Discussion and Analysis Report describing the Company's objectives, projections, estimates and expectations may be 'forward looking statements' within the meaning of applicable securities laws and regulations. Actual results could differ materially from those expressed or implied. Important factors that could make a difference to the Company's operations include, amongst others, economic conditions affecting demand / supply and price conditions in the domestic and overseas market in which the Company operates, changes in the Government Regulations, Tax Laws and Other Statutes and incidental factors.

8. KEY FINANCIAL RATIOS

The Company being an investment company does not carry on any business other than holding investments in its group

companies. Dividend receipts from investee companies is the primary source of income. Key ratios of the Company are given in the table below:

Ratio Description	March 31, 2025	March 31, 2024
Net Profit Margin (%)*	54.68	20.57
Total debts to Total assets ratio	0.34	0.23
Debt Equity ratio	0.45	0.31
Leverage ratio	0.04	0.04
Capital ratio (%)	1,243.64	1,172.70

* The increase in net profit margin during the year is primarily attributable due to the demerger of manufacturing activities as a part of Composite Scheme of Arrangement in the previous year, resulting in a significantly lower cost structure. However, the Company's profitability for the period was maintained through income from brand management fees, interest, dividend and profit on sale of investment.

9. DEBENTURES

NON-CONVERTIBLE DEBENTURES (NCDS)

The Company issued and allotted 65,000 Senior, Rated, Unsecured, Listed, Redeemable and Non-Convertible Debentures of the face value of INR 1 Lakh each ("NCDs"), aggregating to INR 650 Crores at 8.65% on private placement basis on 7th June, 2024. The NCDs were listed with NSE on 11th June, 2024 and will mature on 7th June, 2029.

Further, the Company issued and allotted 30,000 Senior, Rated, Unsecured, Listed, Redeemable, Non-Convertible Debentures of the face value of INR 1 Lakh each ("NCDs") aggregating to INR 300 Crores at 8.75% on 22nd January, 2025. The NCDs were listed with NSE on 27th January, 2025 and will mature on 22nd January, 2030.

10. CORPORATE SOCIAL RESPONSIBILITY (CSR)

The Company recognizes social responsibility as an integral and a critical part of its value system. Srinivasan Services Trust (SST), the CSR arm of TVS Holdings Limited, has been successfully driving positive change in rural communities.

In the last 29 years, SST's model has matured into one centred on community participation in all its projects. Today, SST works in 2,500 villages in the country. It follows an integrated, holistic and participatory approach to village development, working very closely with the communities and the government.

SST's focus is to bring about sustainable development in villages through Total Community Involvement (TCI). Society building through the development of women and children, conserving water,

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providing holistic health and education by renovating the government infrastructure and preserving the environment are its focus areas. SST nudges communities to embrace practices towards a better quality of life by ensuring a participatory approach right from planning to execution of activities.

More than 60,000 women across the country have been organised into Self-Help Groups (SHGs), which empower the women socially and economically. Today, more than ₹ 100 Crores of income is being generated annually by the women in Self-Help Groups.

In 2024-25, 9 SHGs facilitated by SST have been honoured with the district level prestigious Manimegalai Award introduced by Government of Tamil Nadu for empowering women and fostering economic growth.

SST has so far renovated more than 2000 government infrastructures, which includes anganwadis, schools, health centers and veterinary centers. Adopting this holistic integrated village development model, SST has partnered with organizations like Gramalaya, Agastya International Foundation, Villmart Education, Navsahyog Foundation, Shreeja Mahila Milk Producer Company, National Bank for Agriculture and Rural Development (NABARD) and Sankara Eye Foundation to create impact in the villages it serves.

SST has ensured that more than 25,000 farmers have been benefitted by its water conservation projects like building and repairing water conservation structures, desilting tanks and channels and creating percolation ponds. Today, across the country, over 400 water conservation projects have been implemented by SST. This has created an additional water storage capacity of 154 crore litres.

SST also ensures last mile connectivity for the government social security, agriculture and livestock schemes to reach the unreached and underserved. Apart from renovating the government health centers and conducting regular medical camps, SST runs 7 medical centers and 2 mobile medical vans in its working areas. Today, due to SST's interventions, more than 2 lakh patients annually have access to health care facilities.

SST has also afforested barren hillocks of over 14000 acres, in the last 3 decades. SST is working with Tata Institute of Social Sciences (TISS), 4th Wheel Social Impact, Institute of Rural Management Anand (IRMA) and Chrysalis services to carry out social impact studies for the various projects it is undertaking in its working areas.

SST has won the following awards in FY25:

- 1st place for its 'Learning & development' best practice at the 27th NHRD National conference & 13th HR Showcase at Bengaluru on Feb 7-8, 2025.

- The CSR Universe Social Impact Awards 2024 under the 'Health' category for impactful health services to rural communities through SST Health Centres, Mobile Medical Vans, Health camps.
- The Gold award for 'Excellence in HR Digital transformation' at the Economic Times Human Capital Awards MENA 2024.
- The CSR & Sustainability Award 2023 under the category of Excellence in Providing Healthcare Services by ASSOCHAM (The Associated Chambers of Commerce and Industry of India).

As required under Section 135 of the Companies Act, 2013 read with Rule 8 of the Companies (Corporate Social Responsibility Policy) Rules, 2014, the annual Report on CSR, containing the particulars of the projects / programmes approved and recommended by the CSR Committee and approved by the Board for the financial year 2024-25 are given by way of Annexure III attached to this Report. It may also be noted that the CSR Committee has approved the projects or programmes to be undertaken by the SST and other eligible trusts for the year 2025-26, preferably in local areas including the manner of execution, modalities of utilisation of funds and implementation schedules and also monitoring and reporting mechanism for the projects or programmes, as required under the Companies Act, 2013 read with Companies (Corporate Social Responsibility Policy) Rules, 2014.

11. RESOURCE MOBILISATION

During the financial year under review, ₹ 950 Crs have been mobilised by way of issuance of Listed Non-Convertible Debentures (NCD).

12. DIRECTORS' RESPONSIBILITY STATEMENT

In accordance with the provisions of Section 134(5) of the Companies Act, 2013 (the Act, 2013) with respect to Directors' Responsibility Statement, it is hereby stated -

- (i) that in the preparation of annual accounts for the financial year ended 31st March, 2025, the applicable Accounting Standards had been followed and there were no material departures from the same;
- (ii) that the Directors had selected such accounting policies and applied them consistently and made judgements and estimates that were reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit of the Company for the year under review;
- (iii) that the Directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance

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with the provisions of the Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;

- (iv) that the Directors had prepared the annual accounts for the financial year ended 31st March, 2025 on a "going concern basis";
- (v) that the Directors, had laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and are operating effectively; and
- (vi) that the Directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

13. FINANCIAL PERFORMANCE OF SUBSIDIARIES & ASSOCIATES

Acquisitions / Disinvestments

During the year under review, the Company had made the following acquisitions and disinvestments:

- Acquired 80.74% stake in Home Credit Indian Finance Private Limited (HCIFPL) on 3rd February, 2025 and consequently, HCIFPL became a subsidiary of the Company effective that date. Subsequent to the same, the Company has acquired additional stake of 0.30% in HCIFPL, by way of subscription to 3,63,23,290 equity shares of ₹ 10/- each thereby aggregating to 81.04 % stake as at 31st March, 2025.
- Acquired 100% stake in TVS Digital Limited (TVSD), thereby TVSD became a wholly owned subsidiary effective 16th September, 2024.
- Acquired additionally 10.74% in TVS Emerald Limited (TVSE) (Formerly known as Emerald Haven Realty Limited) on 3rd May 2024, thereby TVSE became a wholly owned subsidiary effective that day alongwith its subsidiaries which became step-down subsidiaries of the Company until the time of its 100% disinvestment by the Company effective 31st December, 2024.

As on 31st March 2025, the following companies and bodies corporate were the subsidiaries / associates of the Company:

Subsidiaries:

1. TVS Motor Company Limited (TVSM), Chennai
2. TVS Digital Limited, Chennai (from 16th September 2024)
3. Home Credit India Finance Private Limited, New Delhi (from 3rd February, 2025)
4. TVS Holdings (Singapore) Pte Limited, Singapore

Subsidiaries of TVSM

1. TVS Credit Services Limited (TVS CS), Chennai
2. Sundaram Auto Components Limited (SACL), Chennai
3. TVS Motor Services Limited, Chennai
4. TVS Electric Mobility Ltd, Chennai
5. PT TVS Motor Company Indonesia, Jakarta.
6. TVS Motor (Singapore) Pte. Limited, Singapore (TVSM Singapore)
7. TVS Motor Company (Europe) B.V., Amsterdam
8. TVS Motor Company DMCC, Dubai [from 27th June, 2024]
9. DriveX Mobility Private Limited, Coimbatore [from 23rd December, 2024]

Subsidiaries of TVS CS

1. Harita ARC Private Limited, Chennai
2. TVS Housing Finance Private Limited, Chennai
3. Harita Two-wheeler Mall Private Limited, Chennai

Subsidiaries of TVS Motor (Singapore) Pte. Limited

1. The Norton Motorcycles Co Limited, UK
2. Swiss E-Mobility Group (Holding) AG, Switzerland (SEMG)
3. The GO Corporation, Switzerland
4. Celerity Motor GmbH, Germany
5. EBCO Limited, UK
6. TVS Digital Pte Ltd, Singapore

Subsidiaries of The GO Corporation

1. EGO Movement, Stuttgart GmbH, Germany

Subsidiaries of SEMG

1. Swiss E-Mobility Group (Schweiz), Switzerland
2. Swiss E-Mobility Group (Osterreich) GmbH, Austria
3. Colag E-Mobility GmbH, Germany
4. Alexand'Ro Edouard'O Passion Vélo Sàrl, Switzerland

Associate Company

1. TVS Training & Services Limited, Chennai

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Associates of TVSM

1. Ultraviolet Automotive Private Limited, Bengaluru

Associates of TVS Motor (Singapore) Pte. Limited:

1. Killwatt GmbH, Germany

Associates of TVS Digital Pte Ltd:

1. Predictronics Corp., USA
2. Altizon Inc, USA

14. SUBSIDIARIES PERFORMANCE:

TVS Motor Company Limited (TVSM)

TVSM is engaged in the business of manufacturing two and three-wheelers. During the year 2024-25, TVSM's total revenue including other income was ₹ 36,909.33 Cr and earned a profit after tax of ₹ 2,710.54 Cr. TVSM for the year 2024-25, declared and paid an interim dividend of ₹ 10 per share (1000%) absorbing a sum of ₹ 475 Cr on 47,50,87,114 equity shares of ₹ 1 each.

TVSM has proposed to issue 4 bonus Non-Convertible Redeemable Preference Shares (NCRPS) of face value of INR 10 each fully paid up, for every 1 equity share of INR 1 each fully paid up held by equity shareholder of the Company, which will be listed on both the Stock Exchanges viz., BSE Limited and National Stock Exchange of India Limited through a Scheme of Arrangement.

TVSM has filed the petition along with the approval of the shareholders' before Hon'ble National Company Law Tribunal for seeking final sanction of the scheme in relation to the issuance of bonus NCRPS and the same is awaited.

Home Credit India Finance Private Limited (HCIFPL)

HCIFPL is engaged in the business of providing unsecured loans and is one of the leading players in the consumer financing market and the personal loans segment. The Company completed the acquisition of HCIFPL on 3rd February 2025 and HCIFPL's total revenue during the year was ₹ 2101 Cr and Loss After Tax was ₹ 530 Cr. This includes a one-time impact arising from the de-recognition reversal of deferred tax assets created on brought-forward losses and other disallowances.

TVS Digital Limited (TVS Digital)

TVS Digital Limited (Formerly known as TVS Housing Limited) became a wholly owned subsidiary of the Company effective 16th September 2024.

TVS Digital Limited carry on the business activities relating to Digital / Information Technology and other related services.

TVS Digital generated a total revenue of ₹ 27.85 Cr during the year and Profit Before Tax was ₹ 0.67 Cr.

TVS Holdings (Singapore) Pte Limited

The Company was incorporated on 11th January, 2024 to carry out overseas business acquisitions and investments. The Company has not commenced any business activity as on date.

TVS Credit Services Limited (TVS CS)

TVS CS is the retail finance arm of TVSM for financing of two wheelers, used cars, used and new tractors, used commercial vehicles, consumer durables, digital finance products, emerging and corporate business loans and personal loans. Along with these, it started offering gold loans during this FY. TVS CS primarily caters to self-employed, new to credit borrowers in the semi-urban and rural areas in India.

During FY 2024-25, TVS CS's overall disbursements registered at ₹ 26,301 crore as compared to ₹ 25,108 crore in the previous year registering growth of 5%.

The book size of TVS CS registered a growth of 3% and is presently at around ₹ 26,647 crore. Total income during the FY 2024-25 grew by 14% at ₹ 6,630 crore from ₹ 5,795 crore during FY 2023-24. The PBT grew by 35% at ₹ 1,025 crore as against ₹ 762 crore during the previous year.

The following companies are the subsidiaries of TVS CS:

- Harita ARC Private Limited, Chennai
- Harita Two-wheeler Mall Private Limited, Chennai
- TVS Housing Finance Private Limited, Chennai

All the above subsidiaries are yet to commence their operations.

Sundaram Auto Components Limited (SACL)

During the year under review, SACL, a wholly owned subsidiary of the TVSM, completed the sale of its injection moulded plastic component solutions division on 31st January 2025 and business of manufacturing of seats for two-wheelers on 22nd March 2025 as a going concern on a slump sale basis.

SACL earned a profit before tax of ₹ 15.5 crore including gain on sale of the undertakings during FY 2024-25 as against profit of ₹ 29 crore in the previous year. SACL declared a interim dividend of ₹ 84/- per share on 1,19,37,422 equity shares of ₹ 10/- each for the year ended 31st March 2025 absorbing a sum of ₹ 100.27 crore.

TVS Motor Services Limited (TVS MS)

TVS MS was initially the investment Special Purpose Vehicle (SPV) of TVSM, for funding TVS Credit Services Limited (TVS CS). TVS MS continues to be a wholly owned subsidiary of the TVSM.

TVS Holdings Limited **(Formerly known as Sundaram-Clayton Limited)**

TVS Electric Mobility Ltd, Chennai (TVSEM)

The Company was incorporated to undertake Electric Mobility business.

The entire shares of TVSEM have been subscribed by TVSM and hence, TVSEM is a wholly owned subsidiary of the TVSM. The Company is yet to commence its operations.

DriveX Mobility Private Limited (DriveX)

During the year under review, DriveX has become a subsidiary of TVSM and thereby the Company effective 23rd December 2024.

DriveX Mobility Private Limited (DriveX) is engaged in the business of procurement, refurbishment and retailing of the pre-owned multi-brand two-wheeler motorcycles and scooters through its own stores (COCO) and through its franchisee dealers (FOFO). DriveX is also engaged in trading of spare parts, accessories and engine oils for two-wheelers. DriveX presently has 8 COCOs and around 50 FOFOs. DriveX has presence across India through its FOFOs but predominantly operates in the Southern part of India spreading Karnataka, Tamil Nadu and Pondicherry. DriveX has 2 refurbishment centres located in Hosur and Coimbatore.

During FY 2024-25, the Company earned revenue of ₹ 61 crore against revenue of ₹ 36.6 crore for FY 2023-24.

TVS Motor Company (Europe) B.V.

TVS Motor Company (Europe) B.V. was incorporated with a view to serve as special purpose vehicle for making and protecting the investments made in overseas operations of PT TVS.

TVS Motor (Singapore) Pte. Ltd

TVS Motor (Singapore) Pte Limited, is a wholly owned subsidiary of TVSM. During the year, TVSM has invested a sum of \$175.84 million in the ordinary shares.

The Company serves as a special vehicle for investments made in overseas subsidiaries/associates.

TVS Motor Company DMCC, Dubai

TVSM has incorporated a wholly owned subsidiary in Dubai viz., TVS Motor Company DMCC, Dubai ('TVSM DMCC') on 27th June 2024. The purpose of this subsidiary is to leverage and grow the international business by efficiently serving the MENA (Middle East and North Africa) region.

TVS Digital Pte Ltd, Singapore

TVS Digital Pte Limited, Singapore is a wholly owned subsidiary of TVS Motor (Singapore) Pte. Ltd. The Digital start-up offers a range of solutions across their Autotech and Fintech platforms.

During FY 2024-25, the Company earned revenue of ₹ 8.93 crore against revenue of ₹ 14.28 crore for FY 2023-24. The Company incurred a net loss of ₹ 69.25 crore during FY 2024-25 as against a net loss of ₹ 67.68 crore in the previous year.

PT. TVS Motor Company Indonesia (PT TVS)

During the financial year, PT TVS two-wheeler sales grew by 19.3%, standing at 0.14 million units as against 0.12 million units during the previous financial year, and three-wheeler sales is at 4,727 units as against 6,949 units during the previous financial year. During the year PT TVS reported operating EBITDA of \$8 million as against \$8.3 million during the last year

Swiss E-Mobility Group (Holding) AG (SEMG)

The Swiss E-Mobility Group (Holding) AG (SEMG), a wholly owned subsidiary of TVS Motor (Singapore) Pte Ltd, along with its subsidiaries Swiss E-Mobility Group (Schweiz) AG, Switzerland, Swiss E-Mobility Group (Osterreich) GmbH, Austria, Colag E-Mobility GmbH, Germany and Alexand'Ro Edouard'O Passion Velo Sarl, operates in the DACH (Germany, Austria and Switzerland) region with a focus on e-bikes through its retail chain, m-way, and two e-commerce platforms. SEMG offers a diverse range of e-bike brands, including Cilo, Simpel, and Allegro, and holds about 16% market share in Switzerland.

In CY 2024, SEMG reported revenues of CHF 57.3 million amidst tough market conditions in Europe. For CY2026, the Company aims to enhance operational efficiency and expand its B2C and B2B segments, launching new products for the European and International markets.

SEMG is adapting to trends in personal mobility by promoting various e-bike categories, such as e-city, e-urban, e-trekking, e-mountain, and e-cargo bikes. SEMG's strategic initiatives position it well to become a profitable player in the sustainable transportation sector.

The GO Corporation, Switzerland (The GO AG)

The GO AG is a Swiss technology company providing innovative mobility solutions through a portfolio of e-bikes, e-cargo bikes and matching accessories.

In CY2024, the GO Corporation group reported a revenue of CHF 3.19 million as against a revenue of CHF 4.9 million in CY2023. In CY2025, GO AG is proposing to launch new products under its EGO MOVEMENT brand for European and International markets.

During the year, the GO AG has become a wholly owned subsidiary of TVS Motor (Singapore) Pte Limited on its acquisition of the remaining stake from the existing shareholder.

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EBCO Ltd, UK (EBCO)

EBCO Ltd., a British company providing mobility solutions through e-bikes across the Adventure, Urban and City bikes segments. EBCO offers innovative and high-quality e-bikes in the UK market.

During FY 2024-25, EBCO reported a revenue of GBP 1.14 million as against GBP 0.8 million during FY 2023-24. The business remains affected by the overall market conditions and excess inventory in the industry. With its actions on reducing inventory, the introduction of new products and adding retail partners, EBCO is well placed to capture additional market share in FY 2025-26.

During the year, EBCO has become a wholly owned subsidiary of TVS Motor (Singapore) Pte Limited on its acquisition of the remaining stake from the existing shareholder.

The market for e-bikes represents 30% of all bicycles sold in Europe. CY 2025 is expected to be a transition year with growth returning in CY 2026 as the industry continues to address challenges of excess inventory and excessive discounting. The revenue from sales of E-bikes is expected to reach \$23 billion by 2029 growing at a CAGR of approximately 4%. Over the past decade, the personal mobility landscape has evolved significantly with the global sustainability agenda, increasing urbanisation and advancement in battery technology.

The Norton Motorcycle Co Limited, UK (Norton)

Since acquiring Norton in 2020, the Company has established a strong foundation by setting up a state-of-the-art facility and a dedicated engineering and design centre to drive Norton's growth. In FY 2023-24, Norton celebrated its 125-year legacy with the launch of special edition models.

The premium and super-premium motorcycle markets are expected to see consistent growth, and Norton is positioning itself as a formidable player with a robust product pipeline nearing market readiness.

Over the next eight quarters, the Company will continue to invest strategically, leveraging its engineering, design, development, and supply chain capabilities to deliver high-quality products efficiently and cost effectively.

TVSM has committed investment in new product development, facilities, research and development and world-class quality engineering. The new Norton motorcycles will follow the Company's philosophy of 'Design, Dynamism, and Detail'. Exciting product launches are being planned, with six new models planned over the next three years. As part of this, Norton is preparing for

international expansion with an initial focus on USA, Germany, France, Italy and India.

ASSOCIATE COMPANY

TVS Training and Services Limited (TVS TS)

TVS TS is engaged in the business of providing technical, vocational training and man power supply to various industries and is participating in the National Skill Development Projects.

During the year, TVS TS earned an income of ₹ 164 Cr and loss for the year ended 31st March, 2025 was ₹ 2.14 Cr.

15. CONSOLIDATED FINANCIAL STATEMENTS

The consolidated financial statements of the Company are prepared in accordance with the provisions of Section 129 of the Companies Act, 2013 read with the Companies (Accounts) Rules, 2014 along with a separate statement containing the salient features of the financial performance of subsidiaries / associates in the prescribed form. The audited consolidated financial statements together with the Auditors' Report form part of the Annual Report.

The financial statements of the subsidiary companies will be made available to the Shareholders, on receipt of a request from any Shareholder. The financial statements of the subsidiaries have also been placed on the website of the Company. This will also be available for inspection by the Shareholders during business hours as mentioned in the Notice of AGM.

The consolidated Profit Before Tax of the Company and its subsidiaries & associates amounted to ₹ 3,616.12 Cr for the financial year 2024-25 as compared to ₹ 2,786.42 Cr in the previous year.

16. DIRECTORS & KEY MANAGERIAL PERSONNEL

During the year under review, the Directors and Key Managerial Personnel of the Company received the following awards:

- Mr Venu Srinivasan, Chairman of the Company received the ET Lifetime Achievement Award, recognising a remarkable journey of setting new standards in quality and innovation.
- Mr Sudarshan Venu, Managing Director of the Company was honoured with India's best CEO award in Manufacturing and Retail Excellence Category by Business Today. He also featured in the list of India's best CEOs by Fortune and Business World magazines.
- Mr C R Dua, Independent Director Honored with Lawyers of India Day Award 2024 for Exemplary Dedication to Upholding the Rule of Law.



Mr Venu Srinivasan, Chairman of the Company received the ET Lifetime Achievement Award, recognising a remarkable journey of setting new standards in quality and innovation.



Mr Sudarshan Venu, Managing Director of the Company was honoured with India's best CEO award in Manufacturing and Retail Excellence Category by Business Today. He also featured in the list of India's best CEOs by Fortune and Business World magazines.



Mr C R Dua, Independent Director Honored with Lawyers of India Day Award 2024 for Exemplary Dedication to Upholding the Rule of Law.

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Directors' appointment / re-appointment / cessation

During the financial year, there was no change in the constitution of the Board of Directors of the Company.

In terms of the provisions of sub-section (6) read with explanation to Section 152 of the Act, 2013, two-thirds of the total number of Directors i.e., excluding IDs, are liable to retire by rotation and out of them, one-third is liable to retire by rotation at every AGM. Accordingly, Mr Sudarshan Venu, Managing Director and Mr R Gopalan, Non-Executive Director, are liable to retire by rotation, at the ensuing AGM.

The Directors have recommended their re-appointment for the approval of shareholders. Brief resume of the Directors are furnished in the Notice convening the AGM of the Company.

Independent Directors (IDs)

All IDs hold office for a fixed term and are not liable to retire by rotation.

The appointment of new Directors is recommended by the Nomination and Remuneration Committee ('NRC') on the basis of requisite qualifications, skills, proficiency, experience, expertise in industry knowledge and competencies as identified and finalized by the Board considering the industry and sector in which the Company operates. The Board, on the recommendation of the NRC, independently evaluates and recommends to the shareholders.

The terms of appointment of Independent Directors (IDs) include the remuneration payable to them by way of fees and profit-related commission, if any.

The terms of IDs cover, *inter-alia*, duties, rights of access to information, disclosure of their interest / concern, dealing in Company's shares, remuneration and expenses, insurance and indemnity. The IDs are provided with copies of the Company's policies and charters of various committees of the Board.

In accordance with Section 149(7) of the Act, 2013, all IDs have declared that they have met the criteria of independence as provided under Section 149(6) of the Act, 2013 and Regulation 25 of the Listing Regulations and the Board confirms that they are independent of the management.

The detailed terms of appointment of IDs is disclosed on the Company's website in the link as provided in page no. 94 of this Annual Report.

All the IDs are registered with the databank of Independent Directors developed by the Indian Institute of Corporate Affairs in accordance with the provisions of Section 150 of the Companies Act, 2013 and obtained ID registration certificate and renewed the same for five years / life time, as the case may be.

In the opinion of the Board, the Independent Directors appointed are persons of high repute, integrity and possess the relevant expertise, experience and proficiency.

Separate meeting of Independent Directors

During the year under review, a separate meeting of IDs was held on 7th March 2025.

Based on the set of questionnaires, complete feedback on Non-Independent Directors and details of various activities undertaken by the Company were provided to IDs to facilitate their review / evaluation.

a) Non-Independent Directors (Non-IDs)

Independent Directors (IDs) used various criteria prescribed by the Nomination and Remuneration Committee (NRC) for evaluation of Non-IDs and Executive Directors viz., M/s Sudarshan Venu, K Gopala Desikan and Non-ID Non-Executive Directors viz., M/s Venu Srinivasan and Mr R Gopalan and also of Chairman of the Board and the Board as a whole, for the year 2024-25.

IDs evaluated the performance of all Non-IDs individually, through a set of questionnaires.

IDs reviewed the Company's performance during the year 2024-25 and the comparative data on financial / market cap for the year 2024-25.

They also reviewed the developing strategic plans aligned with the vision and mission of the Company, displaying leadership qualities for seizing the opportunities and priorities, developing and executing business plans aware of the risks involved, establishing an effective organizational structure, and demonstrating high ethical standards and integrity and commitment to the organization besides participation at the Board / Committee meetings, effective deployment of knowledge and expertise and constructive comments / guidance provided to management by the Non-IDs.

IDs appreciated and recorded that-

- Company has a high degree of integrity and governance towards all the stakeholders.
- the Company had a strong lineup of competent people and the Board was fortunate to have worthy people to rely upon for managing the Company's affairs efficiently.
- The management had utilised the authority given by the shareholders to achieve remarkable results and the Company was a professionally managed Company.

The IDs were satisfied fully with the performance of all Non-IDs.

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b) Chairman

IDs reviewed the performance of the Chairman of the Board.

IDs also placed on record, their appreciation of the Chairman's exemplary leadership skills, exceptional vision, and unwavering dedication, instrumental in leading the Company through a period of significant transformation, providing both strategic guidance and strong leadership to the Board of Directors and leverages his extensive experience to steer board discussions and decisions that maximize value for the Company and its shareholders.

The IDs endorsed that the Chairman is a very accomplished leader and is exceptionally well informed about the state of the economy.

c) Board

IDs also evaluated the Board's composition, size, the mix of skills and experience, meeting sequence, the effectiveness of discussion, decision making, and follow up action, so as to improve governance and enhance the personal effectiveness of Directors.

The evaluation process focused on Board Dynamics. The Company has a Board with a wide range of expertise in all aspects of business and outstanding diversity of the Board with the presence of varied personalities with expertise in their respective fields.

The Company's management is well guided by the Non-Executive Directors and the Board benchmarks well in terms of its overall composition and the value it adds to the business.

As far as shareholders' interest is concerned, IDs noted that a proper system has been established to ensure that the Company is prompt, relevant and transparent.

They were satisfied with the Company's performance in all fronts and finally concluded that the Board operates with best practices.

Board composition of the Company was in compliance with the Companies Act, 2013 and SEBI Listing Regulations.

d) Quality, Quantity and Timeliness of flow of information between the Company, Management and the Board

All IDs have expressed their overall satisfaction with the support received from the management and the excellent work done by the management during the financial year under review and also that the relationship between the top management and Board was smooth and seamless.

The Company is in compliance with the statutory requirements under both the Companies Act and the Listing Regulations and all the information provided to the Directors were very wholesome.

The information provided for the meetings were clear, concise and comprehensive to facilitate detailed discussions and periodic external presentations on specific areas well supplemented the management inputs. The emerging e-technology was duly incorporated in the overall review of the board.

Key Managerial Personnel (KMP)

Mr Sudarshan Venu, Managing Director, Mr K Gopala Desikan, Director & Group Chief Financial Officer and Mr R Raja Prakash, Company Secretary are KMPs of the Company in terms of Section 2(51) read with Section 203 of the Act, 2013 as on date of this Report.

There were no changes in the KMPs of the Company during the year.

Nomination and Remuneration Policy

The Nomination and Remuneration Committee of Directors (NRC) reviews the composition of the Board to ensure an appropriate mix of abilities, experience and diversity to serve the interests of all stakeholders of the Company.

The objective of such policy is to attract, retain and motivate executive management and devise remuneration structure to link to Company's strategic long-term goals, appropriateness, relevance, and risk appetite.

NRC will identify, ascertain the integrity, qualification, appropriate expertise and experience, having regard to the skills that the candidate will bring to the Board / Company, whenever the need arises for appointment of Directors / KMP/ SMP.

Criteria for performance evaluation, disclosures on the remuneration of Directors, criteria of making payments to Non-Executive Directors have been disclosed as part of Corporate Governance Report attached herewith.

Remuneration payable to Independent Directors

The Shareholders have provided approval for renewal of the payment of remuneration, by way of commission not exceeding 1% of the Net profits, in aggregate, payable to the Independent Directors of the Company (IDs) every year.

IDs devote considerable time in deliberating the operational and other issues of the Company and provide valuable advice in regard to the management of the Company from time to time, and the Company also derives substantial benefit through their expertise and advice.

Evaluation of the Independent Directors and Committees of Directors

In terms of Section 134 of the Act, 2013 and the Corporate Governance requirements as prescribed under the Listing

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Regulations, the Board reviewed and evaluated Independent Directors and various Committees viz., Audit Committee, Risk Management Committee, Nomination and Remuneration Committee, Corporate Social Responsibility Committee, Stakeholders Relationship Committee based on the evaluation criteria laid down by the NRC.

Board has carried out the evaluation of all Directors (excluding the Director being evaluated) and its committees through a set a questionnaire.

Independent Directors

The performance of all IDs was assessed against a range of criteria such as contribution to the development of business strategy and performance of the Company, understanding the major risks affecting the Company, clear direction to the management and contribution to the Board cohesion. The performance evaluation has been done by the entire Board of Directors, except the Director concerned being evaluated.

The IDs were always kept informed of the constitution of robust framework for the Company and group companies against cyber threats and mitigation plans against cyber-attacks for business continuity.

The Board noted that all IDs have understood the opportunities and risks to the Company's strategy and are supportive of the direction articulated by the management team towards consistent improvement.

On the basis of the report of performance evaluation of directors, the Board noted and recorded that all the directors should extend and continue their term of appointment as Directors / Independent Directors, as the case may be.

Committees

Board delegates specific mandates to its committees, to optimize Directors' skills and talents besides complying with key regulatory aspects.

- a. Audit Committee for overseeing financial Reporting;
- b. Risk Management Committee for overseeing the risk management framework;
- c. Nomination and Remuneration Committee for selecting and compensating Directors / Employees;
- d. Stakeholders' Relationship Committee for redressing investors' grievances;
- e. Corporate Social Responsibility Committee for overseeing CSR initiatives and inclusive growth;
- f. Asset Liability Management Committee for managing liquidity risks, market risks, and other funding / asset related risks for effective risk management in its portfolios; and

- g. Administrative Committee for handling administrative matters as delegated by the Board.

The performance of each Committee was evaluated by the Board after seeking inputs from its members on the basis of specific terms of reference, its charter, time spent by the Committees in considering key issues, quality of information received, major recommendations / action plans and work of each Committee.

The Board is satisfied with the overall effectiveness and decision making of all Committees. The Board reviewed each Committee's terms of reference to ensure that the Company's existing practices remain appropriate.

Directors continue to devote such time as is necessary for the proper performance and effectively discharge their duties.

Board and its Committees have an appropriate combination of skills, experience and knowledge.

The current committees' structure was considered effective and all the committees of the Board were considered to be working effectively.

Recommendations from each Committee were considered and accepted by the Board prior to its implementation during the financial year under review.

Details of Committees, its charter and functions are provided in the Corporate Governance Report.

Number of Board meetings held

During the financial year 2024-25, the Board met six times and details of the meetings are provided as part of the Corporate Governance Report prepared in terms of the Listing Regulations.

17. AUDITORS

Statutory Auditors

The Company at its 62nd Annual General Meeting (AGM) appointed M/s. N C Rajagopal & Co., Chartered Accountants, Chennai (ICAI Firm Registration Number: 003398S) as the Statutory Auditors of the Company to hold office, for a term of three years, from the conclusion of the said 62nd AGM till the conclusion of the 65th AGM, at such remuneration in addition to applicable taxes, and reimbursement of travelling and other out of pocket expenses as may be mutually agreed between the Board of Directors of the Company on the recommendations of the Audit Committee and the Auditors.

The Auditors' Report for the financial year 2024-25 does not contain any qualification, reservation, disclaimer or adverse remark and the same is attached with the annual financial statements.

The Company has obtained the necessary certificate under Section 141 of the Act, 2013 confirming their eligibility for continuing as statutory auditors of the Company for the year 2025-26.

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Secretarial Auditors

As required under Section 204 of the Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Company is required to appoint a Secretarial Auditor for auditing secretarial and related records of the Company.

The Secretarial Audit Report for the financial year 2024-25, given by Mrs B Chandra, Practising Company Secretary, Chennai (COP No. 7859) is attached to this Report.

The Secretarial Audit Report does not contain any qualification, reservation, disclaimer or other remarks.

Pursuant to Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Board at its meeting held on 28th April 2025 has appointed M/s. B Chandra & Associates, Practising Company Secretaries, Chennai, as Secretarial Auditors for a term of five years from the financial year 2025-26 subject to the approval of the shareholders at the ensuing Annual General Meeting. Brief details of the profile of the Secretarial Auditor is enclosed as part of the notice convening the Annual General Meeting.

Cost Auditor

The requirement to maintain cost records and conducting of cost audit are not applicable to the Company.

18. CORPORATE GOVERNANCE

The Company has been practicing the principles of good corporate governance over the years and lays strong emphasis on transparency, accountability and integrity.

A separate section on Corporate Governance and a certificate from the Statutory Auditors of the Company regarding compliance of conditions of Corporate Governance as stipulated under Listing Regulations is given as Annexure VI to this Report.

The Managing Director and the Director & Group Chief Financial Officer of the Company have certified to the Board on financial statements and other matters in accordance with the Regulation 17 (8) of the Listing Regulations pertaining to CEO / CFO certification for the financial year ended 31st March, 2025.

19. BUSINESS RESPONSIBILITY AND SUSTAINABILITY REPORT

In terms of Regulation 34 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") read with relevant SEBI Circulars, new reporting requirements on ESG parameters were prescribed under "Business Responsibility and Sustainability Report" ("BRSR"). The BRSR seeks disclosure on the performance of the Company against nine principles of the "National Guidelines on Responsible Business Conduct" ("NGRBCs").

As per the SEBI Circulars, effective from the financial year 2024-25, filing of BRSR is mandatory for the top 1,000 listed companies by market capitalisation. Accordingly, for the financial year ended 31st March 2025, Company has published BRSR, in the prescribed format as Annexure V to this Report and is available on the Company's website in the link as provided in page no. 94 of this Annual Report.

20. POLICY ON VIGIL MECHANISM

The Company has adopted a Policy on Vigil Mechanism in accordance with the provisions of the Act, 2013 and Regulation 22 of the Listing Regulations, which provides a formal mechanism for all Directors, Employees and other Stakeholders of the Company to report to the management, their genuine concerns or grievances about unethical behaviour, actual or suspected fraud and any violation of the Company's Code of Business Conduct and Ethics.

The Code also provides a direct access to the Chairman of the Audit Committee to make protective disclosures to the management about grievances or violation of the Company's Code.

The Policy is disclosed on the Company's website in the link as provided in page no. 94 of this Annual Report.

21. PUBLIC DEPOSITS

The Company has not accepted any deposit from the public within the meaning of Section 76 of the Act, 2013 and the Reserve Bank of India Act, 1934 and the Non-Banking Financial Companies Acceptance of Public Deposits (Reserve Bank of India) Directions, 2016 for the year ended 31st March, 2025 and there are no such Public Deposits Outstanding as on 31st March, 2025.

22. STATUTORY STATEMENTS

Information on conservation of energy, technology absorption, foreign exchange etc:

Conservation of energy

The operations of the Company are not energy intensive. However, the Company has taken, *inter-alia*, following measures to reduce energy consumption:

- optimal use of natural lighting during office hours.
- switching off lights and equipments when not in use.
- encouraging employees to power down systems after working hours.
- use of energy efficient laptops and monitors.

Technology absorption

As the Company is a Core Investment Company investing in Subsidiaries and Associate(s), has no particulars to report regarding technology absorption as required under Section 134 of the Companies Act, 2013 and Rules made thereunder.

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Foreign Exchange

Details of Foreign Exchange earned and used during the Financial Year 2024-25 are given below:

Details	₹ in Cr
Foreign exchange earned	–
Foreign exchange used	18.91

Material changes and commitments, if any, affecting the financial position of the Company, having occurred since the end of the year and till the date of the Report:

There have been no material changes and commitments affecting the financial position of the Company, which have occurred between the end of the financial year of the Company to which the financial statements relate and the date of this Report.

Significant and material orders passed by the Regulators or Courts or Tribunals impacting the going concern status of the Company:

There are no significant and material orders passed by the Regulators or Courts or Tribunals, which would impact the going concern status of the Company and its future operations.

Annual Return:

Copy of the provisional Annual Return (Annexure I) in prescribed form is available on the Company's website in the link as provided in page no. 94 of this Annual Report, in terms of the requirements of Section 134(3)(a) of the Act, 2013 read with the Companies (Accounts) Rules, 2014.

Employee's remuneration:

Details of Employees receiving the remuneration in excess of the limits prescribed under Section 197 of the Act, 2013 read with Rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 are annexed as a statement and given in Annexure II. In terms of first proviso to Section 136(1) of the Act, 2013 the Annual Report, excluding the aforesaid annexure is being sent to the Shareholders of the Company. The annexure is available for inspection at the Registered Office of the Company during business hours as mentioned in the Notice of AGM and any Shareholder interested in obtaining a copy of the said annexure may write to the Company Secretary at the Registered Office of the Company.

Comparative analysis of remuneration paid:

A comparative analysis of remuneration paid to Directors and Employees with the Company's performance is given as Annexure IV to this Annual Report.

Details of related party transactions:

There were no material related party transactions under Section 188 of the Act, 2013 read with the Companies (Meetings of Board and its Powers) Rules, 2014. Further, all RPTs were undertaken on an arm's length basis. Therefore, disclosure in form AOC-2 is not required.

Details of loans / guarantees / investments made:

The Company is registered as a Core Investment Company with RBI. Thus, particulars of loans, guarantees and investments under the provisions of Section 186 of the Act read with the Companies (Meetings of Board and its Powers) Rules, 2014, are not applicable to the Company.

Reporting of fraud

The Auditors of the Company have not reported any fraud as specified under Section 143(12) of the Act, 2013.

Secretarial Standards

The Company has complied with the applicable Secretarial Standards as amended from time to time.

General Disclosures

During the year, there were no transaction requiring disclosure or reporting in respect of matters relating to:

- issue of equity shares with differential rights as to dividend, voting or otherwise;
- issue of shares (including sweat equity shares) to employees of the Company under any scheme;
- pendency of any proceeding under the Insolvency and Bankruptcy Code, 2016 and
- instance of one-time settlement with any bank or financial institution.

Disclosure in terms of Sexual Harassment of Women at the workplace (Prevention, Prohibition and Redressal) Act, 2013

As per the requirement of The Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 (POSH), as amended, Company has a robust mechanism in place to redress complaints reported under it. The Company has complied with provisions relating to the constitution of the Internal Complaint Committee under POSH. The Internal Committee (IC) comprises of internal members and external member who has an extensive experience in the field.

There were no cases of sexual harassment reported during the year 2024-25.

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During the year 2024-25, initiatives were undertaken to demonstrate Company's zero tolerance policy against discrimination and sexual harassment, which included creation of comprehensive and easy to understand training and communication material. In addition, online workshops were also run for the employees to enhance awareness and knowledge.

Statutory Disclaimer

The Company is having a valid Certificate of Registration dated 14th March, 2024 issued by RBI under Section 45-IA of the RBI Act. However, RBI does not accept any responsibility or guarantee about the present position as to the financial soundness of the Company or for the correctness of any of the statements or representations made or opinions expressed by the Company and for repayment of deposits / discharge of liabilities by the Company.

23. ACKNOWLEDGEMENT

The Directors gratefully acknowledge the continued support and co-operation received from the Promoters and also thank the bankers, investing institutions for their valuable support and assistance.

The Directors wish to place on record their appreciation for the contributions by all the employees of the Company during the year under review.

The Directors also thank the investors for their continued faith in the Company.

For and on behalf of the Board of Directors

Chennai
5th June 2025

VENU SRINIVASAN
Chairman
DIN: 00051523

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Annexure - III to Directors' Report to the shareholders - FY 2024-25

Particulars of Corporate Social Responsibility activities carried out by the Company in terms of Section 135 of the Companies Act, 2013

1. Brief outline on CSR Policy of the Company:

This policy encompasses the Company's philosophy for giving back to society as a corporate citizen and lays down the guidelines and mechanism for undertaking socially useful programs for the transformation and sustainable development of the rural communities at large.

2. Composition of the CSR Committee:

Sl. No.	Name of the Director (M/s)	Designation	Number of meetings of CSR Committee held during the year	Number of meetings of CSR Committee attended during the year
1.	Venu Srinivasan	Chairman	1	1
2.	Sudarshan Venu	Member	1	-
3.	Anuj Shah	Member	1	1

3.	Provide the web-link(s) where Composition of CSR Committee, CSR Policy and CSR Projects approved by the Board are disclosed on the website of the Company.	www.tvsholdings.com . Web-link is provided in page no. 94 of this Annual Report.				
4.	Provide the executive summary along with web-link(s) of Impact Assessment of CSR Projects carried out in pursuance of sub-rule (3) of rule 8, if applicable.	Not Applicable				
5.	(a) Average net profit of the Company as per Section 135(5) of the Companies Act,2013.	₹ 115.20 Cr				
	(b) Two percent of average net profit of the Company as per Section 135(5) of the Companies Act, 2013.	₹ 2.30 Cr				
	(c) Surplus arising out of the CSR projects or programmes or activities of the previous financial years.	Nil				
	(d) Amount required to be set off for the financial year, if any	Nil				
	(e) Total CSR obligation for the financial year (5b+5c- 5d).	₹ 2.30 Cr				
6	(a) Amount spent on CSR Projects (both Ongoing Project and other than Ongoing Project)	₹ 2.50 Cr				
	(b) Amount spent in Administrative Overheads	Nil				
	(c) Amount spent on Impact Assessment, if applicable	Not Applicable				
	(d) Total amount spent for the Financial Year [(a)+(b)+(c)]	₹ 2.50 Cr				
	(e) CSR amount spent or unspent for the Financial Year:					
	Total Amount Spent for the Financial Year (in ₹)	Amount Unspent (in ₹)				
		Total Amount transferred to Unspent CSR Account as per Section 135(6) of the Act, 2013.		Amount transferred to any fund specified under Schedule VII as per second proviso to Section 135(5) of the Act, 2013.		
		Amount	Date of transfer	Name of the Fund	Amount	Date of transfer
	2.50 Cr	Not Applicable				

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f) Excess amount for set off, if any

Sl. No.	Particulars	Amount in (₹)
(i)	Two percent of average net profit of the Company as per Section 135(5)	2.30 Cr
(ii)	Total amount spent for the financial year	2.50 Cr
(iii)	Excess amount spent for the financial year [(ii)-(i)]	0.20 Cr
(iv)	Surplus arising out of the CSR projects or programmes or activities of the previous financial years, if any	NIL
(v)	Amount available for set off in succeeding financial years [(iii)-(iv)]	0.20 Cr

7 Details of Unspent CSR amount for the preceding three financial years:

Details of Unspent CSR amount for the preceding three financial years:								
Sl. No.	Preceding Financial Year(s)	Amount transferred to Unspent CSR Account under sub-section (6) of Section 135 (in ₹)	Balance Amount in Unspent CSR Account under sub-section (6) of Section 135 (in ₹)	Amount Spent in the Financial Year (in ₹)	Amount transferred to a Fund as specified under Schedule VII as per second proviso to sub-section (5) of Section 135, if any		Amount remaining to be spent in succeeding Financial Years (in ₹)	Deficiency, if any
					Amount (in ₹)	Date of Transfer		
Not Applicable								

8. Whether any capital assets have been created or acquired through Corporate Social Responsibility amount spent in the Financial Year: No
9. Specify the reason(s), if the Company has failed to spend two per cent of the average net profit as per sub-section (5) of Section 135 : Not Applicable

For and on behalf of the Board of Directors

Chennai
5th June 2025

VENU SRINIVASAN
Chairman
DIN: 00051523

Annexure - IV to Directors' Report to the shareholders

Sl. No.	Name of the Director and KMP (M/s.)	Category	Ratio to Median Remuneration	% increase in remuneration
1	Venu Srinivasan	Chairman & NE-NID	-	Refer Note No.1
	Sudarshan Venu	MD	-	-
	K Gopala Desikan	D & GCFO	1.92	-
	C R Dua	NE- ID	1.02	-
	R Gopalan	NE - NID	-	-
	Anuj Shah	NE - ID	1.23	-
	Timm Tiller	NE - ID	1.02	Refer Note No.2
	Sasikala Varadachari	NE - ID	1.23	-
	R Raja Prakash	CS	7.73	10%
	MD - Managing Director NE-NID - Non Executive Non Independent Director NE-ID - Non Executive Independent Director D & GCFO - Director & Group Chief Financial Officer CS - Company Secretary			
2	The percentage increase in the median remuneration of employees in the financial year;			33.88%
3	The number of permanent employees on the rolls of Company;			56
4	a. Average percentile increase already made in the salaries of employees other than the managerial personnel in the financial year 2024-25			6.36%
	b. Average percentile increase in the managerial remuneration in the financial year 2024-25			4.90%
5	Affirmation that the remuneration is as per the remuneration policy of the Company.			Remuneration paid during the year 2024-25 is as per the Remuneration Policy of the Company

VENU SRINIVASAN
Chairman
 DIN: 00051523

1. The remuneration of Mr Venu Srinivasan is not comparable with the remuneration drawn by him during the previous financial year 2023- 24 as it included remuneration paid as Managing Director of the Company till 10th August 2023.
2. Since remuneration was paid to Mr Timm Tiller for only for the part of previous year, the increase in remuneration during the year is not comparable.

TVS Holdings Limited
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Annexure - V to Directors' Report to the shareholders

BUSINESS RESPONSIBILITY AND SUSTAINABILITY REPORT FOR FY 2024-25

SECTION A: GENERAL DISCLOSURES

I. DETAILS OF THE LISTED ENTITY

1	Corporate Identity Number (CIN) of the Listed Entity	L64200TN1962PLC004792
2	Name of the Listed Entity	TVS Holdings Limited
3	Year of incorporation	1962
4	Registered office address	"Chaitanya", No.12, Khader Nawaz Khan Road, Nungambakkam, Chennai - 600 006
5	Corporate address	"Chaitanya", No.12, Khader Nawaz Khan Road, Nungambakkam, Chennai - 600 006
6	E-mail	corpsec@tvsholdings.com
7	Telephone	044-28332115
8	Website	www.tvsholdings.com
9	Financial year for which reporting is being done	2024-25
10	Name of the Stock Exchange(s) where shares are listed	BSE Limited, Mumbai National Stock Exchange of India Limited, Mumbai
11	Paid-up Capital	₹ 10,11,60,520
12	Name and contact details (telephone, email address) of the person who may be contacted in case of any queries on the BRSR report	R Raja Prakash 044-28332115 corpsec@tvsholdings.com
13	Reporting boundary - Are the disclosures under this report made on a standalone basis (i.e. only for the entity) or on a consolidated basis (i.e. for the entity and all the entities which form a part of its consolidated financial statements, taken together).	Standalone basis
14	Name of the assurance provider	Not Applicable
15	Type of assurance obtained	Not Applicable

II. PRODUCTS / SERVICES

16. Details of business activities (accounting for 90% of the turnover)

S. No.	Description of main activity	Description of business activity	% of turnover
1	Investments in group entities	The Company is registered with RBI as Non-Banking Financial Company - Core Investment Company (NBFC-CIC) and operates primarily as a Investment Company involved in the activity of making long-term strategic investments in group companies and other investments permissible as per the regulations of RBI	83%
2	Sale of Spares *	Trading Business	17%

* The Company has wound up its business of trading in automotive spare parts in compliance with the condition stipulated by the RBI upon grant of registration to the Company as CIC, effective 10th October 2024.

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Annexure - V to Directors' Report to the shareholders - (continued)

17. Products / Services sold by the entity (accounting for 90% of the entity's Turnover)

S. No.	Product / Service	NIC Code	% of total Turnover contributed
1	Investment	64200	83%
2	Sales of Spares	45402	17%

III. OPERATIONS

18. Number of locations where plants and/or operations / offices of the entity are situated:

Location	Number of plants	Number of offices	Total
National	Not Applicable*	1	1
International		1	1

* The Company is engaged in the business of investment in securities and does not undertake any manufacturing activity.

19. Markets served by the entity:

- a. Number of locations

Location	Number
National (No. of States)	Not Applicable*
International (No. of Countries)	

* The Company is engaged in the business of investment in securities and does not undertake any manufacturing activity.

- b. What is the contribution of exports as a percentage of the total turnover of the entity?

NIL

- c. A brief on types of customers

The Company is registered as a Core Investment Company to carry on the business of non-banking financial company without accepting public deposits in accordance with Core Investment Companies (Reserve Bank) Directions, 2016 effective 14th March 2024. Hence, the Company invests only in the securities of Group Companies and is eligible to grant loans / provide security only to its Group Companies and is not having any customer interface.

The Company has wound up its trading business in automotive spare parts effective 10th October 2024.

IV. EMPLOYEES

20. Details as at the end of Financial Year:

- a. Employees and workers (including differently abled):

S. No	Particulars	Total (A)	Male		Female	
			No. (B)	% (B/A)	No. (C)	% (C/A)
EMPLOYEES						
1.	Permanent (D)	56	45	80.36	11	19.64
2.	Other than Permanent (E)	-	-	-	-	-
3.	Total employees (D + E)	56	45	80.36	11	19.64
WORKERS						
4.	Permanent (F)	-	-	-	-	-
5.	Other than Permanent (G)	-	-	-	-	-
6.	Total workers (F + G)	-	-	-	-	-

TVS Holdings Limited
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Annexure - V to Directors' Report to the shareholders - (continued)

b. Differently abled Employees and workers:

S. No	Particulars	Total (A)	Male		Female	
			No. (B)	% (B/A)	No. (C)	% (C/A)
DIFFERENTLY ABLED EMPLOYEES						
1.	Permanent (D)	–	–	–	–	–
2.	Other than Permanent (E)	–	–	–	–	–
3.	Total employees (D + E)	–	–	–	–	–
DIFFERENTLY ABLED WORKERS						
4.	Permanent (F)	–	–	–	–	–
5.	Other than Permanent (G)	–	–	–	–	–
6.	Total workers (F + G)	–	–	–	–	–

21. Participation / Inclusion / Representation of women

Particulars	Total (A)	No. and percentage of Females	
		No. (B)	% (B / A)
Board of Directors	8	1	12.5
Key Management Personnel (KMP)*	1	–	–

* KMP who is also a Director has been reported against the Board of Directors.

22. Turnover rate for permanent employees and workers (Disclose trends for the past 3 years)

Category	FY 2024-25 (Turnover rate in current FY)			FY 2023-24 (Turnover rate in previous FY)			FY 2022-23 (Turnover rate in the year prior to the previous FY)		
	Male	Female	Total	Male	Female	Total	Male	Female	Total
Permanent Employees	39.60	17.39	56.99	2.06	–	2.06	11.70	0.70	12.40
Permanent Workers	–	–	–	–	–	–	–	–	–

TVS Holdings Limited
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Annexure - V to Directors' Report to the shareholders - (continued)

V. HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES (INCLUDING JOINT VENTURES)

23. (a) Names of holding / subsidiary / associate companies / joint ventures

S. No.	Name of the holding / subsidiary / associate companies/ joint ventures (A)	Indicate whether holding / Subsidiary / Associate / Joint Venture	% of shares held by listed entity	Does the entity indicated at column A, participate in the Business entity Responsibility initiatives of the the listed entity? (Yes/No)
1.	TVS Motor Company Limited (TVSM)	Subsidiary	50.26	No
2.	Home Credit India Finance Private Limited	Subsidiary	81.04	No
3.	TVS Digital Limited (Formerly known as TVS Housing Limited)	Subsidiary	100	No
4.	TVS Holdings (Singapore) Pte. Ltd	Subsidiary	100	No
Subsidiaries of TVSM				
5.	TVS Credit Services Limited	Subsidiary	-	No
6.	Sundaram Auto Components Limited	Subsidiary	-	No
7.	TVS Motor Services Limited	Subsidiary	-	No
8.	TVS Electric Mobility Limited	Subsidiary	-	No
9.	DriveX Mobility Private Limited	Subsidiary	-	No
10.	PT TVS Motor Company	Subsidiary	-	No
11.	TVS Motor (Singapore) Pte Limited	Subsidiary	-	No
12.	TVS Motor Company (Europe) B.V.	Subsidiary	-	No
13.	TVS Motor Company DMCC	Subsidiary	-	No
14.	Harita ARC Private Limited	Subsidiary	-	No
15.	TVS Housing Finance Private Limited	Subsidiary	-	No
16.	Harita Two-wheeler Mall Private Limited	Subsidiary	-	No
17.	The Norton Motorcycle Co Limited	Subsidiary	-	No
18.	TVS Digital Pte Limited	Subsidiary	-	No
19.	The GO Corporation	Subsidiary	-	No
20.	Swiss E-mobility Group (Holding) AG	Subsidiary	-	No

TVS Holdings Limited
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Annexure - V to Directors' Report to the shareholders - (continued)

V. HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES (INCLUDING JOINT VENTURES) - (continued)

23. (a) Names of holding / subsidiary / associate companies / joint ventures - (continued)

S. No.	Name of the holding / subsidiary / associate companies/ joint ventures (A)	Indicate whether holding / Subsidiary / Associate / Joint Venture	% of shares held by listed entity	Does the entity indicated at column A, participate in the Business entity Responsibility initiatives of the the listed entity? (Yes/No)
21.	EBCO Limited	Subsidiary	-	No
22.	Celerity Motor GmbH	Subsidiary	-	No
23.	EGO Movement Stuttgart GmbH	Subsidiary	-	No
24.	Swiss E-mobility Group (Schweiz), AG	Subsidiary	-	No
26.	Colag E-mobility GmbH	Subsidiary	-	No
27.	Alexand'RoEdouard'O Passion VeloSarl	Subsidiary	-	No
28.	Swiss E-Mobility Group (Osterreich) GmbH	Subsidiary	-	No
Associate Companies				
29.	TVS Training and Services Limited	Associate	21.07	No
Associates of TVSM				
30.	Ultraviolette Automotive Private Limited	Associate	-	No
Associates of TVS Motor (Singapore) Pte. Limited				
31.	Killwatt GmbH, Germany	Associate	-	No
Associates of TVS Digital Pte. Limited				
32.	Predictronics Corp, USA	Associate	-	No
33.	Tagbox Pte Ltd, Singapore	Associate	-	No
34.	Altizon Inc, USA	Associate	-	No

VI. CSR DETAILS

24. CSR Details

Whether CSR is applicable as per Section 135 of Companies Act, 2013	Yes
Turnover (₹ in Cr)	637.30
Net worth (₹ in Cr)	1,604.56

TVS Holdings Limited
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Annexure - V to Directors' Report to the shareholders - (continued)

VII. TRANSPARENCY AND DISCLOSURES COMPLIANCES

25. Complaints / Grievances on any of the principles (Principles 1 to 9) under the National Guidelines on Responsible Business Conduct:

Stakeholder group from whom complaints is received	Grievance Redressal Mechanism in Place (Yes / No) if yes then provide web-link for grievance redress policy	FY 2024-25			FY 2023-24		
		Number of complaints filed during the year	Number of complaints pending resolution at close of the year	Remarks	Number of complaints filed during the year	Number of complaints pending resolution at close of the year	Remarks
Communities	No	-	-	-	-	-	-
Investors (other than shareholders)	NA	-	-	-	-	-	-
Shareholders	Yes	4	-	-	4	-	-
Employees	Yes	-	-	-	-	-	-
Customers	Yes	-	-	-	-	-	-
Value Chain Partners	Yes	-	-	-	-	-	-

* The Company has implemented a structured framework to address grievances across all stakeholder groups. Policies such as the Code of Business Conduct and Ethics, Whistleblower Mechanism, Anti-Discrimination Policy, and Human Rights Policy provide comprehensive guidance for reporting and resolving concerns. The relevant policies can be accessed through the company's official website.

Pursuant to Composite Scheme of Arrangement which was approved by the Hon'ble National Company Law Tribunal, Chennai, the Die-casting division of the Company were demerged to Sundaram-Clayton Limited (Formerly Known as Sundaram-Clayton DCD Limited) effective 11th August 2023 ("Demerger"). In view of the above, the Company does not carry on any manufacturing activity. Hence, there were no grievances reported from other stakeholders mentioned above except shareholders of the Company.

26. Overview of the entity's material responsible business conduct issues

As a principle, in line with the policies, practices and processes of the Company, it engages with its stakeholders and strives to resolve differences with them in a just, fair, equitable and consistent manner and if warranted takes corrective measures.

Considering the nature of business of the Company, there are no material responsible business conduct and sustainability issues pertaining to environmental and social matters that present a risk or an opportunity for the Company.

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Annexure - V to Directors' Report to the shareholders - (continued)

SECTION B: MANAGEMENT AND PROCESS DISCLOSURES

The nine principles prescribed under the National Guidelines for Responsible Business Conduct (NGRBCs) are as follows:

P1	Businesses should conduct and govern themselves with integrity in a manner that is ethical, transparent and accountable.
P2	Businesses should provide goods and services in a manner that is sustainable and safe.
P3	Businesses should respect and promote the well-being of all employees, including those in their value chains.
P4	Businesses should respect the interests of and be responsive towards all its stakeholders.
P5	Businesses should respect and promote human rights.
P6	Businesses should respect, protect and make efforts to restore the environment.
P7	Businesses when engaging in influencing public and regulatory policy, should do so in a manner that is responsible and transparent.
P8	Businesses should promote inclusive growth and equitable development.
P9	Businesses should engage with and provide value to their consumers in a responsible manner.

S. No.	Disclosure Questions	P1	P2	P3	P4	P5	P6	P7	P8	P9
1. a	Whether your entity's policy / policies cover each principle and its core elements of the NGRBCs. (Yes / No)	Y	Y	Y	Y	Y	Y	N	Y	Y
b	Has the policy been approved by the Board? (Yes / No)	Y	Y	Y	Y	Y	Y	N	Y	Y
c	Weblink of the Policies, if available	Policies of the Company are available on the website of the Company i.e., www.tvsholdings.com								
2.	Whether the entity has translated the policy into procedures. (Yes / No)	Y	Y	Y	Y	Y	Y	N	Y	Y
3.	Do the enlisted policies extend to your value chain partners? (Yes/No)	N	N	N	N	N	N	N	N	N
4.	Name of the national and international codes/certifications / labels/ standards (e.g. Forest Stewardship Council, Fairtrade, Rainforest Alliance, Trustea) standards (e.g. SA 8000, OHSAS, ISO, BIS) adopted by your entity and mapped to each principle.	All policies have been developed based on industry practices or as per the regulatory requirements, as may be applicable to the Company.								
5.	Specific commitments, goals and targets set by the entity with defined timelines, if any.	None, due to the nature of business of the Company.								
6.	Performance of the entity against the specific commitments, goals and targets along-with reasons in case the same are not met.	Not applicable								
Governance, leadership and oversight										
7.	Statement by director responsible for the business responsibility report, highlighting ESG related challenges, targets and achievements (listed entity has flexibility regarding the placement of this disclosure)	We are committed to fulfilling our responsibility to society and the environment. Furthermore, through our CSR policy, we continue to drive initiatives for the benefit of different segments of society, with a focus on the marginalized, poor, needy, deprived, underprivileged, and differently abled persons.								
8.	Details of the highest authority responsible for implementation and oversight of the Business Responsibility policy (ies).	At the highest level, the Board of Directors of your Company, led by the Chair- man has the primary role to protect and assess the Business Responsibility (BR) performance of your Company, ensuring that the Company's operations align with its commitment to sustainable and responsible business practices								

TVS Holdings Limited
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Annexure - V to Directors' Report to the shareholders - (continued)

S. No.	Disclosure Questions	P1	P2	P3	P4	P5	P6	P7	P8	P9
Governance, leadership and oversight - (continued)										
9.	Does the entity have a specified Committee of the Board / Director responsible for decision making on sustainability related issues? (Yes / No). If yes, provide details.	Yes, the Chairman, the Managing Director and the Director & Group Chief Financial Officer are responsible for decision making on sustainability related issues.								

10. Details of Review of NGRBCs by the Company:

Subject for Review	Indicate whether review was under-taken by Director / Committee of the Board / Any other Committee									Frequency (Annually/ Half yearly/ Quarterly/ Any other - please specify)								
	P 1	P 2	P 3	P 4	P 5	P 6	P 7	P 8	P 9	P 1	P 2	P 3	P 4	P 5	P 6	P 7	P 8	P 9
Performance against above policies and follow up action	As part of our standard practice, all Company policies undergo periodic or as-needed reviews by department heads, senior management personnel, and relevant committees. These reviews include an assessment of policy effectiveness, and any necessary adjustments to policies and procedures are implemented									On need basis.								
Compliance with statutory requirements of relevance to the principles, and, rectification of any non-compliances	The Company has the required policies and procedures in place to ensure compliance with laws applicable to the Company. The Company is in compliance with the extant regulations, as applicable																	
11. Has the entity carried out independent assessment/ evaluation of the working of its policies by an external agency? (Yes/No). If yes, provide name of the agency.										P 1	P 2	P 3	P 4	P 5	P 6	P 7	P 8	P 9
										No. however, the Company consistently places sustainability at the forefront of its values and actions.								

12. If answer to question (1) above is "No" i.e. not all Principles are covered by a policy, reasons to be stated:

Questions	P1	P2	P3	P4	P5	P6	P7	P8	P9
The entity does not consider the Principles material to its business (Yes/No)	-								
The entity is not at a stage where it is in a position to formulate and implement the policies on specified principles (Yes/No)	-								
The entity does not have the financial or/human and technical resources available for the task (Yes/No)	-								
It is planned to be done in the next financial year (Yes/No)	-								
Any other reason (please specify)	P7 - The Company through the various industrial forums endeavours to promote growth and technological process, economic reforms, inclusive development policies and sustainable business principles. Therefore there is no need for such policy.								

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Annexure - V to Directors' Report to the shareholders - (continued)

SECTION C : PRINCIPLE WISE PERFORMANCE DISCLOSURE

PRINCIPLE 1

BUSINESSES SHOULD CONDUCT AND GOVERN THEMSELVES WITH INTEGRITY, AND IN A MANNER THAT IS ETHICAL, TRANSPARENT AND ACCOUNTABLE.

ESSENTIAL INDICATORS

1. Percentage coverage by training and awareness programmes on any of the Principles during the financial year:

Segment	Total number of training and awareness programmes held	Topics / principles covered under the training and its impact	%age of persons in respective category covered by the awareness programmes
Board of Directors	from time to time	The Company conducts structured orientation programmes for newly appointed Directors to ensure they are well-acquainted with the organisation's operations and governance framework. Senior Management delivers comprehensive presentations covering the Company's business model, subsidiaries and associates entities, industry practices, regulatory landscapes, internal systems and policies. Special emphasis is placed on governance mechanisms, Compliance protocol, risk management strategies and data / information security practices. Further more, during quarterly Board meetings, Directors are regularly updated on significance regulatory developments and the performance metrics of the Company, including its subsidiaries and associates, thereby enabling informed decision making and strategic oversight.	100
Key Managerial Personnel	from time to time		100
Employees other than BoD and KMPs	from time to time	The employees are imparted various trainings/ awareness sessions such as induction/functional/behavioral training at the time of joining and leadership, policy, technical and specific compliance training during the course of employment.	100
Workers	Not Applicable	—	—

2. Details of fines / penalties /punishment/ award/ compounding fees/ settlement amount paid in proceedings (by the entity or by directors / KMPs) with regulators/ law enforcement agencies/ judicial institutions, in the financial year, in the following format (Note: the entity shall make disclosures on the basis of materiality as specified in Regulation 30 of SEBI (Listing Obligations and Disclosure Obligations) Regulations, 2015 and as disclosed on the entity's website):

Monetary				
NGRBC Principle	Name of the regulatory / enforcement agencies / judicial institutions	Amount (In INR)	Brief of the Case	Has an appeal been preferred? (Yes / No)
Penalty / Fine		Nil		
Settlement				
Compounding fee				

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Annexure - V to Directors' Report to the shareholders - (continued)

Non-Monetary					
	NGRBC Principle	Name of the regulatory / enforcement agencies / judicial institutions	Amount (In INR)	Brief of the Case	Has an appeal been preferred? (Yes / No)
Penalty / Fine					
Settlement					
Compounding fee					

3. Of the instances disclosed in Question 2 above, details of the Appeal / Revision preferred in cases where monetary or non-monetary action has been appealed.

Case Details	Name of the regulatory / enforcement agencies / judicial institutions
	NA

4. Does the entity have an anti-corruption or anti-bribery policy? If yes, provide details in brief and if available, provide a web-link to the policy.

Yes. As part of Code of Conduct for all the employees, on discipline and misconduct, accepting bribe or illegal gratification, in any form, from anyone, in connection with the Company's business is considered as violation.

The Company has zero tolerance approach towards such violation, corruption and bribery. The Company has appropriate internal controls to ensure that the Company or its employees do not engage in unethical practices.

All employees are educated on the "Code of Conduct" with an objective to establish and specify standards of behaviour. Web-link of such policies covered under the Code of Conduct are available on the Company's website as provided in page no. 94 of this Annual Report.

5. Number of Directors / KMPs / employees / workers against whom disciplinary action was taken by any law enforcement agency for the charges of bribery/ corruption:

Category	FY 2024-25	FY 2023-24
Directors	—	—
KMPs	—	—
Employees	—	—
Workers	—	—

6. Details of complaints with regard to conflict of interest:

Particulars	FY 2024-25		FY 2023-24	
	Number	Remarks	Number	Remarks
Number of complaints received in relation to issues of Conflict of Interest of the Directors	—	—	—	—
Number of complaints received in relation to issues of Conflict of Interest of the KMPs	—	—	—	—

7. Provide details of any corrective action taken or underway on issues related to fines / penalties / action taken by regulators / law enforcement agencies / judicial institutions, on cases of corruption and conflicts of interest.

Not Applicable

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Annexure - V to Directors' Report to the shareholders - (continued)

- 8. Number of days of accounts payables ((Accounts payable *365) / Cost of goods/services procured) in the following format:**

Particulars	FY 2024-25 (Current Financial Year)	FY 2023-24 (Previous Financial Year)
Number of days of accounts payables	9	39

9. Open-ness of business

Provide details of concentration of purchases and sales with trading houses, dealers, and related parties along-with loans and advances & investments, with related parties, in the following format:

Parameter	Metrics	FY 2024-25 (Current Financial Year)	FY 2023-24 (Previous Financial Year)
Concentration of Purchases	a. Purchases from trading houses as % of total purchases	-	-
	b. Number of trading houses where purchases are made from	-	-
	c. Purchases from top 10 trading houses as % of total purchases from trading houses	-	-
Concentration of Sales	a. Sales to dealers / distributors as % of total sales	100%	100%
	b. Number of dealers / distributors to whom sales are made	10	10
	c. Sales to top 10 dealers / distributors as % of total sales to dealers / distributors	100%	100%
Share of RPTs in	a. Purchases (Purchases with related parties / Total Purchases)	100%	88.88%
	b. Sales (Sales to related parties / Total Sales)	-	31.25%
	c. Sale of Services (Services to related parties / total services)	100%	100%
	c. Loans & advances (Loans & advances given to related parties/Total loans & advances)	-	-
	d. Investments (Investments in related parties / Total Investments made)	94%	100%

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Annexure - V to Directors' Report to the shareholders - (continued)

LEADERSHIP INDICATORS

1. Awareness programmes conducted for value chain partners on any of the Principles during the financial year:

Total number of awareness programs held	Topics / principles covered under the training	% age of value chain programmes partners covered (by value of business done with such partners) under the awareness programmes
Not Applicable		

2. Does the entity have processes in place to avoid/ manage conflict of interests involving members of the Board? (Yes / No)

Yes, the Company has in place a 'Policy on Related Party Transactions', which is applicable to our Board members. Transactions with the Board members or any entity in which such Board members are concerned or interested or other related parties of the company and its subsidiaries are required to be approved by the Audit Committee and the Board of Directors. In such cases, the interested directors abstain themselves from the discussions at the meeting. The weblink of the policy is available elsewhere reported in the annual report.

Further, a declaration is obtained from the Senior Management Personnel (SMP) with regard to any conflicts of interests.

PRINCIPLE 2

BUSINESSES SHOULD PROVIDE GOODS AND SERVICES IN A MANNER THAT IS SUSTAINABLE AND SAFE

ESSENTIAL INDICATORS

1. Percentage of R&D and capital expenditure (capex) investments in specific technologies to improve the environmental and social impacts of product and processes to total R&D and capex investments made by the entity, respectively.

Particulars	Current FY 2024-25	Previous FY 2023-24	Details of improvements in environmental and social impacts
R & D	Not Applicable		
Capex			

2. a. Does the entity have procedures in place for sustainable sourcing? (Yes/No)

b. If yes, what percentage of inputs were sourced sustainably?

Not Applicable

3. Describe the processes in place to safely reclaim your products for reusing, recycling and disposing at the end of life, for (a) Plastics (including packaging) (b) E-waste (c) Hazardous waste and (d) other waste.

Not applicable. The Company does not offer physical products in the normal course of its operations; therefore, product reclamation is not applicable given the nature of the business.

4. Whether Extended Producer Responsibility (EPR) is applicable to the entity's activities (Yes / No). If yes, whether the waste collection plan is in line with the Extended Producer Responsibility (EPR) plan submitted to Pollution Control Boards? If not, provide steps taken to address the same.

Not applicable

TVS Holdings Limited
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Annexure - V to Directors' Report to the shareholders - (continued)

LEADERSHIP INDICATORS

1. **Has the entity conducted Life Cycle Perspective / Assessments (LCA) for any of its products (for manufacturing industry) or for its services (for service industry)?**
Not Applicable
2. **If there are any significant social or environmental concerns and/or risks arising from production or disposal of your products / services, as identified in the Life Cycle Perspective / Assessments (LCA) or through any other means, briefly describe the same along-with action taken to mitigate the same.**
Not Applicable
3. **Percentage of recycled or reused input material to total material (by value) used in production (for manufacturing industry) or providing services (for service industry).**
Not Applicable
4. **Of the products and packaging reclaimed at end of life of products, amount (in metric tonnes) reused, recycled, and safely disposed, as per the following format:**
Not Applicable
5. **Reclaimed products and their packaging materials (as percentage of products sold) for each product category.**
Not Applicable

PRINCIPLE 3

BUSINESSES SHOULD RESPECT AND PROMOTE THE WELL-BEING OF ALL EMPLOYEES, INCLUDING THOSE IN THEIR VALUE CHAINS

ESSENTIAL INDICATORS

1. a. Details of measures for the well-being of employees:

Category	Total (A)	% of employees covered by									
		Health insurance		Accident insurance		Maternity Benefits		Paternity Benefits		Day Care facilities	
		Number (B)	% (B / A)	Number (C)	% (C / A)	Number (D)	% (D / A)	Number (E)	% (E / A)	Number (F)	% (F / A)
Permanent employees											
Male	45	45	100	45	100	NA	NA	45	100	NA	NA
Female	11	11	100	11	100	11	100	NA	NA	NA	NA
Total	56	56	100	56	100	11	100	45	100	NA	NA
Other than Permanent employees											
Male	-	-	-	-	-	-	-	-	-	-	-
Female	-	-	-	-	-	-	-	-	-	-	-
Total	-	-	-	-	-	-	-	-	-	-	-

b. Details of measures for the well-being of workers:

There are no workers in the Company as on 31st March 2025

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Annexure - V to Directors' Report to the shareholders - (continued)

- c. Spending on measures towards well-being of employees and workers (including permanent and other than permanent) in the following format -**

Particulars	FY 2024-25 Current Financial Year	FY 2023-24 Previous Financial Year
Cost incurred on well- being measures as a % of total revenue of the Company	0.46%	1.10%

2. Details of retirement benefits, for Current FY and Previous Financial Year.

Benefits	FY 2024-25 Current Financial Year			FY 2023-24 Previous Financial Year		
	No. of employees covered as a % of total employees	No. of workers covered as a % of total workers	Deducted and deposited with the authority (Y/N/N.A.)	No. of employees covered as a % of total employees	No. of workers covered as a % of total workers	Deducted and deposited with the authority (Y/N/N.A.)
PF	100	-	Yes	100	-	Yes
Gratuity	100	-	Yes	100	-	Yes
ESI	2	-	Yes	3	-	Yes
Others - please specify	Nil	-	NA	Nil	-	NA

3. Accessibility of workplaces

Are the premises / offices of the entity accessible to differently abled employees and workers, as per the requirements of the Rights of Persons with Disabilities Act, 2016? If not, whether any steps are being taken by the entity in this regard.

Yes. The Company has ensured that its office premises have the facility for elevators, and / or ramps wherever possible and accessibility - centric designs in common spaces such as response.

4. Does the entity have an equal opportunity policy as per the Rights of Persons with Disabilities Act, 2016? If so, provide a web-link to the policy.

Web-link of such policies covered under the Code of Conduct are available on the Company's website as provided in page no. 94 of this Annual Report.

5. Return to work and Retention rates of permanent employees and workers that took parental leave.

Not Applicable, considering no such instances occurred during FY 2024-25.

6. Is there a mechanism available to receive and redress grievances for the following categories of employees and worker? If yes, give details of the mechanism in brief.

Category	Yes/No (If Yes, then give details of the mechanism in brief)	Remark
Permanent Workers	Not applicable	The Company's whistleblower policy provides a formal platform for sharing grievances on a variety of topics. The employee induction program also sensitizes new recruits to the various mechanisms. The Company has dedicated channels for raising grievances and the same has been communicated to all the concerned stakeholders.
Other than Permanent Workers	Not applicable	
Permanent Employees	Yes	
Other than Permanent Employees	Not applicable	

TVS Holdings Limited
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Annexure - V to Directors' Report to the shareholders - (continued)

7. Membership of employees and workers in association(s) or Unions recognised by the listed entity:

Category	FY 2024-25			FY 2023-24		
	Total employees / workers in respective category (A)	No. of employees / workers in respective category, who are part of association(s) or Union (B)	% (B / A)	Total employees / workers in respective category (C)	No. of employees / workers in respective category, who are part of association(s) or Union (D)	% (D / C)
Total Permanent Employees	56	-	-	68	6	8.8%
- Female	11	-	-	12	-	10.7%
Total Permanent Workers	-	-	-	-	-	-
- Male	-	-	-	-	-	-
- Female	-	-	-	-	-	-

8. Details of training given to employees and workers:

Category	Total (A)	FY 2024-25				FY 2023-24				
		On Health and safety measures		On Skill upgradation		Total D	On Health and safety measures		On Skill upgradation	
		No. (B)	% (B / A)	No. (C)	% (C / A)		No. (E)	% (E / D)	No. (F)	% (F / D)
EMPLOYEES										
Male	45	45	100	45	100	62	62	100	62	100
Female	11	11	100	11	100	12	12	100	12	100
Total	56	56	100	56	100	74	74	100	74	100
WORKERS										
Male	-	-	-	-	-	-	-	-	-	-
Female	-	-	-	-	-	-	-	-	-	-
Total	-	-	-	-	-	-	-	-	-	-

9. Details of performance and career development reviews of employees and worker:

Category	FY 2024-25			FY 2023-24		
	Total (A)	No. (B)	% (B / A)	Total (C)	No. (D)	% (D / C)
EMPLOYEES						
Male	45	45	100	62	62	100
Female	11	11	100	12	12	100
Total	56	56	100	74	74	100
WORKERS						
Male	-	-	-	-	-	-
Female	-	-	-	-	-	-
Total	-	-	-	-	-	-

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Annexure - V to Directors' Report to the shareholders - (continued)

10. Health and safety management system:

- a. Whether an occupational health and safety management system has been implemented by the entity? (Yes / No). If yes, the coverage such system?**

Yes, the Company provides safety training to its employees through periodic fire safety drills and evacuation exercises conducted by its operating group entities. Additionally, the Company promotes health and safety practices among employees, including wearing helmets while riding two-wheelers, using seatbelts in four-wheelers, maintaining a healthy diet, staying hydrated, remaining active, and opting for stairs over elevators.

- b. What are the processes used to identify work-related hazards and assess risks on a routine and non-routine basis by the entity?**

Not applicable, considering the nature of business.

- c. Whether you have processes for workers to report the work related hazards and to remove themselves from such risks. (Y/N)**

Not applicable

- d. Do the employees/ worker of the entity have access to non-occupational medical and healthcare services? (Yes/ No)**

Yes. Medical Health Insurance Policy is provided for all employees of the Company.

11. Details of safety related incidents, in the following format:

Safety Incident / Number	Category	FY 2024-25 Current Financial Year	FY 2023-24 Previous Financial Year
Lost Time Injury Frequency Rate (LTIFR) (per one million-person hours worked)	Employees	-	-
	Workers	-	-
Total recordable work-related injuries	Employees	-	-
	Workers	-	-
No. of fatalities	Employees	-	-
	Workers	-	-
High consequence work-related injury or ill-health (excluding fatalities)	Employees	-	-
	Workers	-	-

12. Describe the measures taken by the entity to ensure a safe and healthy work place.

The Company provides safety training to its employees through periodic fire safety drills and evacuation exercises conducted by its operating group entities. Additionally, the Company promotes health and safety practices among employees, including wearing helmets while riding two-wheelers, using seatbelts in four-wheelers, maintaining a healthy diet, staying hydrated, remaining active, and opting for stairs over elevators.

13. Number of Complaints on the following made by employees and workers:

Particulars	FY 2024-25 (Current Financial Year)			FY 2023-24 (Previous Financial Year)		
	Filed during the year	Pending resolution at the end of year	Remarks	Filed during the year	Pending resolution at the end of year	Remarks
Working Conditions	-					
Health & Safety	-					

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Annexure - V to Directors' Report to the shareholders - (continued)

14. Assessments for the year:

Particulars	% of your plants and offices that were assessed (by entity or statutory authorities or third parties)
Health and safety practices	100
Working Conditions	100

15. Provide details of any corrective action taken or underway to address safety-related incidents (if any) and on significant risks / concerns arising from assessments of health & safety practices and working conditions.

Not applicable.

LEADERSHIP INDICATORS

1. Does the entity extend any life insurance or any compensatory package in the event of death of (A) Employees (Y/N) (B) Workers (NA).

Yes,

The Company provides Employee death benefit scheme, group personal accident coverage and all other benefits in line with Statutory requirements.

2. Provide the measures undertaken by the entity to ensure that statutory dues have been deducted and deposited by the value chain partners.

Not applicable.

3. Provide the number of employees / workers having suffered high consequence work- related injury / ill-health / fatalities (as reported in Q11 of Essential Indicators above), who have been are rehabilitated and placed in suitable employment or whose family members have been placed in suitable employment:

Particulars	Total no. of affected employees / workers		No. of employees / workers that are rehabilitated and placed in suitable employment or whose family members have been placed in suitable employment	
	FY 2024-25 (Current Financial Year)	FY 2023-24 (Previous Financial Year)	FY 2024-25 (Current Financial Year)	FY 2023-24 (Previous Financial Year)
Employees	-	-	-	-
Workers	-	-	-	-

4. Does the entity provide transition assistance programs to facilitate continued employability and the management of career endings resulting from retirement or termination of employment? (Yes / No)

No

5. Details on assessment of value chain partners:

Particulars	% of value chain partners (by value of business done with such partners) that were assessed
Health and safety practices	-
Working Conditions	-

6. Provide details of any corrective actions taken or underway to address significant risks / concerns arising from assessments of health and safety practices and working conditions of value chain partners

Not applicable

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Annexure - V to Directors' Report to the shareholders - (continued)

PRINCIPLE 4

BUSINESSES SHOULD RESPECT THE INTERESTS OF AND BE RESPONSIVE TO ALL ITS STAKEHOLDERS

ESSENTIAL INDICATORS

Describe the processes for identifying key stakeholder groups of the entity.

Considering the corporate structure of the Company and its business, the key stakeholders are shareholders, government, regulators, employees and the society.

List stakeholder groups identified as key for your entity and the frequency of engagement with each stakeholder group.

Stakeholder Group	Whether identified as Vulnerable & Marginalized	Channels of communication (Email, SMS, Newspaper, Pamphlets, Advertisement, Community Pamphlets, Meetings, Notice Board, Website), Other	Frequency of engagement (Annually / Half yearly / Quarterly / others - please specify)	Purpose and scope of engagement including key topics and concerns raised during such engagement
Shareholders / Investors	No	Newspaper publications, Email, Website and Meetings	Quarterly / Half yearly / Annually and Event Based	Investor forums, corporate communication, annual general meetings, annual reports. Key topics: Company strategy and performance, future plans, returns to shareholders.
Government And Regulators	No	Email and Meetings	As and when required	Submission of reports, inspection visits, need-based meetings on directives. Key topics: Regulatory compliance and transparency in disclosure.
Employees	No	Email, Townhall meetings	Monthly / Daily/ weekly/ quarterly/ Half yearly / Annually	Performance appraisal, employee engagement survey, grievance handling process, training workshops. Key Concerns: Career planning, communication on employee related policies.
Society (Beneficiaries of CSR initiatives of the Company)	No	Meetings	As and when required	To promote social welfare activities for inclusive growth, fair and equitable development and wellbeing of society through our business functioning and CSR activities.

LEADERSHIP INDICATORS

- Provide the processes for consultation between stakeholders and the Board on economic, environmental, and social topics or if consultation is delegated, how is feedback from such consultations provided to the Board.**

Respective business / functional heads engage with the stakeholders on various ESG topics and the relevant feedback from such consultation is shared with the Board, wherever applicable.

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Annexure - V to Directors' Report to the shareholders - (continued)

- 2. Whether stakeholder consultation is used to support the identification and management of environmental, and social topics (Yes / No). If so, provide details of instances as to how the inputs received from stakeholders on these topics were incorporated into policies and activities of the entity.**

Yes, the Company collaborates with diverse stakeholders to ensure that all groups' expectations are acknowledged. Social development initiatives are conducted through the Company's CSR arm Srinivasan Services Trust (SST), which offers holistic and inclusive development opportunities to communities.

- 3. Provide details of instances of engagement with, and actions taken to, address the concerns of vulnerable/marginalized stakeholder groups.**

The Company prioritizes fostering positive relationships with all stakeholders. We engage with stakeholders across various topics. Proactive interaction with stakeholders yields valuable insights, informing our approach to material issues, business strategy, and risk management.

PRINCIPLE 5

BUSINESSES SHOULD RESPECT AND PROMOTE HUMAN RIGHTS

ESSENTIAL INDICATORS

- 1. Employees and workers who have been provided training on human rights issues and policy(ies) of the entity, in the following format:**

Category	FY 2024-25 Current Financial Year			FY 2023-24 Previous Financial Year		
	Total (A)	No. of employees / workers covered (B)	% (B / A)	Total (C)	No. of employees / workers covered (D)	% (D / C)
EMPLOYEES						
Permanent	56	56	100	68	68	100
Other than permanent	-	-	-	6	6	100
Total Employees	56	56	100	74	74	100
WORKERS						
Permanent	-	-	-	-	-	-
Other than permanent	-	-	-	-	-	-
Total Workers	-	-	-	-	-	-

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Annexure - V to Directors' Report to the shareholders - (continued)

2. Details of minimum wages paid to employees and workers, in the following format:

Category	Total (A)	FY 2024-25 Current Financial Year				FY 2023-24 Previous Financial Year				
		Equal to Minimum Wage		More than Minimum Wage		Total D	Equal to Minimum Wage		More than Minimum Wage	
		No. (B)	% (B / A)	No. (C)	% (C / A)		No. (E)	% (E / D)	No. (F)	% (F / D)
EMPLOYEES										
Permanent	56	-	-	56	100	62	-	-	62	100
Male	45	-	-	45	100	12	-	-	12	100
Female	11	-	-	11	100	74	-	-	74	100
Other than Permanent	-	-	-	-	-	-	-	-	-	-
Male	-	-	-	-	-	-	-	-	-	-
Female	-	-	-	-	-	-	-	-	-	-
WORKERS										
Permanent						-	-	-	-	-
Male	-	-		-		-	-	-	-	-
Female	-	-		-		-	-	-	-	-
Other than Permanent						-	-	-	-	-
Male	-	-		-		-	-	-	-	-
Female	-	-		-		-	-	-	-	-

3. Details of remuneration / salary / wages

a. Median remuneration / wages:

Particulars	Male		Female	
	Number	Median remuneration/ salary / wages of respective category (₹ in Cr)	Number	Median remuneration / salary / wages of respective category (₹ in Cr)
Board of Directors (BoD)	7	0.15	1	0.18
Key Managerial Personnel*	1	1.13	-	-
Employees other than BoD and KMP	43	0.13	11	0.16
Workers	-	-	-	-

* KMP who is also a Director has been reported against the Board of Directors.

b. Gross wages paid to females as % of total wages paid by the entity, in the following format:

Particulars	FY 2024-25 Current Financial Year	FY 2023-24 Previous Financial Year
Gross wages paid to females as % of total wages	16%	15%

4. Do you have a focal point (Individual / Committee) responsible for addressing human rights impacts or issues caused or contributed to by the business? (Yes/No)

Head HR is responsible for addressing any human rights impacts or issues for the employees in the business. For POSH complaints there is an Internal Complaints Committee comprising of senior team which addresses any issues raised.

5. Describe the internal mechanisms in place to redress grievances related to human rights issues.

Employees can reach out to Head HR with reference to grievances related to human rights issues. An e-mail ID is made available for this purpose.

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Annexure - V to Directors' Report to the shareholders - (continued)

6. Number of Complaints on the following made by employees and workers:

Particulars	FY 2024-25 Current Financial Year			FY 2023-24 Previous Financial Year		
	Filed during the year	Pending resolution at the end of year	Remarks	Filed during the year	Pending resolution at the end of year	Remarks
Sexual Harassment			-			
Discrimination at workplace			-			
Child Labour			-			
Forced Labour / Involuntary Labour			-			
Wages			-			
Other human			-			
Rights related issues			-			

7. Complaints filed under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013, in the following format:

Particulars	FY 2024-25 Current Financial Year	FY 2023-24 Previous Financial Year
Total Complaints reported under Sexual Harassment on of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 (POSH)	-	
Complaints on POSH as a % of	-	
female employees / workers	-	
Complaints on POSH upheld	-	

8. Mechanisms to prevent adverse consequences to the complainant in discrimination and harassment cases.

The Company assures confidentiality and protection to the complainant in furtherance, any attempts to intimidate the complainant would be treated as a violation of code of conduct. All complaints are handled in a time bound manner.

9. Do human rights requirements form part of your business agreements and contracts? (Yes/No)

Yes. Agreements and contracts contain a standard provision of compliance with all the applicable laws, conventions, and policies etc., which encompasses the human rights requirements.

10. Assessments for the year 2024-25

Particulars	% of your plants and offices that were assessed (by entity or statutory authorities or third parties)
Child labour / Forced or involuntary labour / Sexual harassment Discrimination at workplace / Wages	100%
Others - please specify	NA

11. Provide details of any corrective actions taken or underway to address significant risks / concerns arising from the assessments at Question 10 above

Not Applicable.

LEADERSHIP INDICATORS

1. Details of a business process being modified / introduced as a result of addressing human rights grievances / complaints.

During the year, the Company has not received any complaints relating to human rights grievances. The Company has established a process to monitor and ensure the protection of human rights within the organization.

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Annexure - V to Directors' Report to the shareholders - (continued)

2. Details of the scope and coverage of any Human rights due-diligence conducted.

Nil

3. Is the premise / office of the entity accessible to differently abled visitors, as per the requirements of the Rights of Persons with Disabilities Act, 2016?

Yes

4. Details on assessment of value chain partners:

Particulars	% of value chain partners (by value of business done with such partners) that were assessed
Sexual Harassment	-
Discrimination at workplace	-
Child Labour	-
Forced Labour / Involuntary Labour	-
Wages	-
Others - please specify	-

5. Provide details of any corrective actions taken or underway to address significant risks / concerns arising from the assessments at Question 4 above.

Not applicable

PRINCIPLE 6

BUSINESSES SHOULD RESPECT AND MAKE EFFORTS TO PROTECT AND RESTORE THE ENVIRONMENT

ESSENTIAL INDICATORS

1. Details of total energy consumption (in Joules or multiples) and energy intensity, in the following format:

Parameter	Unit	FY 2024-25 (Current Financial Year)	FY 2023-24 (Previous Financial Year)
From renewable sources			
Total electricity consumption (A)	Kilo Joules	-	-
Total fuel consumption (B)	Kilo Joules	-	-
Energy consumption through other sources (C)	Kilo Joules	-	-
Total energy consumed from renewable sources (A+B+C)		-	-
From non-renewable sources			
Total electricity consumption (D)	-	-	-
Total fuel consumption (E)	-	-	-
Energy consumption through other sources (F)		-	-
Total energy consumed from non-renewable sources (D+E+F)		-	-
Total energy consumed (A+B+C+D+E+F)		-	-
Energy intensity per rupee of turnover (Total energy consumed / Revenue from operations)	Joules / Rupee	-	-
Energy intensity per rupee of turnover adjusted for Purchasing Power Parity (PPP) (Total energy consumed / Revenue from operations adjusted for PPP)	-	-	-
Energy intensity in terms of physical output {Goods sold: (GJ/No of goods)}	-	-	-
Energy intensity (optional) - the relevant metric may be selected by the entity {Employees: (GJ/No of employees)}	-	-	-

Indicate if any independent assessment / evaluation / assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency - No.

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Annexure - V to Directors' Report to the shareholders - (continued)

2. Does the entity have any sites / facilities identified as designated consumers (DCs) under the Performance, Achieve and Trade (PAT) Scheme of the Government of India? (Y/N) If yes, disclose whether targets set under the PAT scheme have been achieved. In case targets have not been achieved, provide the remedial action taken, if any.

No

3. Provide details of the following disclosures related to water, in the following format:

Parameter	FY 2024-25 Current Financial Year	FY 2023-24 Previous Financial Year
Water withdrawal by source (in kilolitres)		
(i) Surface water	-	-
(ii) Groundwater	-	-
(iii) Third party water	-	-
(iv) Seawater / desalinated water	-	-
(v) Others	-	-
Total volume of water withdrawal (in kilolitres) (i + ii + iii + iv + v)	-	-
Total volume of water consumption (in kilolitres)	-	-
Water intensity per rupee of turnover (Total water consumption / Revenue from operations)	-	-
Water intensity per rupee of turnover adjusted for Purchasing Power Parity (PPP) (Total water consumption / Revenue from operations adjusted for PPP)	-	-
Water intensity in terms of physical Output	-	-
Water intensity (optional) - the relevant metric may be selected by the Entity	-	-

Indicate if any independent assessment / evaluation / assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency. - No.

Considering the Company owning / leasing only a part of office premises in a building, the disclosure relating to 'water withdrawal' is not quantifiable. However, efforts have been made to ensure that water is consumed judiciously in the office premises at Chennai. In our offices, sensor taps are installed in washrooms to optimize water consumption.

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Annexure - V to Directors' Report to the shareholders - (continued)

4. Provide the following details related to water discharged:

Parameter	FY 2024-25 (Current Financial Year)	FY 2023-24 (Previous Financial Year)
Water discharge by destination and level of treatment (in kilolitres)		
(i) To Surface water	-	
- No treatment	-	
- With treatment - please specify level of treatment	-	
(ii) To Groundwater	-	
- No treatment	-	
- With treatment - please specify level of treatment	-	
(iii) To Seawater	-	
- No treatment	-	
- With treatment - please specify level of treatment	-	
(iv) Sent to third-parties	-	
- No treatment	-	
- With treatment - please specify level of treatment	-	
(v) Others	-	
- No treatment	-	
- With treatment - please specify level of treatment (Tertiary treatment in-house zero liquid discharge)	-	
Total water discharged (in kilolitres)	-	

Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency. - No.

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Annexure - V to Directors' Report to the shareholders - (continued)

5. Has the entity implemented a mechanism for Zero Liquid Discharge? If yes, provide details of its coverage and implementation.
No
6. Please provide details of air emissions (other than GHG emissions) by the entity, in the following format:
Not Applicable
Note: Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? (Yes/No) If yes, name of the external agency.
Not applicable
7. Provide details of greenhouse gas emissions (Scope 1 and Scope 2 emissions) & its intensity, in the following format: Not Applicable
Note: Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency.
Considering the nature of business of the Company, GHG emissions (covered under Scope 1) are not accounted.
8. Does the entity have any project related to reducing Green House Gas emission? If Yes, then provide details.
Not applicable considering the nature of business.
9. Provide details related to waste management by the entity, in the following format: Not Applicable
Note: Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? (Y/N)
Not applicable considering the nature of business.
10. Briefly describe the waste management practices adopted in your establishments. Describe the strategy adopted by your Company to reduce usage of hazardous and toxic chemicals in your products and processes and the practices adopted to manage such wastes.
Not applicable considering the nature of business
11. If the entity has operations/offices in/around ecologically sensitive areas (such as national parks, wildlife sanctuaries, biosphere reserves, wetlands, biodiversity hotspots, forests, coastal regulation zones etc.) where environmental approvals / clearances are required, please specify details in the following format:
Not applicable
12. Details of environmental impact assessments of projects undertaken by the entity based on applicable laws, in the current financial year:
No project was subjected to environmental impact assessment based on the applicable laws.
13. Is the entity compliant with the applicable environmental law/ regulations/ guidelines in India; such as the Water (Prevention and Control of Pollution) Act, Air (Prevention and Control of Pollution) Act, Environment protection act and rules thereunder (Y/N/NA).
Not applicable considering the nature of business

LEADERSHIP INDICATORS

1. Water withdrawal, consumption and discharge in areas of water stress (in kilolitres):
The Company does not operate in water stress areas.
Note: Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? (Yes/No) If yes, name of the external agency.
Not applicable

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Annexure - V to Directors' Report to the shareholders - (continued)

2. Please provide details of total Scope 3 emissions & its intensity, in the following format:

Not applicable

3. With respect to the ecologically sensitive areas reported at Question 10 of Essential Indicators above, provide details of significant direct & indirect impact of the entity on biodiversity in such areas along-with prevention and remediation activities.

Not applicable

4. If the entity has undertaken any specific initiatives or used innovative technology or solutions to improve resource efficiency, or reduce impact due to emissions / effluent discharge / waste generated, please provide details of the same as well as outcome of such initiatives, as per the following format:

Not applicable

5. Does the entity have a business continuity and disaster management plan? Give details in 100 words/ web link.

Yes, The Company has in place a business continuity and disaster management plan which is periodically reviewed and updated based on new risks identified. These risks apart from covering the regular business risks also address risk due to pandemic and cyber security and response to ensure business continuity. The risks identified are also presented to the Management and the Risk Management Committee of the Company every year.

6. Disclose any significant adverse impact to the environment, arising from the value chain of the entity. What mitigation or adaptation measures have been taken by the entity in this regard.

Not applicable

7. Percentage of value chain partners (by value of business done with such partners) that were assessed for environmental impacts.

Not applicable

PRINCIPLE 7

BUSINESSES, WHEN ENGAGING IN INFLUENCING PUBLIC AND REGULATORY POLICY, SHOULD DO SO IN A MANNER THAT IS RESPONSIBLE AND TRANSPARENT

ESSENTIAL INDICATORS

1. a. Number of affiliations with trade and industry chambers/ associations.

6

- b. List the top 10 trade and industry chambers/ associations (determined based on the total members of such body) the entity is a member of / affiliated to.

S. No.	Name of the trade and industry chambers / associations	Reach of trade and industry chambers / associations (State/National)
1	Confederation of Indian Industries (CII)	National
2	FICCI	National
3	Indo German Chamber of Commerce	International
4	Employers Federation of India (EFI)	National
5	Employers Federation of South India (EFSI)	State
6	Madras Chamber of Commerce and Industry (MCCI)	State

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Annexure - V to Directors' Report to the shareholders - (continued)

2. Provide details of corrective action taken or underway on any issues related to anti- competitive conduct by the entity, based on adverse orders from regulatory authorities.

Name of the authority	Brief of the case	Corrective action taken
Not applicable		

LEADERSHIP INDICATORS

1. Details of public policy positions advocated by the entity:

S.No.	Public advocacy	Method resorted for such advocacy	Whether information available in public domain? (Yes/No)	Frequency of Review by Board (Annually / Half yearly / Quarterly / Others - please specify)	Web Link, if available
Nil					

PRINCIPLE 8

BUSINESSES SHOULD PROMOTE INCLUSIVE GROWTH AND EQUITABLE DEVELOPMENT

ESSENTIAL INDICATORS

1. Details of Social Impact Assessments (SIA) of projects undertaken by the entity based on applicable laws, in the current financial year.

Name and brief details of project	SIA notification No.	Date of notification	Whether conducted by independent external agency (Yes/No)	Results communicated in public domain (Yes / No)	Relevant Web Link
Not Applicable					

2. Provide information on project(s) for which ongoing Rehabilitation and Resettlement (R&R) is being undertaken by your entity, in the following format:

S. No.	Name of Project for which R&R is ongoing	State	District	No. of Project Affected Families (PAFs)	% of PAFs covered by R&R	Amounts paid to PAFs in the FY (In INR)
Not Applicable						

3. Describe the mechanisms to receive and redress grievances of the Community :

Not Applicable

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Annexure - V to Directors' Report to the shareholders - (continued)

4. Percentage of input material (inputs to total inputs by value) sourced from suppliers:

Particulars	FY 2024-25 (Current Financial Year)	FY 2023-24 (Previous Financial Year)
Directly sourced from MSMEs/ small producers	-	-
Directly from within India	100%	100%

5. Job creation in smaller towns - Disclose wages paid to persons employed (including employees or workers employed on a permanent or non-permanent / on contract basis) in the following locations, as % of total wage cost

Location	FY 2024-25 (Current Financial Year)	FY 2023-24 (Previous Financial Year)
Rural	-	-
Semi-urban	-	-
Urban	-	-
Metropolitan	100%	100%

(Place to be categorized as per RBI Classification System - rural / semi-urban / urban / metropolitan)

LEADERSHIP INDICATORS

1. Provide details of actions taken to mitigate any negative social impacts identified in the Social Impact Assessments (SIAs) (Reference: Question 1 of Essential Indicators above):

During the fiscal year 2024-25, no SIAs were conducted.

2. Provide the following information on CSR projects undertaken by your entity in designated aspirational districts as identified by government bodies:

The Company does not operate in any aspirational districts.

3. (a) Do you have a preferential procurement policy where you give preference to purchase from suppliers comprising marginalized /vulnerable groups? (Yes/No)

No.

(b) From which marginalized /vulnerable groups do you procure?

Not Applicable

(c) What percentage of total procurement (by value) does it constitute?

Not Applicable

4. Details of the benefits derived and shared from the intellectual properties owned or acquired by your entity (in the current financial year), based on traditional knowledge:

Nil

5. Details of corrective actions taken or underway, based on any adverse order in intellectual property related disputes wherein usage of traditional knowledge is involved.

Nil

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Annexure - V to Directors' Report to the shareholders - (continued)

6. Details of beneficiaries of CSR Projects:

S.No.	CSR Project	No. of persons benefitted from CSR Projects	% of beneficiaries from vulnerable and marginalized groups
1	Renovation of Anganwadi's, schools, hostel, health centres, veterinary centres and other rural community infrastructure	100000+	85
2	Medical consultations conducting general health camps, dental camps and eye camps in schools, simple diagnostics, and medicines free of cost at medical centres & Mobile medical units	300000+	75

PRINCIPLE 9

BUSINESSES SHOULD ENGAGE WITH AND PROVIDE VALUE TO THEIR CONSUMERS IN A RESPONSIBLE MANNER
ESSENTIAL INDICATORS

1. Describe the mechanisms in place to receive and respond to consumer complaints and feedback.

Not applicable.

2. Turnover of products and/ services as a percentage of turnover from all products/service that carry information about:

Particulars	As a percentage of total turnover
Environment and social parameters relevant to the product	Not applicable considering the Company being a Core Investment Company (CIC) and it derives majority of its income from dividend earned on the investments held by it in other body corporate(s) being group entities.
Save and responsible usage	
Recycling and / or safe disposal	

3. Number of consumer complaints in respect of the following:

Particulars	FY 2024-25 (Current Financial Year)			FY 2023-24 (Previous Financial Year)		
	Received during the year	Pending resolution at end of year	Remarks	Received during the year	Pending resolution at end of year	Remarks
Data privacy	-	-	-	-	-	-
Advertising	-	-	-	-	-	-
Cyber-security	-	-	-	-	-	-
Delivery of essential services	-	-	-	-	-	-
Restrictive Trade Practices	-	-	-	-	-	-
Unfair Trade Practices	-	-	-	-	-	-
Other	-	-	-	-	-	-

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Annexure - V to Directors' Report to the shareholders - (continued)

4. Details of instances of product recalls on account of safety issues:

Particulars	Number	Reasons for recall
Voluntary recalls	Not applicable	
Forced recalls		

5. Does the entity have a framework/ policy on cyber security and risks related to data privacy? (Yes/No) - Yes

If available, provide a web-link of the policy.

<https://www.tvsholdings.com/Information.htm>

6. Provide details of any corrective actions taken or underway on issues relating to advertising, and delivery of essential services; cyber security and data privacy of customers; re-occurrence of instances of product recalls; penalty / action taken by regulatory authorities on safety of products / services.

No corrective action taken as there were no issues relating to advertising, and delivery of essential services; cyber security and data privacy of customers; re-occurrence of instances of product recalls; penalty / action taken by regulatory authorities on safety of products / services.

7. Provide the following information relating to data breaches:

- Number of instances of data breaches - Nil
- Percentage of data breaches involving personally identifiable information of customers - Not Applicable
- Impact, if any, of the data breaches - Not Applicable

LEADERSHIP INDICATORS

1. Channels / platforms where information on products and services of the entity can be accessed (provide web link, if available).

All information regarding the Company's business can be accessed through the Company's website www.tvsholdings.com and in its periodic disclosures such as the annual report.

2. Steps taken to inform and educate consumers about safe and responsible usage of products and/or services.

The Company ensures that the group companies utilize funds in ways that align with sustainable business practices.

3. Mechanisms in place to inform consumers of any risk of disruption /discontinuation of essential services.

The Company identifies risks relating to its business and deploys appropriate counter measures. These are reviewed by the management and Board periodically.

4. Does the entity display product information on the product over and above what is mandated as per local laws? (Yes/No/Not Applicable) If yes, provide details in brief. Did your entity carry out any survey with regard to consumer satisfaction relating to the major products / services of the entity, significant locations of operation of the entity or the entity as a whole? (Yes/No)

Not Applicable. The financial transactions are governed as per the laws and regulations of the country.

For and on behalf of the Board of Directors

VENU SRINIVASAN

Chairman

DIN: 00051523

Chennai
5th June 2025

Annexure - VI to Directors' Report to the shareholders

Report on Corporate Governance

1. The Company's Commitment to Responsible Governance

The Company has a strong legacy of fair, transparent and ethical governance practices. Company's businesses seek enhancement of shareholder value within this framework. The Company's philosophy on corporate governance is founded on the fundamental ideologies viz., Trust, Value, Exactness and Passion for Customers.

The Company believes in ensuring corporate fairness, transparency, professionalism, accountability and propriety in total functioning of the Company, which are pre-requisites for attaining sustainable growth in this competitive corporate world. Obeying the law, both in letter and in spirit, is the foundation on which the Company's ethical standards are built. The Company would constantly endeavour to improve on these aspects.

Good corporate governance, acting in accordance with the principles of responsible management which aim at increasing enterprise value on a sustainable basis, is an essential requirement for the Group.

The Company's corporate governance philosophy has been further strengthened by adopting a Code of Business Conduct and Ethics, Whistle Blower Mechanism, Code of Conduct to Regulate, Monitor and Report trading by Designated Person and their immediate relatives for prevention of insider trading by the Directors and Designated Persons and Code of practices for fair disclosure of unpublished price sensitive information.

2. Board of Directors

The Company has a distinguished Board of Directors ("Board") comprised of highly respected individuals possessing extensive professional experience and expertise. The Board provides strategic direction and oversight to the management team. This ensures the Company operates in the best interests of all stakeholders, ultimately maximizing long-term value.

2.1 Composition and category of Directors:

The Board recognizes the importance of fostering a balanced composition. The Board leverages the strengths through long-standing directors who contribute institutional knowledge and a deep understanding of the Company's history and strategic direction. Their experience provides valuable context for informed decision-making and newer appointees bring external insights and diverse viewpoints, challenging assumptions and sparking innovation. This nurtures a dynamic and forward-thinking Board culture.

By implementing a gradual refreshment process, the Board benefits from a continuous exchange of knowledge and ideas. This ensures long-term effectiveness and ultimately drives sustainable value creation for all stakeholders.

As on 31st March 2025, the total strength of the Board was eight. As the Company had Mr Venu Srinivasan, Non-Executive Director as Chairman and who is also a promoter, the requirement of having one-half of its directors as Independent Directors and also to have at least one Woman Independent Director in terms of the Regulation 17 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") was complied with.

The Board has four Non-Executive Independent Directors (NE-IDs) viz., Mr C R Dua, Mr Anuj Shah, Mr Timm Tiller and Ms Sasikala Varadachari. Mr Sudarshan Venu, Managing Director and Mr K Gopala Desikan, Director & Group Chief Financial Officer are the Executive Directors. Mr Venu Srinivasan, Chairman and Mr R Gopalan are the Non-Executive Non-Independent Directors of the Company. Thus, the composition of the Company and Board is in conformity with the Listing Regulations.

As on 31st March 2025, the Board of Directors was comprised of highly qualified Directors possessing a diversified range of industry backgrounds. This composition fosters a Board with the following strengths:

- **Deep Industry Knowledge:** Directors bring expertise from a multitude of industries, including financial services. Their experience in navigating complex organizational environments translates to valuable insights for the Company. This promotes a keen understanding of the industry's unique challenges and opportunities, enabling the Board to make informed strategic decisions.
- **Commitment to Board Diversity:** The Company prioritizes cultivating a diverse Boardroom, recognizing the significant benefits of a variety of perspectives in driving effective decision-making and fostering innovation.

By leveraging this combination of industry expertise, long-term industry understanding, and a commitment to diversity, the Board is well-positioned to provide effective leadership and strategic guidance, ensuring the Company's continued success.

As required under Regulation 16 of the Listing Regulations, it is also ensured that IDs of the Company do not hold

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Non- Independent Director position in another company, where any Non-Independent Director of the Company is an Independent Director. In the opinion of the Board, the Independent Directors fulfill the conditions specified in these Regulations and are independent of the Management.

All the existing NE-IDs are not liable to retire by rotation and none of them serves as NE-ID in more than seven listed companies.

In accordance with the provisions of the Companies Act, 2013 ("the Act") and the Articles of Association of the Company, Mr Sudarshan Venu and Mr R Gopalan, who have been the longest in office, are liable to retire by rotation at the ensuing AGM and being eligible, offer themselves for re-appointment.

The resolution seeking approval of the Members for the re-appointment of Mr Sudarshan Venu and Mr R Gopalan as Directors has been included in the Notice of AGM along with brief details about them.

2.2. Board Meetings:

The Company is committed to ensuring a well-informed and engaged Board of Directors.

- **Advanced Planning and Scheduling:** In consultation with the Directors, a tentative annual calendar for Board and Committee meetings is prepared and circulated well in advance. This enables Directors to effectively plan their schedules and maximize participation.
- **Accessibility Through Technology:** Recognizing the diverse needs of our Directors, we offer participation in all Board and Committee meetings via video conferencing also. This flexibility promotes broader participation and informed decision-making.
- **Comprehensive Information Sharing:** The Company adheres to the highest standards of transparency by regularly presenting the Board with all information mandated by Part A of Schedule II to the Listing Regulations. This includes critical data such as annual operating plans, quarterly updates on performance of

subsidiaries, quarterly results and committee minutes. Additionally, the Board receives information on significant developments in human resources, industrial relations, legal matters, foreign exchange exposures, risk management strategies, and legal compliance.

- **In-depth Materials and Discussions:** To facilitate well-informed decision-making, comprehensive notes and pre-agenda materials are circulated well in advance of each meeting. This allows Directors to delve deeper into agenda items, contribute meaningfully, and exercise sound business judgment during discussions.
- **Engaging Presentations:** Business unit leaders present on the Company's operations, risk management practices, and internal financial controls during Board and Audit Committee meetings. External experts are also invited to provide specialized insights wherever necessary. Furthermore, CFOs / CEOs of subsidiaries present quarterly performance updates to the Audit Committee and Board.
- **Digital Agenda and Materials:** The Company prioritizes environmental friendly practices by utilizing a digital application installed on iPads for circulating meeting agendas. Additionally, all supporting materials and notes for Board and Committee meetings are uploaded electronically well in advance, ensuring easy access and promoting a paperless environment.

These practices combined create a dynamic and informative environment for Board and Committee meetings, fostering effective governance and informed decision-making that ultimately benefits all stakeholders.

During the year 2024-25, the board met six (6) times viz., 9th May 2024, 10th May 2024, 8th August 2024, 23rd October 2024, 28th January 2025 and 28th March 2025 and the maximum gap between two consecutive Board meetings did not exceed one hundred and twenty days. Besides the IDs held a separate meeting on 7th March 2025 in compliance with the provisions of the Act, 2013 and Regulation 25(3) of the Listing Regulations.

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2.3 Attendance and other Directorships:

The details of attendance of the Directors at the board meetings during the year and at the last AGM held on 8th August 2024 and other directorships and committee memberships/chairmanships as on 31st March 2025 are as follows:

Name of the Director (M/s.)	DIN	Category	Attendance particulars		Number of other Directorships, (Including alternate Directorships, if any) Committee Memberships / Chairmanships		
			Board Meeting	Last Annual General Meeting	Other directorships*	Committee memberships**	Committee chairmanships
Venu Srinivasan	00051523	Chairman & NED	5	Yes	24	1	-
Sudarshan Venu	03601690	MD	6	Yes	17	2	1
K Gopala Desikan	00067107	D & GCFO	6	Yes	24	2	-
C R Dua	00036080	NE-ID	6	Yes	10	2	1
R Gopalan	01624555	NE-NID	6	Yes	10	9	2
Anuj Shah	05323410	NE-ID	6	Yes	1	2	1
Timm Tiller	10289596	NE-ID	6	Yes	-	-	-
Sasikala Varadachari	07132398	NE-ID	6	Yes	4	5	1

NED : Non Executive director

NE-NID : Non Executive - Non-Independent director

MD : Managing Director

NE-ID : Non Executive - Independent director

D&GCFO: Director & Group Chief Financial Officer

* includes private companies, Section 8 Companies and companies incorporated outside India.

** includes committees where the director holds the position of chairman also.

None of the Directors on the Board is a member of more than ten committees or chairman of more than five committees across all the companies in which they are directors. For the Membership and Chairpersonship in Committees only Audit Committee and Stakeholder Relationship Committee have been considered as per Regulation 26 of the Listing Regulations.

Mr Venu Srinivasan, Chairman is the father of Mr Sudarshan Venu, Managing Director. None of the other Directors are related to any other Director on the Board. The Board recorded the declarations received from Independent Directors confirming that they meet the criteria of 'Independence' as stipulated under the Companies Act, 2013 and Listing Regulations and are independent of the Management.

During the FY 2024-25, there was no case of resignation by any Director.

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2.4 Listed entities in which the directors hold position as director other than TVS Holdings Limited and category of Directorship as on 31st March 2025.

Name of the Director (M/s.)	Name of the company	Category of Directorship
Venu Srinivasan	TVS Motor Company Limited	Chairman Emeritus & Managing Director
	Sundaram-Clayton Limited	
Sudarshan Venu	TVS Motor Company Limited	Managing Director
	Coromandel International Limited	Non-Executive - Independent Director
K Gopala Desikan	-	-
C R Dua	Sundaram-Clayton Limited	Non-Executive - Independent Director
	Procter & Gamble Hygiene and Health Care Limited	Non-Executive - Independent Director & Chairman of the Board
R Gopalan	Zee Entertainment Enterprises Limited	Non-Executive - Independent Director & Chairman of the Board
	Sundaram-Clayton Limited	
	Vedanta Limited	Non-Executive - Independent Director
Anuj Shah	-	-
Timm Tiller	-	-
Sasikala Varadachari	Sundaram-Clayton Limited	Non-Executive - Independent Director
	Tube Investments of India Limited	

2.5 Access to information and updation to Directors:

The Board of Directors actively engages with the information presented during meetings. All materials provided are meticulously reviewed in accordance with Companies Act, 2013, Listing Regulations and other applicable laws. Functional heads are invited to attend and present relevant information to the Board and Audit Committee as needed.

- Observations from internal audits are presented for discussion and addressed with functional heads by the Audit Committee/Board.
- The Statutory Auditors' compliance report on payment of statutory liabilities is reviewed and discussed with relevant functional heads.
- The Board reviews quarterly declarations submitted by the Director and Group Chief Financial Officer regarding adherence to all applicable laws by relevant function heads.
- Decisions reached during Board and Committee meetings are promptly communicated to the functional heads responsible for implementation.
- Action taken reports detailing progress on previous meeting decisions are presented at each subsequent Board and Committee meeting, ensuring accountability and continuous improvement.

These practices ensure a thorough and transparent review process during Board and Committee meetings.

2.6 Familiarization program

The Company is dedicated to ensure all new Directors are well-equipped to contribute effectively from day one. We achieve this through a comprehensive induction program that covers the following key areas:

- **Board Fundamentals:** New Directors gain a thorough understanding of the Board's role, composition, conduct, and associated risks and responsibilities. This ensures that they are fully informed on current governance best practices.
- **Company's Culture:** The program delves into the Company's culture, values, and business model. Directors receive briefings on the roles and responsibilities of senior executives, along with the Company's financial, strategic, operational, and risk management landscape.

For more detailed information on the Director induction program, please refer to the dedicated section on the Company website, accessible through the link provided on page no. 94 of this Annual Report.

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2.7 Chart setting out the skills/expertise/competence of the Board of Directors:

While evaluating the Board as a whole, it was ensured that the existing board members have relevant core skills/ expertise/competencies as required in the context of its business(es) of the Company and sector(s) in which it operates, to function effectively.

Skills/Expertise/Competencies	Description
Leadership / Strategy	Experience of playing leadership roles in large businesses, with competencies around strategy development & implementation, sales & marketing, business administration / operations and Organisations and people management.
Experience in NBFC Sector	Strong knowledge and experience in financing and in managing business operations of a sizeable organization in the business of NBFC.
Financial	Practical knowledge and experience in Finance, accounting and reporting and internal financial controls, including strong ability to assess financial impact of decision making and ensure profitable and sustainable growth.

Skills/Expertise/Competencies	Description
Governance	Board level experience in reputed organisations, with strong understanding of and experience in directing the management in the best interests of the Company and its stakeholders and in upholding high standards of governance.
Regulatory	Strong expertise and experience in corporate law and regulatory compliance in India and overseas (including industry specific laws).

The Company's Board of Directors is highly structured to ensure a high degree of diversity by age, gender, education/ qualifications, professional background, sector expertise and special skills (classification). This is reflected in Company's skills and diversity grid disclosed here.

Board comprises a range and balance of skills, experience, knowledge, gender, social-economic backgrounds and independence. This needs to be backed by a diversity of personal attributes, including sound judgement, honesty and courage.

Professional Background & Skills / expertise / competency of Directors

Name of the Directors	Brief description about the Directors
Mr Venu Srinivasan, Chairman	- Mr Venu Srinivasan is the Chairman of the Board of Directors of the Company and also Chairman Emeritus and Managing Director of TVS Motor Company Limited and Sundaram-Clayton Limited. He also serves on the board of T V Sundram Iyengar & Sons Private Limited, Tata Sons Private Ltd., (Tata Sons) the holding company of the conglomerate Tata Group. - Mr Venu Srinivasan has made major contribution vision to the automotive industry and nation building at large for over four decades and has facilitated TVS Motor Company Limited (TVSM) to emerge as fourth largest two-wheeler manufacturer in India; - His experience and innovative excellence have helped TVSM in broadenings its product portfolio from time to time and establishing their presence across the globe; - His dedication to the transformation of rural India by empowering women in the rural areas that can be seen through his passion towards setting up the Srinivasan Services Trust (SST), which has touched the lives of 1.6 million people in 2500 villages across the country in the last 26 years. - He was conferred the Padma Bhushan Award, the third Highest civilian award in India, in January 2020; - He is the recipient of Deming Distinguished Service Award, granted to individuals who have made outstanding contributions in the dissemination and promotion (overseas award 2019), the Ishikawa-Kano Award (2012) by the Asian Network of Quality, the apex body for quality in Asia. - Under his leadership, his companies were awarded the Deming Prize and the Japanese Quality Medal in 2002; - He was conferred with "Order of Diplomatic Merit" (Heung- In Medal) by the President of Korea; - He was presented with an "Outstanding Institution Builder" Award at the 13th Managing India Awards by AIMA (All India Management Association) for displaying exceptional vision and leadership in building an institution in 2023;

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Name of the Directors	Brief description about the Directors
	• Conferred with lifetime achievement award by CNBC – TV18's India Business Leadership Awards (IBLA) in 2023 and in 2024 Ernst & Young recognized him with the Life time Achievement award for his decades of entrepreneurial excellence in revolutionizing the two wheeler industry in India; • He was honored with the Lifetime Achievement Award by the prestigious ET Awards for Corporate Excellence. The award honors his unparalleled contributions to Indian manufacturing, leadership and corporate social responsibility; • He is the Chairman of InKo Centre (The Indo- Korean Cultural and Information Centre) which is a non-profit society set up in 2006 with support from TVS Motor Company Limited and Hyundai Motor India Limited to promote a sustainable, meaningful intercultural dialogue between India and South Korea; • He has held various important positions in the Indian Industry, such as the President, Confederation of Indian Industry and the President, Society of Indian Automobile Manufacturers; • He is also a Director on the Central Board of Reserve Bank of India; and • He is also the vice chairman of various Tata Trusts, India's most respected and largest philanthropic foundation and the majority shareholder of the Tata group.
Mr Sudarshan Venu Managing Director	• Mr Sudarshan Venu is the Managing Director of the Company and also TVS Motor Company Limited (TVSM). He is also the Chairman of TVS Credit Services Ltd , a non-deposit Non-Banking Finance Company. • Mr Sudarshan Venu has been charting the future of one of India's leading two-wheeler manufacturer, TVS Motor Company Limited since his induction as Director and has made it the most awarded two-wheeler company. It is a testimony to Sudarshan's focus, that TVSM has been voted No. 1 in Customer Satisfaction for four years in a row by the prestigious J. D. Power Awards; • He has set his vision of transforming the company into a leading global mobility player. To this effect, he has set in motion global expansion through both organic & inorganic means; • With his extraordinary efforts, the Company has acquired UK's iconic motorcycle brand Norton Motorcycles and has also setup a completely new manufacturing facility in UK; • He strongly believes in staying ahead of the emerging trends – electrification and personal mobility are two big areas of focus and is looking to build a strategic personal e-mobility ecosystem by scaling unique brands, and led TVS to acquire European e-bike brand EGO Movement and Switzerland's largest e-bike company, Swiss E-Mobility Group; • He has been a pivotal role in expanding TVSM's international business into markets in Africa, Middle East, Southeast Asia, LATAM, and Europe and market presence in more than 90+ countries across the globe; • He also has been instrumental in setting up and in the success of TVS Digital, a subsidiary of TVSM incorporated in Singapore, focused on providing technology solutions for digital transformation; • His experience and innovative excellence that helped TVSM in broadening its product portfolio from time to time and market presence across the globe; • His commitment to competitiveness and quality of our economy is manifested through TVSM's market presence in more than 90+ countries across the globe; • He has received "Next Gen Leader" award at the Indian Family Business Awards 2022 as a testament to his visionary leadership and unwavering commitment to innovation in the automotive industry. • He was presented with Best CEO Award by Business Today in "Manufacturing and Retail Excellence" Category.

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Name of the Directors	Brief description about the Directors
Mr K Gopala Desikan Director & Group CFO	- Mr K Gopala Desikan is a qualified Chartered Accountant and holds an MBA from Open University Business School, UK. - He has rich experience and expertise in finance, taxation, merger and amalgamation and corporate matters and serving the group for over three decades. Mr Desikan has been with the TVS Group for the last 35 years and has handled various functions which include Direct Taxation, Treasury & Risk Management, M&A activities, Corporate finance & accounts and various accounting functions at Plant level. - Presently, Mr Desikan is the Director & Group Chief Financial Officer of the Company and is also the Chief Financial Officer of TVS Motor Company Limited, engaged in the business of manufacturing two and three-wheeler. He also oversees the finance function of the Group's business relating to NBFC. - He is involved in the strategic initiatives of the Group's International business and Long range planning and has represented the Industry Associations in various Expert Committee and attended various Leadership Programs both within and outside India. - He is a Director on the Board of various other Companies.
Mr C R Dua, Independent Director	- Mr. Dua is the Chairman of Dua Associates and engaged in providing guidance to the 250 professionals of the firm for its further growth and development, including providing long-term vision. - Mr Dua's experience and expertise encompass corporate and commercial law, corporate finance, securities law, infrastructure, public policy and administration, governance and ethics, foreign investments and collaborations, disinvestments and privatization of public sector undertakings, mergers and acquisitions and exchange control regulations. - Recognized as being "The Most-Influential & Significant Lawyer" by The Legal 500, Mr. Dua has been recognized as a legal icon by India Business Law Journal's A-List of top Indian lawyers for the last five consecutive years. He has also been recognized by Forbes India in its Legal Power list of Top Managing Partners for the last three years and received the prestigious Lifetime Achievement Award for Outstanding Contribution and Excellence in the field of Law in 2020 and 2021. Mr Dua was awarded the Samman Patra by the Govt. of India, Ministry of Finance and The National Council of Jurists Award in recognition of his contribution to the development of Corporate Laws in India. More recently, he was honoured with the prestigious Lawyers of India Day Award 2024 bestowed by the Bar Association of India. - He is the Chairman of the Board of Procter & Gamble Hygiene and Health Care Limited and an Independent Director on the same board. A founding member of the American Chamber of Commerce in India, he is an invitee to its National Executive Board. Mr Dua is also a member of the National Committee on Legal Services of the Confederation of Indian Industry (CII) and one of the Senior Vice Presidents of the Society of Indian Law Firms (SILF) and among the Chairpersons of the Legal Reforms Committee. He also joined the Board of Governors of IILM Law School, IILM University Gurugram effective 20th September 2023. - Mr Dua actively championed diversity, inclusion and equality which are now integral to all aspects of the Firm's practice. He has been the moving spirit behind the Firm's continued support to Jyoti Vocational Institute for education of under-privileged girl children, an initiative which is now institutionalized and sustained by the Firm's professionals. - An avid tennis player Mr Dua's sporting interests are pursued as a member of the Executive Committee of the International Lawn Tennis Club of India and Vice President of the Delhi Lawn Tennis Association. - An Honours graduate of St Stephen's College, Mr Dua also holds a master's degree in economics from the Delhi School of Economics.

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Name of the Directors	Brief description about the Directors
Mr R Gopalan, Non-Executive Non-Independent Director	• He has served as a Member of Public Enterprises Selection Board (PESB). This body selects CMDs, MDs and Directors of Central Public Sector Enterprises; • Was handling matters relating to Capital Markets, Infrastructure Finance, G-20, World Bank (WB), International Monetary Fund (IMF), Asian Development Bank (ADB), Budget preparation, Public Private Partnership (PPP), Directorate of Currency and other related matters pertaining to the economy; • Brought about a number of changes in the functioning of the Capital Markets and initiated new policy measures in infrastructure development; • He has also served as Secretary of Department of Economic Affairs and had represented India in the trade negotiations at World Trade Organization. • He has vast experience in Corporate Laws, Business Administration, Corporate Finance and Regulatory matters
Mr. Anuj Shah, Independent Director	• Mr. Anuj Shah, aged 42 years, is an Indian-qualified lawyer with nearly 20 years of professional experience. He has been associated with some of India's leading law firms and has been with Khaitan & Co. for close to 15 years, where he is currently a Partner. • He holds an LL.B. degree from ILS Law College, Pune, and has completed the Program for Leadership Development at Harvard Business School, USA. • Mr. Shah advises clients on a broad range of corporate and governance matters and has authored several articles on various aspects of corporate law. He is regularly recognized as a "Recommended Lawyer" and "Notable Practitioner" by publications such as The Legal 500, RSG India, and IFLR1000. • In addition to this role, Mr. Shah also serves as the Director on the Board of Shah Mehta Holding Private Limited.
Mr. Timm Tiller, Independent Director	• Mr Timm Tiller, aged 43 years, holds a Master of Arts degree in Business Economics from Witten / Herdecke University in Germany. • He co-founded The Owners Forum in 2008 which connects owners of large operational family enterprises in economic cooperation and knowledge exchange. • Currently the forum consists of more than 250 leading global family enterprises.
Ms Sasikala Varadachari Independent Director	• Ms Sasikala Varadachari is a retired banker with over 37 years of experience in the fields of banking operations both in India and overseas; • She has spearheaded the strategic training unit, SBI, corporate center Mumbai, having profound knowledge in Credit and Merchant Banking; • She was the first CEO of SBI in Israel and was responsible for setting up SBI's commercial operations there; and • She is presently on the board of TVS Holdings Limited, Tube Investments of India Limited, TVS Motor Services Limited and Galaxy Health Insurance Company Limited.

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2.8. Code of Business Conduct and Ethics for Members of the Board and Senior Management Personnel:

The Company has in place a Code of Business Conduct and Ethics for Members of the Board and Senior Management Personnel (the Code) approved by the Board.

The Company's Code of Conduct embodies its values and expectations to which its corporate standards and employee policies are aligned.

The Code has been communicated to Directors and the Senior Management Personnel.

The updated version of the Code has also been displayed on the Company's website in the following link provided in the page no. 94 of this Annual Report.

All the Members of the Board and Senior Management Personnel have confirmed compliance with the Code for the year ended 31st March 2025. The Annual Report contains a declaration to this effect signed by the Director & Group Chief Financial Officer.

2.9 Appointment / Re-appointment of Directors:

In terms of Regulation 36(3) of the Listing Regulations, a brief resume of Directors proposed to be appointed/ re-appointed, nature of their expertise in specific functional areas, other directorships and committee memberships, shareholdings and relationships, if any, with other Directors along with listed entities from which the Director has resigned in the past three years are provided in the Notice convening AGM of the Company

2.10 Committees of the Board:

The Board of Directors is committed to strong corporate governance and has established the following committees to provide focused oversight and enhance accountability:

Mandatory Committees:

- **Audit Committee:** Responsible for overseeing the integrity of the Company's financial reporting process.
- **Risk Management Committee:** Identifies, assesses, and mitigates potential risks facing the Company.
- **Stakeholders' Relationship Committee:** Facilitates communication, redressal of grievances and fosters positive relationships with all stakeholders.
- **Nomination and Remuneration Committee:** Recommends qualified candidates for Board positions and oversees executive compensation practices.
- **Corporate Social Responsibility Committee:** Develops and implements the Company's social responsibility initiatives.
- **Asset Liability Management Committee:** Manages liquidity risk, market risks, and other funding / asset related risks for effective risk management in its portfolios.

Non-Mandatory Committee:

- **Administrative Committee:** Handles administrative matters as delegated by the Board.
- **Scheme Implementation Committee:** Manages the matters related to the Composite Scheme of Arrangement.

The Company is registered with Reserve Bank of India (RBI) as a Core Investment Company effective 14th March 2024 and complied with the constitution of committees as per RBI requirements.

The Board establishes the terms of reference for each committee and regularly reviews their performance. Committee meetings are chaired by designated members who report key discussions and decisions to the full Board. Minutes of all Committee meetings are presented at subsequent Board meetings for comprehensive oversight

3. Audit Committee

The primary objective of the Audit Committee is to monitor and provide effective supervision of the management's financial reporting process with a view to ensure accurate, timely and proper disclosure and transparency, integrity and quality of financial reporting.

3.1 Brief description of terms of reference:

The Audit Committee of the Company is entrusted with the responsibility to supervise the Company's internal control and financial reporting process and *inter-alia* performs the following functions:

- Oversight of company's financial reporting process and disclosure of its financial information to ensure that the financial statements are fair and transparent, sufficient, and credible.
- The role of the Audit Committee would include the review and audit the working of the management of the company in terms of the profitability, cost control and performance of credit exposures.
- Recommending the appointment of and removal of external and internal auditors, fixation of audit fee and approval for payment for any other services.
- Approval of Annual Plans before it is placed before the Board.
- Reviewing with the management the quarterly and annual financial statements before submission to the Board, focusing, primarily on the following as may be applicable.
 1. Accounting policies and practices followed and any deviations or changes with reference to the earlier policies and practices.
 2. Major accounting entries based on exercise of judgment by management.
 3. Qualifications in draft audit report.

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4. Significant adjustments arising out of audit.
 5. The going concern assumption.
 6. Compliance with accounting standards.
 7. Compliance with the legal requirements concerning financial statements.
 8. Any related party transaction i.e. transactions of the Company of material nature, with promoters or the management, their subsidiaries or relatives etc. that may have potential conflict with the interest of the company at large.
- Reviewing with the management, reports of external and internal auditors, and the adequacy of internal control systems.
 - Reviewing the adequacy of internal audit function, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure, coverage and frequency of internal audit, plan and scope of internal audit.
 - Discussion with internal auditors any significant findings and follow up thereon.
 - Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud, irregularity, or a failure of internal control systems of a material nature and reporting the matter to the Board.
 - Discussion with external auditors before the audit commences on the nature and scope of audit as well as have post audit discussion to ascertain any area of concern.
 - Reviewing the company's financial and risk management policies.
 - Review of company's asset position, realisability and other related matters in respect of collateral securities, sale of properties etc.,
 - To look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of dividends declared) and creditors, if any.
 - To review the quarterly and annual financial statements before submission to the Board and ensure compliance of internal control systems.
 - Authority to investigate into any matter referred to it by the Board.
 - All other roles / responsibilities of audit committee as specified in Section 177 and other applicable provisions of Companies Act, 2013, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Master Direction - Reserve Bank of India (Non-Banking Financial Company - Scale Based Regulation) Directions, 2023, Master Direction - Core Investment Companies (Reserve Bank) Directions, 2016 and Master Direction - Monitoring of Frauds in NBFCs (Reserve Bank) Directions, 2016.

The subjects reviewed and recommended in the meetings of the Audit Committee were apprised to the Board by the Chairman of the Committee, for its approval. All the recommendations made by the Committee during the year under review, were accepted by the Board.

3.2 Composition, name of members and the Chairman:

As at 31st March 2025, the Committee consists of the following Director's viz., M/s R Gopalan, Anuj Shah and Sasikala Varadachari.

The composition of the Committee is in accordance with the requirements of Regulation 18 of Listing Regulations read with Section 177 of the Act. There is no regular Chairperson for the Audit Committee. Mr R Raja Prakash, Company Secretary acts as the secretary of the Committee.

Ms Sasikala Varadachari, Chairperson of the last Audit Committee meeting was present at the last AGM held on 8th August 2024 to answer the Shareholder queries, as there is no regular Chairperson for the Audit Committee.

3.3 The particulars of meetings and attendance by the members of the Committee, during the year under review, are given in the table below:

Date of the Meetings	Members present (M/s)		
	SASI	RG	AS
09-05-2024	✓	✓	✓
08-08-2024	✓	✓	✓
22-10-2024	✓	✓	✓
28-01-2025	✓	✓	✓
27-03-2025	✓	✓	✓

✓ - Attended the meeting

[SASI - Ms Sasikala Varadachari, RG - Mr R Gopalan & AS- Mr Anuj Shah]

4. Subsidiary Companies

The Company has four direct subsidiaries viz.,

Listed Companies:

1. TVS Motor Company Limited (TVSM)

Unlisted Companies:

2. Home Credit India Finance Private Limited
3. TVS Digital Limited (formerly known as TVS Housing Ltd)
4. TVS Holdings (Singapore) Pte Limited.

The other indirect (step-down) Indian Unlisted subsidiaries of the Company are Sundaram Auto Components Limited (SACL), TVS Motor Services Limited, TVS Electric Mobility Ltd, DriveX Mobility Private Limited, TVS Credit Services Limited (TVS CS), Harita ARC Private Limited, TVS Housing Finance Private Limited and Harita Two-wheeler Mall Private Limited.

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The other indirect (step-down) Foreign subsidiaries are TVS Motor (Singapore) Pte. Ltd, TVS Motor Company (Europe) B.V, PT TVS Motor Company Indonesia, TVS Motor Company DMCC, Dubai, The Norton Motorcycle Co Limited, UK, TVS Digital Pte Ltd, Singapore (TVS Digital), The Go Corporation, Switzerland (GO AG), Swiss E-Mobility Group (Holding) AG (SEMG), EBCO Limited, UK, Celerity Motor GmbH, Germany, EGO Movement Stuttgart GmbH, Swiss E-Mobility Group (Schweiz) AG, Swiss E-Mobility Group (Osterreich), GmbH, Colag E-Mobility GmbH and Alexand'Ro Edouard'O Passion Vélo Sàrl.

During the year under review, the following Companies ceased to be a Subsidiary / associate of the Company effective 31st December 2024:

- TVS Emerald Limited (Formerly known as Emerald Haven Realty Limited)

Subsidiaries of TVS Emerald Limited

- Emerald Haven Development Limited
- Emerald Haven Maintenance Services Private Limited
- Emerald Haven Realty Developers (Paraniputhur) Private Limited
- Emerald Haven Town & Country Private Limited
- Emerald Haven Life Spaces (Radial Road) Limited
- Emerald Haven Property Development Limited
- Happiness Harmony Property Developers Private Limited
- Emerald Haven Towers Limited
- Emerald Haven Properties Private Limited
- Emerald Haven Residences Private Limited
- Emerald Haven Builders Private Limited
- Emerald Haven Life Spaces 2 Private Limited
- Emerald Haven Life Spaces 3 Private Limited

Associate of TVS Emerald Limited

- Emerald Haven Housing Private Limited

Further, the Company has invested in the following entities and thereby they became Subsidiaries of the Company:

- TVS Digital Limited (effective 16th September 2024)
- Home Credit India Finance Private Limited (effective 3rd February 2025)

Since all the above indirect subsidiaries are subsidiaries of TVSM, being the listed subsidiary, the Audit Committee of TVSM reviews the financial statements and in particular the investments made by the said unlisted subsidiaries in compliance with the Regulation 24(7) of the Listing Regulations. The minutes of the Board meetings of the said unlisted subsidiaries are periodically placed before the Board of TVSM. In addition to that, the Audit Committee of TVSM reviews the financial statements and in particular the investments made by the said unlisted subsidiaries.

The minutes of the Board meetings of the said unlisted subsidiaries, wherever applicable, are periodically placed before the Board of the Company. The Board is periodically informed about all significant transactions and arrangements entered into subsidiaries. Also, the financial statements, in particular, the investments made by these unlisted subsidiaries are placed before the Audit Committee of the Company for its review.

Material Subsidiaries Policy

The Board has duly formulated a policy for determining 'material subsidiaries'. As per the Listing Regulations 2015, material subsidiary means a subsidiary whose turnover or net worth exceeds 10% of the consolidated turnover or net worth respectively, of the listed entity and its subsidiaries in the immediately preceding accounting year.

Further, as per Regulation 24(1) of the Listing Regulations, if turnover or networth of an unlisted subsidiary (both Indian and Overseas) exceeds 20% of the consolidated turnover or networth respectively, of the listed entity and its subsidiaries in the immediately preceding accounting year, such unlisted material subsidiary is required to have on its Board at least one independent director of the listed entity.

For the year 2024-25, TVS Motor Company Limited was the only subsidiary which was covered under the revised definition of material subsidiary in terms of the Regulation 16(1)(c) of the Listing Regulations.

For the year 2025-26, Home Credit India Finance Private Limited has become unlisted material subsidiary as per Regulation 16(1)(c) and Regulation 24(1) of the Listing Regulations. and the Company will comply with the requirement of Regulation 24(1) of the Listing Regulations.

Since, TVSM, the Company's Listed subsidiary has complied with the requirements laid down under the Listing Regulations for its material subsidiaries, the Company has fully complied with the provisions of this regulation with respect to the indirect material subsidiaries under TVSM.

The Company has also ensured that all the identified material unlisted subsidiaries incorporated in India have obtained secretarial audit report from a Company Secretary in Practice for FY 2024-25 and annexed with the Annual Report of TVSM, a listed subsidiary of the Company, in compliance with Regulation 24 of the Listing Regulations.

Copy of the Material Subsidiary policy is available on the Company's website in the link provided in page no. 94 of this Annual Report.

5. Disclosures

5.1 Materially significant related party transactions:

All transactions entered into with related parties (RPTs), as defined under the Act, 2013 and the Listing Regulations during the financial year 2024-25 were in the ordinary course of business and at arm's length and do not attract the provisions of Section 188(1) of the Act, 2013 and the rules made thereunder.

There were no material RPTs during the year, and hence no approval of the Company was required in terms of the Listing Regulations.

The transactions with the related parties, namely promoters and members of its promoter group, holding, subsidiary and associate companies etc., have been reported in the Annual Report, as per Indian Accounting Standard 24 (IND AS 24) notified vide the Companies (Indian Accounting Standard) Rules, 2015.

Details of related party transactions are enclosed as part of accounts for the year ended 31st March 2025.

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5.2 Related Party Transactions Policy:

The Board has formulated a policy on related party transactions. The Audit Committee reviews and approves transactions (RPTs) between the Company and related parties, as defined under the Listing Regulations, to ensure that the terms of such RPTs would reasonably be expected of transactions negotiated at arm's length and in the ordinary course of business. The Audit Committee meets prior to each scheduled Board meeting to review all RPTs of the Company on a quarterly basis.

In terms of Regulation 23 of the Listing Regulations, all RPTs for the succeeding financial year, with clear threshold limit, are regularly placed before the Audit Committee meeting convened during last quarter of the financial year for its approval and further recommendation to the Board for its approval, wherever required. RPTs entered during the financial year are reviewed at the same meeting for any upward revision in the threshold limit. As required under SEBI Listing Regulations, all the related party transactions were approved only by the Independent Directors.

The Company, being the holding entity, receives royalty from its subsidiaries for brand usage. As per Regulation 23(1A) of Listing Regulations, the materiality threshold for RPTs involving royalty is applicable for the paying listed subsidiaries and not to the Company as a recipient of such royalty.

As per the Companies Act, 2013, any unforeseen RPT involving amount not exceeding ₹ 1 Cr per transaction entered into by a Director or Officer of the Company without obtaining prior approval of the Audit Committee and such RPTs can be ratified by the Audit Committee within three months from the date of such transaction.

Copy of the said Policy is available on the Company's website in the link as provided in page no. 94 of this Annual Report.

The Company has engaged an Independent Audit firm for ensuring correctness of the approach in complying with the criteria on arm's length basis and ordinary course of business for all RPTs entered into by the Company from time to time and the confirmation is presented to the Audit Committee at periodic intervals.

5.3 Disclosure of accounting treatment:

Pursuant to the notification, issued by the Ministry of Corporate Affairs dated February 16, 2015 relating to the Companies (Indian Accounting Standards) Rules, 2015, the Company has adopted "IND AS" with effect from 1st April 2016. Accordingly, the financial statements for the year 2024-25 have been prepared in compliance with the said Rules.

5.4 Risk Management:

a) The Risk Management Committee plays a crucial role in overseeing the Company's risk appetite, tolerance, and strategy.

This function is complemented by a well-established Risk Management Policy, which formalizes the Company's approach to managing material business risks. The policy leverages a combined top-down and bottom-up approach to comprehensively identify, assess, monitor, and manage key risks across all business units.

b) A robust risk management framework ensures regular internal reviews and reporting to the Board.

This process involves identifying and prioritizing business risks based on their severity, likelihood of occurrence, and the effectiveness of current detection methods. The framework also monitors ongoing and potential risk exposures, the effectiveness of the risk management system itself, and adherence to Board-approved risk policies. Senior Management reviews these risks on a quarterly basis. Additionally, process owners are assigned for each risk, and metrics are developed to track and evaluate the effectiveness of mitigation strategies.

The Board is confident that the Company has adequate systems and procedures in place to effectively identify, assess, monitor, and manage risks. This confidence is further bolstered by the Company's Audit Committee, which reviews reports from management and recommends appropriate actions when necessary.

Risk Management Committee

As on 31st March, 2025, the Committee consists of the following Directors viz., Mr R Gopalan, Non-Executive Non Independent Director, Ms Sasikala Varadachari, Mr Anuj Shah, Independent Directors and Mr K Gopala Desikan, Director & Group Chief Financial Officer.

The composition of the Committee is in accordance with the requirements of the Regulation 21 of the Listing Regulations.

Mr R Gopalan, Non-Executive Director is the Chairman of the Committee.

Mr R Raja Prakash, Company Secretary acts as the Secretary of the Committee

The Committee during the year, *inter-alia*, approved the policies required to be adopted by a Core-Investment Company registered with the Reserve Bank of India.

As required under the Listing Regulations, the Committee met on 23rd April 2024, 27th June 2024 and 22nd October 2024 and details of attendance of directors are as follows:

Date of the Meetings	Members present (M/s)			
	RG	SASI	KGD	AS
23-04-2024	✓	✓	✓	✓
27-06-2024	✓	✓	✓	✓
22-10-2024	✓	✓	✓	✓

✓ - Attended the meeting

[RG - Mr R Gopalan, SASI - Ms Sasikala Varadachari, KGD - Mr K Gopala Desikan, AS - Mr Anuj Shah]

Scope:

- Overseeing and approving the Company's enterprise-wide risk management framework;
- Overseeing / identifying / assessing of all risks that the Organization faces such as strategic, financial, credit, marketing, liquidity, security, property, IT, legal, regulatory, reputational;

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- (c) Evaluating that adequate risk management infrastructure is in place and capable of addressing those risks; and
- (d) Monitoring / overseeing the implementation of the risk management policy and reviewing the policy periodically which shall not be less than once in every two years including by considering the changing industry dynamics and evolving complexity.

Role:

- To review various risks measures adopted by the company for identification, measurement, monitoring and mitigation of risks involved in various areas of functioning.
- To approve and review various credit policies including its amendments laid down by the company and monitor performance levels.
- To review and discuss the issues reported in Asset Liability Management Committee in relation to risk aspects.
- Monitoring risk levels and also reviews of results and progress in implementation of decisions taken in earlier meeting.
- To approve and review Enterprise Risk Management framework inter alia approving Risk rating criteria and review of key risks along with mitigants and Risk register.
- To approve and review Risk management policy and its amendments.
- All other roles/responsibilities of Risk Management Committee as specified SEBI (Listing Obligations Disclosure Requirements) Regulations, 2015, Master Direction - Reserve Bank of India (Non-Banking Financial Company- Scale Based Regulation) Directions, 2023, Master Direction - Core Investment Companies (Reserve Bank) Directions, 2016 and other Circulars / Directions of Reserve Bank of India as applicable to NBFCs.

5.5 Instances of non-compliances, if any:

During the year 2023-24, the Company had received notices from BSE and NSE for imposition of fine of Rs. 5,900 each for deviation under Regulation 23(9) of the Listing Regulations pertaining to delay in furnishing the related party transactions for the half year ended 30th September 2023. The Company has filed waiver applications with NSE and BSE along with rationale for delay in submission and the outcome is still awaited.

There were no other instances of non-compliance by the Company or penalty and stricture imposed on the Company by the Stock Exchanges or SEBI or any other statutory authorities on any matter related to the capital markets, during the last three years.

5.6 Disclosure by Senior Management Personnel (SMP):

SMP have made disclosures to the Board that they were no material, financial and commercial transactions that the

Company entered into were these SMPs had any personal interest that could result in a conflict with the interest of the Company at large.

Particulars of senior management personnel of the Company:

S.No.	Name of the Senior Management Personnel (M/s.)	Category
1.	R Raja Prakash	Company Secretary
2.	P Sreejith Raj (appointed effective 28 th January, 2025)	Chief Compliance Officer

5.7 CEO and CFO Certification:

The Managing Director and Director and Group Chief Financial Officer of the Company have certified to the Board on financial and other matters in accordance with Regulation 33 of the Listing Regulations for the financial year ended 31st March, 2025.

5.8 Code of Conduct for Prevention of Insider Trading:

In compliance with SEBI (Prohibition of Insider Trading) Regulations 2015, as amended, the Company has a comprehensive Code of Conduct for Prevention of Insider Trading and the same is being strictly adhered to by the Designated persons (DPs) and their immediate relatives while dealing in Company's securities in excess of the threshold limit as defined under this Code.

The Company also has in place a Code of Practices and Procedures for fair disclosure of "Unpublished Price Sensitive Information" (UPSI) and a Code of Conduct to regulate, monitor and report trading by DPs and their immediate relatives.

The Company follows the closure of trading window from the end of every quarter till 48 hours the UPSI made public. The Company has been advising the DPs and their immediate relatives covered by the Code not to trade in Company's securities during the closure of trading window period. The Company has set up a mechanism for weekly tracking of the dealings of equity shares of the Company by the DPs and their immediate relatives having access to unpublished price sensitive information. In addition, the Company is also closing the trading window for considering the UPSI at the Board meeting and advising the DPs connected with the UPSI.

The Audit Committee also reviewed the Institutional Mechanism for Prevention of Insider trading and the systems for internal control as per Regulation 9A of the SEBI (Prohibition of Insider Trading) Regulations 2015 and declarations from DPs affirming their compliance with the Code for the year 2024-25.

The Company has installed necessary software for maintaining a Structured Digital Database as per the circulars issued by the SEBI. The Company regularly shares the importance of recording the flow of UPSI to the DPs concerned. All DPs have been requested to share emails or any communication containing UPSI with others only for legitimate purposes. Wherever any UPSI is shared by a DP,

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the concerned DPs are requested to record the fact of sharing of UPSI details with other employees, Auditors, Consultants within or outside the Company in the SDD.

5.9 Management Discussion and Analysis Report, Familiarization Programme and Whistle Blower Policy:

All the above Report / Policies form part of the Directors' Report.

5.10 Whistle Blower Policy:

The Company has cultivated a strong reputation over the years for conducting business with the utmost integrity. This commitment is reflected in our zero-tolerance policy for unethical behaviour. To uphold this standard, the Company has established a robust vigil mechanism that allows for the reporting of concerns in compliance with the Act and Listing Regulations. The Board's Audit Committee diligently oversees the functioning of this mechanism. It is affirmed that during the year, no person has been denied access to the Audit Committee.

Whistleblowers are empowered to make protected disclosures through various channels. This system facilitates the reporting of actual or suspected instances of fraud or violations of the Company's Code of Conduct.

Copy of the said Policy is available in the Company's website in the following link is available in page no. 94 of this Annual Report.

6. Nomination and Remuneration Committee (NRC)

The NRC assists the Board in its oversight of Board composition and the maintenance of an effective framework for succession planning and ensuring Board diversity. It also assists with the implementation of the Remuneration Policy, including the fixing of remuneration of the Executive Directors, Key Managerial Personnel (KMPs) (other than Directors) and Senior Managerial Personnel(SMPs).

6.1 Composition of the Committee:

As at 31st March, 2025, NRC consists of M/s R Gopalan, Non-Executive Non Independent Director, Anuj Shah and Sasikala Varadachari, Independent Directors.

Ms Sasikala Varadachari, Chairperson of the last Nomination and Remuneration Committee meeting was present at the last AGM held on 8th August, 2024 to answer the Shareholder queries, as there is no regular Chairperson for the Nomination and Remuneration Committee.

6.2. The particulars of meetings and attendance by the members of the Committee, during the year under review, are given in the table below:

Date of the Meetings	Members present (M/s)		
	SASI	AS	RG
09-05-2024	✓	✓	✓
28-01-2025	✓	✓	✓

✓ - Attended the meeting

[SASI - Ms. Sasikala Varadachari , AS - Mr Anuj Shah, RG - Mr R Gopalan]

6.3 The broad terms of reference of the NRC are as under:

- Guiding the Board for laying down the terms and conditions in relation to the appointment and removal of Director(s), Key Managerial Personnel (KMP) and Senior Management Personnel (SMP) of the Company.
- Evaluating the performance of the Director(s), Board and Committees and providing necessary report to the Board for its further evaluation and consideration.
- Recommending to the Board on remuneration payable to the Director(s), KMP and SMP of the Company based on (i) the Company's structure and financial performance and (ii) remuneration trends and practices that prevail in peer companies across the Core Investment Companies.
- Retaining, motivating and promoting talent amongst the employees and ensuring long term sustainability of talented SMP by creation of competitive advantage through a structured talent review.

6.4 The role / scope of the NRC is as follows:

- To identify persons, who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down and recommend to the board their appointment and removal and carry out evaluation of every director's performance.
- To formulate the criteria for determining qualifications, positive attributes and independence of a director.
- To recommend a policy to the board relating to the remuneration for the directors, key managerial personnel and other employees by ensuring that:
 - the level and composition of remuneration is reasonable and sufficient to attract, retain and motivate directors of the quality required to run the company successfully;
 - relationship of remuneration to performance is clear and meets appropriate performance benchmarks; and
 - remuneration to directors, key managerial personnel and senior management involves a balance between fixed and incentive pay reflecting short and long term performance objectives appropriate to the working of the company and its goals.
- Devise a policy on diversity in the Board;
- Develop a succession plan for the Board and Senior Management Personnel;
- To oversee the framing, review and implementation of compensation policy;
- To work in close coordination with Risk Management Committee (RMC) to achieve effective alignment between compensation and risks;
- To ensure compensation levels are supported by (a) need to retain earnings and (b) need to maintain adequate capital based on Internal Capital Adequacy Assessment Process (ICAAP);

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- To ensure 'fit and proper' status of proposed/existing directors; and
- To ensure that there is no conflict of interest in appointment of directors, KMPs and senior management.
- All other roles/responsibilities of nomination and remuneration committee as specified in Section 178 and other applicable provisions of Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

6.5 Evaluation Criteria

The NRC laid down the criteria for evaluating the performance of every Director, Committees of the Board and the Board as a whole and also the performance of KMP and SMP.

Board Performance Evaluation

- **Composition, Size, and Expertise:** The Board's composition, size, and mix of skills and experience are assessed. The effectiveness of Board meetings is evaluated considering factors such as meeting frequency, discussion quality, decision-making processes, and follow-up actions.
- **Information Quality and Governance:** The quality of information provided to the Board and its adherence to good governance practices are reviewed.
- **Committee Performance:** The performance of various Board committees established for specific purposes is assessed.

Evaluation Methodology

The NRC prescribed a peer evaluation methodology using a set of questionnaires to assess the performance of individual directors, Board committees, the Chairman, and the Board as a whole. The Board conducted the evaluation following this prescribed methodology.

Individual Director Evaluation

The performance of individual directors is evaluated based on their:

- Commitment to their role and fiduciary responsibilities as Board members.
- Attendance and active participation in Board meetings.
- Strategic and lateral thinking abilities.
- Professional contributions and recommendations provided to the Board.
- Leadership or participation in various Board committees.

Senior Management Performance

The performance of SMP is measured against their achievement of business plans approved by the Board throughout the financial year and their annual performance

incentives tied to those achievements. All SMP evaluations are conducted consistently following the established criteria.

NRC has the overall responsibility for evaluating and approving the compensation plans, policies and programmes applicable to SMP. NRC also delegated its authority to the Executive Directors, wherever appropriate, for this purpose.

6.6 Remuneration Policy

The Nomination and Remuneration Policy has been placed on the website of the Company. The details of the website link is available on the Company's website as provided in page no. 94 of this Annual Report. The salient features of the policy are as follows:

NRC has formulated a policy to ensure that -

- the level and composition of remuneration is reasonable and sufficient to attract, retain and motivate Director(s) of the quality required to run the Company successfully;
- the relationship of remuneration to performance is clear and meets appropriate performance benchmarks; and
- the remuneration to Director(s), KMP and SMP of the Company involve a balance between fixed and incentive pay reflecting short and long-term performance objectives appropriate to the working of the Company and its goals.

g. Remuneration to Directors:

Executive Director(s)

The remuneration payable to Managing Director (MD) and Director & Group CFO is fixed by the Board and are within the limits approved by the Shareholders in terms of the relevant provisions of the Act, 2013 read with Regulation 17 of the Listing Regulations.

Particulars of remuneration to Executive Directors for the financial year 2024-25:

(₹ in Cr)

Executive Directors	Salary and Perquisites	Total
Sudarshan Venu, MD	-	-
K Gopala Desikan, D & Group CFO	0.28	0.28

There is no separate provision for payment of severance fees. The notice period is mutually agreed between these Directors and the Board. The tenure of office of Executive Directors is for five years from their respective dates of appointment/re-appointment.

Mr Sudarshan Venu was appointed as Managing Director effective 11th September 2023 for a period of five years on such remuneration to be decided as and when deemed fit by the Board.

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The remuneration payable, if any, in the future, to Mr Sudarshan Venu, MD will be notwithstanding his holding similar position in the subsidiary Company, viz., TVS Motor Company Limited (TVSM) and drawing remuneration, as approved by its shareholders, from time to time, provided that the total remuneration drawn by him as MD from the Company and TVSM does not exceed the higher maximum limit admissible, from any one of these two companies.

The Executive Directors are eligible for commission within the permissible limits approved by the Members and determined by the Board every year depending upon the performance of the Company.

Non- Executive Directors:

Sitting fees

Effective 9th May 2024, sitting fee of ₹ 20,000/- each is paid to the Non-Executive Directors for every meeting of the Board and / or Committee thereof attended by them, which is within the limits, prescribed under the Act, 2013.

Commission

The Company benefits from the expertise, advice and inputs provided by NE-IDs. NE-IDs devote their valuable time in deliberating on strategic and critical issues in the course of Board and Committee meetings of the Company and give their valuable advice, suggestions and guidance to the management of the Company, from time to time and hence, NE-IDs are being paid by way of sitting fees and commission.

At the 59th AGM held on 30th July, 2021, the Shareholders have approved payment of commission to Non-Executive and Independent Directors, based on performance of the Company, not exceeding 1% of the net profits of the Company, in aggregate, subject to a maximum, as determined by the Board, for each such Director for every financial year effective 1st April, 2021.

A commission of ₹ 18 lakhs was approved at the Board Meeting held on 28th April 2025 to each such NE-IDs, who serve as members of any one of the Committees of the Company as well and ₹ 15 lakhs to other NE-IDs for the year 2024-25. The amount of commission for every financial year will be decided by the Board, as approved by the shareholders at the AGM held on 30th July 2021, subject to the limit of 1% of net profits of the Company, in aggregate, as calculated pursuant to Section 198 of the Act, 2013. The above compensation structure is commensurate with the best practices in terms of remunerating NE-IDs and it adequately compensates for the time and contribution made by NE-IDs.

In terms of the amended Listing Regulations, it has also been ensured that the remuneration payable to one NE-ID does not exceed 50% of the total annual remuneration payable to all NE-IDs of the Company.

Presently, the Company does not have a scheme for grant of stock options either to the Directors or employees of the Company.

6.8 Particulars of sitting fees / commission paid to the Non-Executive and Independent / Non-Independent Directors during the financial year 2024-25 are as follows:

(₹ in lakhs)			
Name of the Directors (M/s.)	Sitting fees	Commission	Total
Venu Srinivasan	1.90	-	1.90
R Gopalan	3.50	-	3.50
Sasikala Varadachari	4.10	18.00	22.10
C R Dua	1.20	15.00	16.20
Anuj Shah	3.40	18.00	21.40
Timm Tiller	1.20	15.00	16.20
Total	15.30	66.00	81.30

There are no other pecuniary relationships or transactions of the Non-Executive Directors' vis-a-vis of the Company.

The criteria for making payments to Non-Executive Directors is governed by the Company's Remuneration Policy, which is available on Company's website in the link as provided in page no. 94 of this annual report.

6.9. Details of shareholdings of Non-Executive Directors in the Company as on 31st March, 2025:

Mr Venu Srinivasan, Chairman and Non-Executive Director of the Company holds 13,73,347 shares representing 6.79% of the paid-up equity share capital of the Company.

Except Mr Venu Srinivasan, no other Non-Executive Director held shares or any convertible instruments in the Company.

7. Stakeholders' Relationship Committee (SRC)

7.1. As at 31st March, 2025, the SRC consists of three Members viz., M/s. Anuj Shah, NE-ID, K Gopala Desikan, D&GCFO and Sasikala Varadachari, NE-ID. Mr Anuj Shah, the Chairman of the Committee was present at AGM held on 8th August, 2024 to answer shareholders' queries.

7.2. During the year under review, there were no changes in the constitution of the Committee.

As required by the Listing Regulations, Mr R Raja Prakash, Company Secretary is the Compliance Officer of the Company, who oversees the redressal of investor grievances. For any

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clarification / complaint, the shareholders may contact the Company Secretary

- 7.3. The particulars of meetings and attendance by the members of the Committee, during the year under review, are given in the table below:

Date of the Meeting	Members present (M/s)		
	AS	KGD	SASI
23-10-2024	✓	✓	✓

✓ - Attended the meeting

[AS - Mr Anuj Shah, KGD - Mr K Gopala Desikan, SASI - Ms Sasikala Varadachari]

- 7.4. SRC oversees and reviews all the matters connected with share transfers, issue of duplicate share certificates and other issues pertaining to shares. SRC also looks into various aspects of interests:

- Resolving the grievances of the security holders of the listed entity including complaints related to transfer/transmission of shares, non-receipt of annual report, general meetings etc;
- Review of measures taken for effective exercise of voting rights by shareholders; and
- Review of adherence to the service standards adopted by the listed entity in respect of various services being rendered by the Registrar & Share Transfer Agent.
- Other roles / responsibilities of Stake Holders Relationship Committee as specified in SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The Company, in order to expedite the process of share transfers delegated the power of share transfers to an officer of the Share Transfer Agent (STA). The Company, as a matter of policy, disposes of investors' complaints within the prescribed days.

- 7.5. Complaints received and redressed during the year 2024-25:

Sl. No.	Nature of Complaint	No. of Complaint
1.	TDS related issue	2
2.	Request for information relating to cost of acquisition	1
3.	Transmission	1

- 7.6. All the queries and complaints received during financial year ended 31st March, 2025, were duly redressed and no queries were pending at the year end.

All requests for dematerialization of shares were carried out within the stipulated time period and no request for dematerializing the share certificates was pending.

- 7.7. Reconciliation of Share Capital Audit:

A firm of Practising Company Secretary carries out Reconciliation of Share Capital (RSC) Audit on a quarterly basis

to reconcile the total admitted capital with National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL). The reports are being regularly placed before the board for its perusal.

The RSC audit reports confirmed that the total issued and listed capital was in agreement with the total number of shares in physical form and in dematerialized form held with NSDL and CDSL.

8. Corporate Social Responsibility Committee (CSR)

As at 31st March 2025, CSR Committee consists of three Directors viz., M/s Venu Srinivasan, Sudarshan Venu and Anuj Shah.

Mr Venu Srinivasan is the Chairman of the Committee.

The details of CSR Policy, initiatives and spending are disclosed in the Annexure - III to the Directors Report.

The particulars of meetings and attendance by the members of the Committee, during the year under review, are given in the table below:

Date of the Meetings	Members present (M/s)		
	VS	SV	AS
09-05-2024	✓	LOA	✓

✓ - Attended the meeting LOA - Leave of absence

[VS - Mr Venu Srinivasan, SV - Mr Sudarshan Venu, AS - Mr Anuj Shah]

- To review, agree and establish the Company's corporate strategy to ensure that CSR is and remains an integral part of its business strategy;
- To review the standards, policies and conduct of the Company relating to the application of CSR principles;
- To review the effectiveness of the compliance programme, including compliance with the Code of Conduct;
- To review reports of CSR progress and audits of CSR performance against key performance indicators across programme areas;
- To review an annual budget for CSR activities approved by the Board, as part of the overall budget;
- To ensure that the Company's website communicates and reports its CSR approach and performance in a timely, complete and coherent manner;
- To perform such other function related or incidental to the CSR Policy of the Company, at the request of the Board;
- Identify CSR activities to be undertaken in terms of the provisions of the Act and Rules thereunder, provided such activities are indicated in the CSR Policy;
- Subject to the provisions of the Act, recommend the locations for carrying out CSR activities;
- Recommend the expenditure to be incurred & monitor the CSR Policy from time to time.
- All other roles/responsibilities of audit committee as specified in Section 135 of Companies Act, 2013 and Companies (Corporate Social Responsibility) Rules, 2014.

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Amendment to various policies

The Board at its meeting held on 8th August 2024, has reviewed all the policies and amendments were made to the following policies in accordance with the requirements under the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 to ensure their continued compliance with the latest regulatory amendments.

- a) Code of conduct to Regulate, Monitor and Report Trading by Designated Persons and their immediate relatives.
- b) Corporate Social Responsibility Policy.
- c) Determination of materiality of an event Policy.
- d) Dividend Distribution Policy.
- e) Forex Policy.
- f) Material Subsidiary Policy.
- g) Nomination and Remuneration Policy.
- h) Related Party Transaction Policy.

The changes relate to the following:

- Compliance with law - pursuant to the recent amendments in the applicable law, adequate revisions have been carried out in the policies to ensure these changes are being reflected in the policies and are up to date with the rules and regulations in accordance with which the Company has formulated these policies. Further, the Company has attempted to expressly include the provisions under applicable law to make the policies more comprehensive.
- Structural changes - with an intention to bring out more clarity and to make the policies easier to interpret, the Company has carried out certain structural changes in certain policies. This increases the readability of the policies and ensures that the intention behind the provisions are laid out clearly.

9. Asset Liability Management Committee (ALCO):

The Company constituted an Asset Liability Management Committee (ALCO), in terms of Guidelines issued by RBI to NBFCs in order to manage liquidity risk, market risks, and other funding / asset related risks for effective risk management in its portfolios.

Terms of reference for ALCO:

- Adherence to the financial and credit limits set by the Board in its operations.
- Deciding business strategy on the assets and liabilities side in line with the budget and risk management objectives of the Company.
- Responsible for balance sheet planning from risk return perspective and asset liability mix position.
- Strategic management of interest rate risks, liquidity risks and other market risks.
- Responsible for business issues like product pricing for its asset and liability products.

- To review funding plan, ALM coverage, Interest rate sensitivity statements, liquid coverage ratios, fixation of limits and monitoring against limits.
- Approve credit facilities from various banks / financial institutions and to authorize directors / officials of the company for this purpose credit facilities upto the limits delegated by the Board.
- Approve and review ALCO policy and its amendments.
- All other roles/responsibilities of ALCO as specified in Master Direction - Reserve Bank of India (Non-Banking Financial Company- Scale Based Regulation) Directions, 2023 and Master Direction - Core Investment Companies (Reserve Bank) Directions, 2016.

The Board at its meeting held on 8th August, 2024 constituted the Committee by appointing Mr. K Gopala Desikan, Director and Group Chief Financial Officer as the Chairman and M/s Anuj Shah and Sasikala Varadachari as Members.

The particulars of meetings and attendance by the members of the Committee, during the year under review, are given in the table below:

Date of the Meeting	Members present (M/s)		
	KGD	AS	SASI
28-01-2025	✓	✓	✓

✓ - Attended the meeting; LOA - Leave of absence

[KGD - Mr K Gopala Desikan, AS - Mr Anuj Shah, SASI - Ms Sasikala Varadachari]

The matters reviewed and recommended in the meetings of ALCO were apprised to the Board by the Chairman of the Committee, for its approval. All the recommendations made by ALCO during the year under review, were accepted by the Board.

10. Administrative Committee:

The Administrative Committee consists of three Directors viz., M/s Venu Srinivasan, R Gopalan and Sasikala Varadachari. Mr Venu Srinivasan is the Chairman of the Committee.

The particulars of meetings and attendance by the members of the Committee, during the year under review, are given in the table below:

Date of the Meetings	Members present (M/s)		
	VS	RG	SASI
10-05-2024	✓	✓	✓
07-06-2024	✓	✓	✓
08-08-2024	✓	✓	✓
22-01-2025	✓	✓	✓

✓ - Attended the meeting

[VS - Mr Venu Srinivasan, RG - Mr R Gopalan, SASI - Ms. Sasikala Varadachari]

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Terms of reference

- Approving the powers to be vested in officials of the company from time to time, for carrying out the day-to-day operations to sign documents, certificates, etc., to be submitted to Government, Quasi-Government authorities, statutory corporations, telephones, telecom authorities, electricity board authorities, income tax, sales tax, excise, customs and other revenue authorities and to authorize opening and operation of bank accounts.
- To execute documents in favour of banks / financial institutions for availing credit facilities such as term loans, working capital facilities - both fund based and non fund based (including

ad hoc working capital limits), deferred payment credits, equipment credit and such other borrowings within the limits approved by the board.

11. General body meeting:

11.1 Location and time where the AGMs were held during the last three years:

Year	Location	Date	Time (IST)
2021-22	Through VC/OAVM	28.06.2022	10.35 A.M.
2022-23	Through VC/OAVM	25.07.2023	03.00 P.M.
2023-24	Through VC/OAVM	08.08.2024	03.15 P.M.

11.2 Special resolutions passed in the previous three AGMs:

During the last three AGMs mentioned above, no approvals of the shareholders were obtained by passing special resolutions.

11.3 Postal Ballot:

None of the subjects placed before the shareholders in the last/ensuing AGM required / requires approval by Postal Ballot. However, in terms of the Regulation 44 of the Listing Regulations and Section 108 of the Act, 2013 read with the Companies (Management and Administration) Rules, 2014, the Company facilitated its members to exercise their right to vote through Remote e-Voting and e-Voting at the meeting for all the items approved at the AGM held on 8th August, 2024.

During the year 2024-25, the consent of the shareholders was sought for by way of Special Resolutions through Postal Ballot for the below item:

Below item:								
Sl. No.	Date of Notice of Postal ballot	Item	Votes Polled	Votes cast				Effective date of passing the resolution
				Favour		Against		
				No. of votes	%	No. of votes	%	
1.	8 th August 2024	Approval for the amendment to Objects Clause of the Memorandum of Association (MoA) of the Company	1,74,83,812	1,74,83,618	100	194	-	15.10.2024
2.		Approval for the adoption of Memorandum of Association as per the provisions of the Companies Act, 2013	1,74,49,212	1,74,49,017	100	195	-	
3.		Approval for the adoption of new set of Articles of Association (AoA) of the Company as per the provisions of the Companies Act, 2013	1,74,49,146	1,73,51,448	99	97,698	1	
4.		Approval for increasing the limits of borrowing by the Board of Directors of the Company under Section 180(1)(c) of the Companies Act, 2013	1,76,77,354	1,76,57,877	100	19,477	-	05.12.2024
5.	23 rd October 2024	Seeking approval under Section 180(1)(a) of the Companies Act, 2013, <i>inter alia</i> , for creation of mortgage or charge on the assets, properties or undertaking(s) of the Company	1,76,77,346	1,76,57,690	100	19,656	-	

In accordance with General Circular Nos. 14/2020 dated April 8, 2020 and 17/2020 dated April 13, 2020 and 20/2020 dated May 5, 2020 read with other relevant circulars, including General Circular No. 3/2022 dated May 5, 2022, 11/2022 dated December 28, 2022 and 09/2023 dated 25th September 2023 issued by the Ministry of Corporate Affairs ("MCA Circulars") and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the Listing Regulations, 2015), the above resolutions were passed by means of e-Voting only. All the above said Special Resolutions were passed with requisite majority of the shareholders on the last date of e-Voting. Voting results of the Postal Ballot are available on the website of the Stock Exchanges and website of the Company.

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11.4 Person who conducted the Postal Ballot exercise:

M/s. B Chandra & Associates, Practising Company Secretaries were appointed to act as the scrutinizers for conducting the Postal Ballot through e-Voting in a fair and transparent manner.

11.5 Procedure for Postal Ballot:

- a. The Board of Directors, vide resolution dated 8th August 2024 and 23rd October, 2024 respectively, had appointed B Chandra & Associates, Practising Company Secretaries as the scrutinizer.
- b. The details of the dispatch of the Postal Ballot Notice together with Statement was completed as per the below mentioned table to all the shareholders whose name(s) appeared on the Registers of Members/list of beneficiaries as on the 'Cut-off Date(s)'.
- c. The said notice(s) of Postal Ballot(s) have been sent only in electronic mode to the Members, whose e-mail IDs were registered with the Company or the Depository Participants.
- d. The Scrutinizer had submitted his report on after scrutiny and the results were announced as tabled below:

S. No.	Postal Ballot (Board Meeting approved date)	Dispatch date	Cut-off Date	e-Voting period (9.00 a.m - 5.00 p.m.)
1.	8 th August 2024	13 th September 2024	6 th September 2024	16 th September 2024 to 15 th October 2024
2.	23 rd October 2024	5 th November 2024	1 st November 2024	6 th November 2024 to 5 th December 2024

There is no immediate proposal for passing any resolution through postal ballot. However, if required, the same shall be passed in compliance with provisions of the Companies Act, 2013, the Listing Regulations or any other applicable laws.

12. Means of communication to shareholders

The board believes that effective communication of information is an essential component of corporate governance. The Company regularly interacts with shareholders through multiple channels of communication such as results announcement, annual report, media releases, Company's website and specific communications to Stock Exchanges, where the Company's shares are listed.

12.1 Quarterly results:

The Company's quarterly/half-yearly/annual financial results were sent to the Stock Exchanges and were published in English and Regional newspapers. They are also available on the website of the Company and the stock exchanges on which securities of the Company are listed.

12.2 Newspapers wherein results are normally published:

The results are normally published in English Newspapers viz., The Hindu, Business Line, Economic Times and Regional Newspaper viz., Dinamani and are also available on the website of the Company.

12.3 Website:

The Company is maintaining a functional website www.tvsholdings.com. This website contains all the information and other details as may be required under the Regulation 46 of Listing Regulations. The Company ensures that the contents of this website are periodically updated.

12.4 Press Release & Investor / Analysts meet:

In addition, the Company makes use of this website for publishing official news release and presentations, if any, made to institutional investors / analysts.

13. General shareholder information

13.1 Annual General Meeting:

Day, Date and time : Friday, 22nd August 2025 at 3.30 P.M. (IST) through Video conferencing/OAVM

13.2 Financial year : 1st April to 31st March

Financial calendar : 2025-26

Financial reporting : For the quarter ending

30th June 2025 : Before 14th August 2025

30th September 2025 : Before 14th November 2025

31st December 2025 : Before 14th February 2026

31st March 2026 : Before 30th May 2026

13.3 Particulars of dividend payment:

Particulars of dividend declaration / payment are disclosed in the Directors' Report. Dividends were declared in compliance with the Dividend Distribution Policy of the Company.

Dividend distribution policy

SEBI vide its circular No. SEBI/ LAD-NRO/ GN/ 2016-17/008 dated 8th July 2016 mandated the top 500 listed companies based on the market capitalization to formulate Dividend Distribution Policy which shall be disclosed in their annual reports and on their websites.

Accordingly, the Board at its meeting held on 24th January, 2017 had formulated a Dividend Distribution Policy, the details of which are available on the Company's website in the link as provided in page no. 94 of this Annual Report.

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13.4 Listing on Stock Exchanges:

Name of the Stock Exchange	Address of Stock Exchange
BSE Limited (BSE)	Phiroze Jeejeebhoy Towers Dalal Street, Mumbai 400 001, India Tel.: 91 22 2272 1233 Fax : 91 22 2272 1919
National Stock Exchange of India Limited (NSE)	Exchange Plaza, Plot No. C/1, G-Block, Bandra Kurla Complex, Bandra (East), Mumbai 400 051, India Tel.: 91 22 2659 8100 Fax : 91 22 2659 8120
ISIN allotted by Depositories (Company ID Number)	
Equity	INE105A01035
Debentures	INE105A08022 & INE105A08030

(Note: Annual listing fees and custodial charges for the year 2024-25 were duly paid to the above Stock Exchanges and Depositories)

13.5 Share Transfer Agents and share transfer system:

- The Company has appointed Integrated Registry Management Services Private Limited, which has been registered with SEBI as Category-I Registrar & Transfer Agent (RTA) with Regn. No. INR000000544, as the Share Transfer Agent of the Company (STA) with a view to rendering prompt and efficient service to the investors and in compliance with the Regulation 7 of the Listing Regulations. The Shareholders have also been advised about this appointment of STA to handle share registry work pertaining to both physical and electronic segments of the Company.
- All matters connected with the share transfer, dividends and other matters are being handled by STA located at the address mentioned in this Report.
- All requests for dematerialization of securities are processed and the confirmation is given to the depositories within the prescribed time. Grievances received from investors and other miscellaneous correspondence relating to change of addresses, mandates etc., is processed by STA within the prescribed time.
- Certificates have also been received from a company secretary-in-practice and submitted to the Stock Exchanges, on a quarterly basis, for timely dematerialization of shares of

the Company and for reconciliation of the share capital of the Company, as required under SEBI (Depositories and Participants) Regulations, 1996.

- The Company, as required under the Regulation 6(2)(d) of Listing Regulations, has designated the following e-mail IDs, namely corpsec@tvsholdings.com for the purpose of registering complaints, if any, by the investors and expeditious redressal of their grievances.
- Shareholders are, therefore, requested to correspond with STA for transfer / transmission of shares, change of address and queries pertaining to their shareholding, dividend, etc., at their address given in this Report.

13.6 Shareholding pattern of the Company as on 31st March, 2025:

Category of Shareholder	No. of shares held	%
Promoter and Promoter Group		
Individual	15,96,133	7.89
Bodies Corporate	1,34,67,265	66.56
Total (A)	1,50,63,398	74.45
Public Shareholding		
Mutual Funds	17,05,990	8.43
Banks / Financial Institutions / NBFCs	52	-
Insurance Companies	2,38,048	1.18
Bodies Corporates where Central / State Government is a Promoter	4,718	0.02
Foreign Portfolio Investors	5,43,989	2.69
Alternative Investment Funds	1,36,488	0.67
Total Institutions (B)	26,29,285	12.99
Bodies Corporate	2,52,007	1.25
Individuals holding nominal capital in excess of ₹ 2 lakhs	2,92,826	1.45
Individuals holding nominal capital up to ₹ 2 lakhs	17,68,751	8.74
NRI	95,429	0.47
Foreign National (IND)	83	-
Directors & their relatives	8,608	0.04
Clearing members	55	-
Investor Education Protection Fund	46,035	0.23
Others	75,627	0.37
Total Non-Institutions (C)	25,39,421	12.55
Total Public Shareholding (D) = (B+C)	51,68,706	25.55
Grand Total (A+D)	2,02,32,104	100

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13.7 Distribution of Shareholding as on 31st March 2025:

Shareholding	No of Shares	% of Shares	No. of Holders	% of Holders
Upto 500	13,40,309	6.62	35,371	98.63
501 - 1000	1,59,496	0.79	223	0.62
1001 - 2000	1,61,060	0.80	111	0.31
2001 - 3000	92,894	0.46	37	0.1
3001 - 4000	91,776	0.45	27	0.08
4001 - 5000	49,646	0.24	11	0.03
5001 - 10000	2,19,913	1.09	30	0.08
10001 and above	1,81,17,010	89.55	54	0.15
Total	2,02,32,104	100.00	35,864	100.00

13.8 Dematerialization of shares and liquidity:

The promoter and promoter group holding consisting of 1,50,63,398 Equity shares of ₹ 5/- each has been fully dematerialized. Out of 2,02,32,104 Equity Shares of ₹ 5/- each held by persons other than promoters, 2,01,77,140 Equity Shares have been dematerialized as on 31st March 2025 accounting for 99.73%.

13.9 The Company has not issued any Global Depository Receipt/ American Depository Receipt / Warrant or any convertible instrument, which is likely to have impact on the Company's Equity.

13.10 Other Disclosures

- Pecuniary relationships or transactions with IDs vis-a-vis the Company during the year under review, do not exceed the threshold limit as laid down under the Listing Regulations.
- During the year, there were no materially significant transactions with related parties that may have potential conflict with the interests of the Company at large.
- Company has a forex hedging policy and covers are appropriately taken to cover the currency risk. The exposure and cover taken are reviewed by the Audit Committee on regular basis.
- Company is not a dealer in Commodities. Prices payable to vendors for raw materials and components are negotiated based on internationally available data. Cost of manufacture of all products are reviewed at regular intervals and wherever required suitable price changes in two-wheeler and three-wheeler are done based on market conditions.
- Loans and advances in the nature of loans to firms/companies in which Directors are interests by name and amount - Nil
- Details of utilization of funds raised through preferential allotment or qualified institutions placement as specified under Regulation 32 (7A). - Not Applicable
- The Company has complied with the corporate governance requirements as per Regulation 17 to 27 and website disclosure requirements as per Regulation 46(2) of Listing Regulations.

h) During the year, there has been no instance where the Board did not accept the recommendation of its committees.

The Company has not entered into any commodity derivatives with any of the bankers and hence the disclosure of exposure in commodity risks faced by the Company does not required, as directed in the SEBI Master Circular SEBI/HO/CFD/PoD to / CIR/ P/0155 dated 11th November, 2024.

13.11 Plant locations : Not Applicable

13.12 Address for investors correspondence :

(i) For transfer / dematerialisation of shares, payment of dividend on shares and any other query relating to the shares of the Company	Integrated Registry Management Services Limited; Share Transfer Agent (STA) Unit: TVS Holdings Limited Chennai - 600 006
(ii) for any query on non-receipt of annual report	Email : einward@integratedindia.in
(iii) for Investors grievance & general correspondence	Email : einward@integratedindia.in corpsec@tvsholdings.com
(iv) Debenture Trustees	a) Catalyst Trusteeship Limited (for ISIN : INE105A08022) GDA House, First Floor, Plot No. 85, Bhusari Colony (Right), Kothrud, Pune, Maharashtra, India - 411038 E-mail: ComplianceCTL-Mumbai@ctltrustee.com b) Beacon Trusteeship Limited (for ISIN : INE105A08030) Address: 4C & D Siddhivinayak Chambers, Gandhi Nagar, Opp MIG Cricket Club, Bandra East (E), Mumbai - 400051 E-mail: compliance@beacontrustee.co.in

13.13 List of Credit Ratings:

Details of Credit Ratings assigned / upgraded in respect of the Company's loan facility/ instruments are given below:

S. No.	Facilities	Amount (in Cr)	Rating Agency	Rating	Ration Action
1	Bank loan facility	650	CRISIL Ratings Limited	Long term rating 'CRISIL AA+/Stable'	Upgraded from 'CRISIL AA/ Positive'
2	Non-Convertible Debentures	1000		CRISIL AA+/Stable'	
3	Non-Convertible Debentures	750	CARE Ratings Limited	CARE AA+ / Stable	Assigned

13.14 Certificate from Practicing Company Secretary:

The Company has received a certificate from the Secretarial Auditor of the Company stating that none of the directors on the board of the Company have been debarred or disqualified from

TVS Holdings Limited
(Formerly known as Sundaram-Clayton Limited)

being appointed or continuing as directors of companies by the Board / Ministry of Corporate Affairs or any such statutory authority.

13.15 Fees paid to Statutory Auditor on a consolidated basis:

During the year, the Company has paid ₹ 35 lakhs to the statutory Auditors for all services received by the listed entity on a consolidated basis.

13.16 Sexual Harassment at workplace:

During the year under review, there were no complaints filed, disposed or pending as at the end of the financial year, under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013.

An Internal Committee (IC) is constituted by the Company to consider and resolve the sexual harassment complaints reported by women. The constitution of the IC is as per the Sexual Harassment of women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 and the committee includes external members from NGOs or with relevant experience.

13.17 Disclosure on compliance with the issue of Debt securities for incremental borrowings by Large Corporates:

The Company does not fall under the definition of Large Corporate and hence was not required to raise a minimum of 25% of its incremental borrowings during the Financial Year by way of issuance of debt securities.

13.18 Details of material subsidiaries of the listed entity

For the financial year 2024-25, the TVS Motor Company Limited was the material subsidiary of the Company.

Home Credit India Finance Private Limited has become a material subsidiary of the Company for FY 2025-26.

The relevant information of the material subsidiaries are given below:

Particulars	TVS Motor Company Limited	Home Credit India Finance Private Limited
Date of Incorporation	10.06.1992	01.10.1997
Place of Incorporation	Chennai	Delhi
Name of the Auditor	Sundaram & Srinivasan	S.R. Dinodia & Co. LLP
Date of Appointment	24.07.2023	09.09.2024
Name of Joint Auditor	Not applicable	Not applicable
Date of Appointment	Not applicable	Not applicable

14. Compliance with mandatory / non-mandatory requirements:

The Company has complied with all applicable mandatory requirements in terms of Regulation 34 of the Listing Regulations. The Company complied with the following discretionary requirements of the Listing Regulations:

For the financial year 2024-25, the Company's financial statements are with unmodified opinion.

15. Request to shareholders

Shareholders are requested to follow the general safeguards / procedures as detailed hereunder in order for the Company to serve them efficiently and avoid risks while dealing in the securities of the Company.

15.1 Demat of Shares:

Shareholders are requested to convert their physical holding to demat / electronic form through any of the DPs to avoid any possibility of loss, mutilation etc., of physical share certificates and also to ensure safe and speedy transaction in securities.

15.2 Registration of Electronic Clearing Service (ECS) mandate:

SEBI has made it mandatory for all companies to use the bank account details furnished by the Depositories for payment of dividend through ECS to investors wherever ECS and bank details are available. The Company will not entertain any direct request from Members holding shares in electronic mode for deletion of / change in such bank details. Members who wish to change such bank account details are therefore requested to advise their DPs about such change, with complete details of bank account.

ECS helps in quick remittance of dividend without possible loss / delay in postal transit. Shareholders, who have not earlier availed this facility, are requested to register their ECS details with the STA or their respective DPs.

15.3 Transfer of shares:

In terms of the Listing Regulations securities of listed companies can only be transferred in dematerialised form with effect from April 1, 2019. In view of the above, members are advised to dematerialise equity shares held by them in physical form. The Securities and Exchange Board of India (SEBI) has also, vide its Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/ CIR/2022/8 dated 25.01.2022, mandated listed Companies to issue the securities in dematerialized form only, while processing the following service request viz., Issue of duplicate securities certificate; Claim from Unclaimed Suspense Account; Renewal/Exchange of securities certificate; Endorsement; Subdivision/Splitting of securities certificate; Consolidation of securities certificates/folios; Transmission and Transposition. Members holding shares in physical form are requested to submit such service request in Form ISR 4 along with necessary documents/details specified therein, as prescribed by SEBI.

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15.4 Non-furnishing of PAN, KYC details & Nomination:

SEBI has mandated submission of PAN, KYC and nomination details by holders of physical securities by September 30, 2023, and linking PAN with Aadhaar by March 31, 2023 vide its Circulars dated November 3, 2021, December 14, 2021 March 16, 2023 and November 17, 2023. Shareholders are requested to submit their PAN, KYC and nomination details to the Company's RTA.

The forms for updating the same are available at the Company's website at www.tvsholdings.com. Members holding shares in electronic form are requested to submit the said details to their depository participant(s). The folios of holders of physical securities, wherein any one of the aforesaid document / details are not available on or after October 01, 2023 shall not be processed by our Registrar and Share Transfer Agent (RTA).

The securities in the frozen folios shall be:

- a) eligible to lodge grievance or avail service request from the RTA only after furnishing the complete documents/details as aforesaid.
- b) eligible for any payment including dividend, interest or redemption payment only through electronic mode and an intimation from the RTA to the holder that the aforesaid payment is due and shall be made electronically upon complying with the aforesaid requirements.

If KYC details were not provided to us earlier, you are requested to send duly filled in Form ISR-1, ISR-2, ISR-3 (or) SH-13 along with Self Attested proofs, in support of your Application for Duplicate share certificate. These forms can be downloaded from <https://www.integratedindia.in> and by clicking on "RTA/STA".

15.5 Registration of Nominations / opt out facility:

Under the provisions of Section 72 of the Companies Act, 2013 and SEBI Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/ CIR/2021/655 dated 3rd November, 2021 shareholder(s) is/are entitled to nominate in the prescribed manner, a person to whom his/her/their shares in the Company, shall vest after his/her/their lifetime. Members who are holding shares in physical form and are interested in availing this nomination facility may submit nomination in the prescribed Form SH-13 with the Company/RTA and any member who desires to opt out or cancel the earlier nomination and record a fresh nomination, he/she may submit the same in Form ISR-3 or Form SH-14, as the case may be, to the Company/RTA. The said forms are available at the Company's website at www.tvsholdings.com. In respect of

shares held in dematerialized form, members may submit their nomination forms with their respective Depository Participants.

15.6 Updation of KYC details:

Members are requested to note that in case of deletion of name of deceased shareholder, transmission and transposition of names in respect of shares held in physical form, submission of self-attested photocopy of PAN Card of the claimant(s), surviving holder(s), legal heir(s) and joint holder(s) respectively, along with necessary documents at the time of lodgement of request for transmission/transposition, is mandatory.

As required by SEBI, shareholders are requested to furnish details of their bank account number and name and address of the bank for incorporating the same in the warrants. This would avoid wrong credits being obtained by unauthorized persons.

Shareholders are requested to note that the dividends, not claimed for a period of seven years from the date they first became due for payment, shall be transferred to IEPF in terms of Section 124(6) of the Act, 2013 read with Investor Education & Protection Fund (IEPF) Authority (Accounting, Audit, Transfer and Refund) Rules, 2016. Accordingly, a sum of ₹ 45,65,548 being unclaimed dividend, was transferred to IEPF during the year 2024-25.

Shareholders, who have not encashed their dividend warrants, in respect of 1st Interim dividend declared for the year ended 31st March, 2019 and for any financial year thereafter may contact the Company and surrender their warrants for payment.

Information in respect of unclaimed dividends due for remittance into IEPF is given below:

Particulars of unclaimed dividend of the Company.

Financial Year	Date of declaration	Date of transfer to special account	Due date for transfer to IEPF
2018-2019 (1 st Interim)	25.01.2019	24.02.2019	24.02.2026
2018-2019 (2 nd Interim)	11.03.2019	10.04.2019	10.04.2026
2019-2020 (Interim)	10.03.2020	09.04.2020	09.04.2027
2020-2021 (1 st Interim)	29.01.2021	28.02.2021	28.02.2028
2020-2021 (2 nd Interim)	24.03.2021	23.04.2021	23.04.2028
2021-2022 (Interim)	22.03.2022	21.04.2022	21.04.2029
2022-2023 (Interim)	25.01.2023	24.02.2023	24.02.2030
2023-2024 (Interim)	21.03.2024	20.04.2024	20.04.2031
2024-2025 (Interim)	24.03.2025	23.04.2025	23.04.2032

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In terms of SEBI circular dated 25th January 2022, the Company has issued letter of confirmations (LoC) in lieu of the original share certificates reported lost. The shareholders were requested to submit the LoC to the Depository Participant where they have opened Demat Account for getting the credit of shares in electronic form. However, three of shareholder holding 230 shares has failed to submit the LoC to his / her respective depository participant within 120 days from the date of issue.

Hence, the Company transferred such unclaimed shares entitled to the LoC in the suspense escrow account opened in compliance with SEBI guidelines dated 30th December 2022.

The voting rights on the shares outstanding in the suspense account shall remain frozen till the rightful owners claims the shares.

The dividend on the shares in the unclaimed suspense account will be remitted to the shareholders on their claiming the shares, till which time, the dividend will be available in the unpaid dividend bank account for a period of 7 years from date of transfer to respective accounts.

16. Transfer of Shares to Investor Education and Protection Fund (IEPF) authority

As per Section 124(6) of the Act, 2013 read with the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 ("IEPF Rules") as amended from time to time, all the shares in respect of which dividend remain unpaid/ unclaimed for seven consecutive years or more are required to be transferred to a Demat Account opened in the name of IEPF Authority with Punjab National Bank by the Ministry of Corporate Affairs.

During the year, the Company has sent individual notices to all the shareholders whose dividends are lying unpaid/unclaimed against their name for seven consecutive years or more and also advertised on the Newspapers seeking action from the shareholders. The lists of such shareholders were also displayed on the website of the Company.

In compliance with the aforesaid provisions, the Company transferred 1,234 shares on 10/05/2024 to IEPF account bearing Demat Account No. 10656671 and DPID IN300708 which is opened with Punjab National Bank.

Necessary steps will be initiated by the Company to transfer shares held by the members to IEPF, if the shareholders have not claimed their dividends within the due date(s) mentioned in S.No. 15.6 above. Please note that no claim shall lie against the Company in respect of the shares so transferred to IEPF. As required under the

said provisions, all subsequent corporate benefits that accrues in relation to the above shares will also be credited to the said IEPF Account in accordance with provisions of Companies Act, 2013 and Listing Regulations.

In the event of transfer of shares and the unclaimed dividends to IEPF, shareholders are entitled to claim the same from IEPF by submitting an online application in the prescribed web based e-Form IEPF-5 available on the MCA website and sending a physical copy of the same duly signed to the Company along with the requisite documents enumerated in the Form IEPF-5, as per the following procedures:

1. Register yourself on MCA website and login to website of MCA at <https://www.mca.gov.in>.
2. After login, click on 'Investor Services' tab under 'MCA Services' section for filing the web-based form IEPF-5.
3. Fill the details in the web based e-form and attach the requisite documents in it. Save a copy of uploaded e-form and acknowledgement receipt generated with SRN. Take print of auto generated indemnity bond, IEPF Form IEPF-5, SRN and attachments.
4. Submit self-attested copy of e- form, copy of acknowledgement, Indemnity Bond in original along with other documents (cancelled cheque leaf, client master list, PAN card, Aadhar card, original share certificate, entitlement letter) as mentioned in the form to Nodal Officer (IEPF) of the Company in an envelope marked "Claim for refund from IEPF Authority.
5. After scrutinizing the documents received, Nodal Officer of the company to verify the claim and furnish the e-verification report to the IEPF Authority within 15 days from the date of filing the claim.
6. On the basis of verification report refund will be released by the IEPF Authority in favour of claimant's Bank or Demat account through electronic transfer.

In the process, general information about the Company which have to be provided are as under.

- (a) Corporate Identification Number (CIN) of Company:- L64200TN1962PLC004792
- (b) Name of the Company:- TVS Holdings Limited
- (c) Address of registered office of the Company: "Chaitanya" No. 12 Khader Nawaz Khan Road, Chennai 600 006.
- (d) email ID of the company:- corpsec@tvsholdings.com

TVS Holdings Limited
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Pursuant to Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, the Company shall provide / host the required details of unclaimed dividend amount referred in relevant sections of the Act, 2013 on its website and also in the Ministry of Corporate Affairs (MCA) website in the relevant form every year.

Disclosure in respect of equity shares transferred in the Company's unclaimed suspense account

Pursuant to the requirement of Regulation 34(3) and Schedule V Part F of Listing Regulations, the following table provides the details in respect of the equity shares lying in the suspense account. During the year 2024-25, the Company has already sent remainders to the shareholders for claiming those shares at their latest available address(es) with the Company, Registrar and Share Transfer Agent or Depository, as the case may be.

All the corporate benefits in terms of securities accruing on those shares like bonus shares, split etc would also be credited to

unclaimed suspense account of the Company. The voting rights on shares lying in unclaimed suspense account remain frozen till the rightful owner claims the shares.

Details	No. of shareholders	No. of shares
No. of shares in the Unclaimed suspense account as on 1 st April 2024.	33	2,194
Add: No. of shares credited pursuant to Regulation 39(4) of Listing Regulation.	3	230
Less: No. of shares Transferred to the Shareholders on request during the year.	2	32
Less: No. of Shares transferred to IEPF A/c during the year.	3	18
No. of shares in the Unclaimed suspense account as on 31 st March 2025.	31	2,374

For and on behalf of the Board of Directors

Chennai
5th June 2025

VENU SRINIVASAN
Chairman
DIN: 00051523

TVS Holdings Limited
(Formerly known as Sundaram-Clayton Limited)

Compliance with Code of Business Conduct and Ethics

To

The Shareholders of
TVS Holdings Limited
(Formerly known as Sundaram-Clayton Limited),
Chennai

On the basis of the written declarations received from Members of the Board and Senior Management Personnel in terms of the relevant provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, it is hereby certified that both the Members of the Board and the Senior Management Personnel of the Company have affirmed compliance with the respective provisions of the Code of Business Conduct and Ethics of the Company as laid down by the Board for the year ended 31st March 2025.

Chennai
5th June 2025

SUDARSHAN VENU
Managing Director
DIN: 03601690

Auditors' certificate on compliance of the provisions of the Code of Corporate Governance

To

The Shareholders of
TVS Holdings Limited,
(Formerly known as Sundaram-Clayton Limited),
Chennai

We have examined the compliance of conditions of Corporate Governance by TVS Holdings Limited (Formerly known as Sundaram-Clayton Limited) ('the Company') for the year ended 31st March 2025, as stipulated in terms of Regulation 34(3) and Schedule V of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015.

The compliance of conditions of Corporate Governance is the responsibility of the management. Our examination was limited to the procedures and implementation thereof, adopted by the company for ensuring the compliance of the conditions of the Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In our opinion and to the best of our information and according to the explanation given to us, we certify that the Company has complied in all material respect with conditions of Corporate Governance as stipulated in SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015.

We further state that such compliance in neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the management has conducted the affairs of the Company

Chennai
5th June 2025

For N.C. RAJAGOPAL & CO.
Chartered Accountants
Firm Regn. No. 003398S

Arjun S
Partner
Membership No. 230448
UDIN:25230448MIMYV3694

TVS Holdings Limited
(Formerly known as Sundaram-Clayton Limited)

WEBSITE

Appropriate information on the Company's website, regarding key Policies, Codes and Returns:

1. **TERMS OF APPOINTMENT OF IDS**
https://www.tvsholdings.com/Investor/TVSH/Terms_of_Appointment_of_Independent_Director.pdf
2. **BUSINESS RESPONSIBILITY AND SUSTAINABILITY REPORT**
https://www.tvsholdings.com/Investor/TVSH/2025/Reports/BusinessResponsibility_SustainabilityReport_2024-2025.pdf
3. **POLICY ON VIGIL MECHANISM / WHISTLE BLOWER POLICY**
<https://www.tvsholdings.com/Investor/TVSH/WhistleBlowerpolicy.pdf>
4. **ANNUAL RETURN**
https://www.tvsholdings.com/Investor/TVSH/2025/Reports/DraftAnnualReturn_2024-25.pdf
5. **CSR POLICY**
https://www.tvsholdings.com/Investor/TVSH/CSR_POLICY.pdf
6. **DIRECTORS FAMILIARIZATION PROGRAM**
https://www.tvsholdings.com/Investor/TVSH/Familiarisation_Programme.pdf
7. **CODE OF BUSINESS CONDUCT AND ETHICS**
<https://www.tvsholdings.com/Investor/TVSH/CodeofConduct.pdf>
8. **MATERIAL SUBSIDIARIES POLICY**
https://www.tvsholdings.com/Investor/TVSH/Policy_MaterialSubsidiary.pdf
9. **RELATED PARTY TRANSACTION POLICY**
<https://www.tvsholdings.com/Investor/TVSH/PolicyRelatedPartyTransactions.pdf>
10. **NOMINATION AND REMUNERATION POLICY**
<https://www.tvsholdings.com/Investor/TVSH/Remunerationpolicy.pdf>
11. **DIVIDEND DISTRIBUTION POLICY**
<https://www.tvsholdings.com/Investor/TVSH/Disclosures/DividendDistributionPolicy.pdf>

TVS Holdings Limited
(Formerly known as Sundaram-Clayton Limited)

Chief Executive Officer (CEO) and Chief Financial Officer (CFO) Certification

To

The Board of Directors

TVS Holdings Limited

(Formerly known as Sundaram - Clayton Limited)

"Chaitanya", No.12, Khader Nawaz Khan Road,

Nungambakkam, Chennai - 600 006, Tamil Nadu, India

We certify that we have reviewed the financial statements prepared based on the Indian Accounting Standards for the year ended 31st March 2025 and to the best of our knowledge and belief:

- (1) These statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
- (2) These statements together present a true and fair view of the Company's affairs and are in compliance with applicable Indian Accounting Standards, Laws and Regulations.
- (3) No transactions entered into by the Company during the year are fraudulent, illegal or violative of the Company's code of conduct.
- (4) We accept responsibility for establishing and maintaining internal controls for financial reporting and we have evaluated the effectiveness of internal control systems of the Company pertaining to financial reporting and have disclosed to the Auditors and the Audit Committee, deficiencies in the design or operation of such internal controls, if any, of which we are aware and steps taken or proposed to be taken for rectifying these deficiencies.
- (5) We have indicated to the Auditors and the Audit Committee:
 - a) significant changes, if any, in internal control over financial reporting during the year;
 - b) significant changes in accounting policies, if any, during the year and that the same have been disclosed in the notes to the financial statements; and
 - c) that there were no instances of significant fraud of which we have become aware and the involvement therein, of the management or an employee having a significant role in the Company's internal control system over financial reporting.

Place: Chennai

Date : 28th April 2025

SUDARSHAN VENU

Managing Director

DIN: 03601690

K GOPALA DESIKAN

Director & Group Chief Financial Officer

DIN: 00067107

TVS Holdings Limited
(Formerly known as Sundaram-Clayton Limited)

CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS

*(pursuant to Regulation 34(3) and Schedule V Para C clause (10)(i) of the SEBI
(Listing Obligations and Disclosure Requirements) Regulations, 2015)*

To

The Member of
TVS HOLDINGS LIMITED,
"Chaitanya", No.12, Khader Nawaz Khan Road,
Nungambakkam Chennai TN 600 006

Dear Sir,

I have examined the relevant registers, records, forms, returns and disclosures received from the Directors of TVS HOLDINGS LIMITED (formerly known as Sundaram-Clayton Limited) having CIN L64200TN1962PLC004792 and having registered office at "Chaitanya" No.12, Khader Nawaz Khan Road, Nungambakkam Chennai TN 600006 (hereinafter referred to as 'the Company'), produced before me/us by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para-C Sub clause 10(i) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In my opinion and to the best of my information and according to the verifications (including Directors Identification Number (DIN) status at the portal www.mca.gov.in) as considered necessary and explanations furnished to me by the Company & its officers, I hereby certify that none of the Directors on the Board of the Company for the Financial Year ending on 31st March, 2025 have been debarred or disqualified from being appointed or continuing as Directors of companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs, or any such other Statutory Authority.

Ensuring the eligibility for the appointment / continuity of every Director on the Board is the responsibility of the management of the Company. Our responsibility is to express an opinion on these based on our verification. This certificate is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

Place : Chennai
Date : 5th June 2025

B Chandra
Practising Company Secretary
CP No. : 7859
UDIN A020879G000552520
Peer Review No 6198/2024

TVS Holdings Limited
(Formerly known as Sundaram-Clayton Limited)

Form No. MR-3

SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED 31ST MARCH 2025

[Pursuant to Section 204(1) of the Companies Act, 2013 and Rule No.9 of the Companies
(Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To

The Members of
TVS HOLDINGS LIMITED,
(Formerly Known as Sundaram-Clayton Limited),
"Chaitanya", No.12, Khader Nawaz Khan Road,
Nungambakkam, Chennai - 600 006.

I have conducted the secretarial audit of the compliance of applicable statutory provisions and adherence to good corporate practices by TVS HOLDINGS LIMITED (Formerly Known as Sundaram-Clayton Limited), bearing CIN L64200TN1962PLC004792 (hereinafter called the company). Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/ statutory compliances and expressing my opinion thereon.

Based on my verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, I hereby report that, in my opinion, the Company has, during the audit period covering the financial year ended on 31.03.2025, complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

I have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on 31.03.2025, according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made there under;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made there under;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed there under;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made there under to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
 1. Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;

2. Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
3. Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
4. The Securities and Exchange Board of India (Issue and Listing of Non-Convertible securities) Regulations 2021 and circulars/ guidelines issued thereunder;
5. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations 2018

I am informed that the company, during the year, was not required to comply with the following regulations and consequently not required to maintain any books, papers, minute books or other records or file any forms/ returns under:

- a. Securities and Exchange Board of India (Share Based Employee Benefits and sweat equity) Regulations, 2021
- b. The Securities and Exchange Board of India (Buy back of Securities) Regulations, 2018;
- c. The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;

The Company has complied with the provisions of the other laws as applicable to the Company which *inter-alia* includes:

Based on the study of the systems and processes in place and a review of the reports of (1) the heads of the Departments (2) the compliance reports made by the functional heads of various departments which are submitted to the Board of Directors of the Company (3) the Internal Audit Reports submitted to the Company, I report that the Company has complied with the provisions of specific statutes and the rules made there under as well as other laws to the extent it is applicable to them:

- (a) Reserve Bank of India (Non-Banking Financial Company -Scale Based Regulation) Directions, 2023 effective from October 2023 and other directions/regulations issued by Reserve Bank of India applicable for Middle Layer NBFC;

I have also examined compliance with the applicable clauses of the following:

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India.

TVS Holdings Limited
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(ii) The Listing Agreements entered into by the Company with BSE Limited and National Stock Exchange of India Limited.

During the period under review, the Company has to a larger extent, complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above.

I further report that

- The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors.
- Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items.
- Based on the minutes made available to us, I report that majority decision is carried through and that there were no dissenting votes from any Board member that was required to be captured and recorded as part of the minutes.
- I further report that there are adequate systems and processes in the company commensurate with the size and operations of the company to monitor, report deviations, if any, to the Board, take corrective actions and ensure compliance with applicable laws, rules, regulations and guidelines.

I further report that

- The Company amended the objects clause of the Memorandum of Association by substituting and suppressing the existing objects clause with that of a Core Investment Company, through a postal ballot, which was approved effective 15th October 2024. Through the same postal ballot, the Company also amended the full set of Memorandum of Association and Articles of Association to fall in line with Table A and Table F to Sch I to the Companies Act, 2013.
- The shareholders of the Company approved the increase in borrowing limits and limits for creating mortgage or charge of the assets of the Company under Section 180(1) (c) and 180(1)(a) of the Companies Act respectively, to ₹ 5000 Crores or the aggregate of the paid up capital and free reserves, whichever is higher, through postal ballot effective 5th December, 2024.

- The Company acquired 100% of the Shares of TVS Digital Limited, which was a wholly owned subsidiary of TVS Motor Company Limited, after taking necessary approvals under the extant Regulations, effective 16th September 2024.
- Further the Company has acquired 88,09,45,401 equity shares of Home Credit India Finance Private Limited ("HCIFPL") from Home Credit India B.V., an entity based in Netherlands and Home Credit International A.S., an entity based in Czech Republic ("Acquisition") on 3rd February 2025 constituting 80.74% of the share capital of the said Company, after getting approval of the Reserve Bank of India. Additionally, on 28th March 2025, subscribed to 0.30% stake in HCIFPL. As on 31st March 2025, the Company holds 81.04% of the share capital of HCIFPL.
- The Company acquired an additional 10.74% of the Shares of TVS Emerald Limited (formerly known as Emerald Haven Realty Limited) on 03-05-2024, thereby making it a wholly owned subsidiary of the Company. However, the Company has disinvested the entire investments in the said TVS Emerald Limited to VEE ESS Trading Private Limited on 31-12-2024.
- Mr P Sreejith Raj has been appointed as Chief compliance officer of the Company for a period of 3 years with effect from 28-01-2025, in terms of the Reserve Bank of India Circular dated April 11, 2022.
- The Company allotted 65,000 Senior, Rated, Unsecured, Listed, Redeemable and Non-Convertible Debentures of the face value of INR 1,00,000 each (Indian Rupees One Lakh) on 07-06-2024 and 30,000 Senior, Rated, Unsecured, Listed, Redeemable, Non-Convertible Debentures of the face value of INR 1,00,000 each (Indian Rupees One Lakh), on 22-01-2025, through Private Placement basis both with a tenure of 5 years.
- The Company received the approval from the Stock Exchanges for reclassification of T.V. Sundram Iyengar & Sons Private Limited from Promoter to Public on 29th November 2024.
- The Company declared an interim Dividend of Rs 93/- per share on 24-03-2025.

B Chandra
Practising Company Secretary
ACS No. : 20879
CP No. : 7859
UDIN: A020879G000212125
Peer Review No. 6198/2024

Place : Chennai
Date : 28th April 2025

TVS Holdings Limited
(Formerly known as Sundaram-Clayton Limited)

Annexure – A to Secretarial Audit Report of even date

To,

The Members of
TVS HOLDINGS LIMITED,
(Formerly Known as Sundaram-Clayton Limited),
"Chaitanya", No.12, Khader Nawaz Khan Road,
Nungambakkam, Chennai - 600 006.

Our report of even date is to be read along with this letter.

1. Maintenance of secretarial record is the responsibility of the management of the company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. I have followed the audit practices and processes as were appropriate, to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. I believe that the processes and practices, I followed provide a reasonable basis for our opinion.
3. I have not verified the correctness and appropriateness of financial records and Books of Accounts of the company.
4. Wherever required, I have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.

5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. My examination was limited to the verification of procedures on test basis.
6. The Secretarial Audit report is neither an assurance as to the future viability of the company nor of the efficacy or effectiveness with which the management has conducted the affairs of the company.
7. Due to the inherent limitations of an audit including internal, financial and operating controls, there is an unavoidable risk that some misstatements or material non-compliances may not be detected, even though the audit is properly planned and performed in accordance with the Standards.

B Chandra
Practising Company Secretary
ACS No. : 20879
CP No. : 7859
UDIN: A020879G000212125
Peer Review No. 6198/2024

Place : Chennai
Date : 28th April 2025

Standalone Financial Statements
of
TVS Holdings Limited
(Formerly known as Sundaram-Clayton Limited)

TVS Holdings Limited
(Formerly known as Sundaram-Clayton Limited)

Independent Auditor's Report for the year ended 31st March 2025

To the Members of

TVS Holdings Limited

Report on the Audit of the Standalone Financial Statements

Opinion

We have audited the accompanying Standalone Financial Statements of TVS Holdings Limited ("the Company"), which comprise the Balance Sheet as at March 31, 2025, the Statement of Profit and Loss including Other Comprehensive Income, the Statement of Cash Flows and the Statement of Changes in Equity for the year then ended, and a summary of Material Accounting Policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid Standalone Financial Statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a True and Fair view in conformity with the Indian Accounting Standards prescribed under Section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015 as amended, ("Ind AS") and other Accounting Principles Generally Accepted in India, of the State of Affairs of the Company as at March 31, 2025, its Profit and Total Comprehensive Income, its changes in equity and its cash flows for the year ended on that date.

Basis for Opinion

We conducted our audit of the Standalone Financial Statements in accordance with the Standards on Auditing specified under Section 143(10) of the Act (SAs). Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Standalone Financial Statements' section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India ("ICAI") together with the ethical requirements that are relevant to our audit of the Standalone Financial Statements under the provisions of the Act and the Rules made thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ICAI's Code of Ethics. We believe that the audit evidence obtained by us is sufficient and appropriate to provide a basis for our audit opinion on the Standalone Financial Statements.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the Financial Statements of the current period. These matters were addressed in the context of our audit of the Financial Statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. We have determined the matters described below to be the key audit matters to be communicated in our report.

Sl. No.	Key Audit Matter	How the Key Audit Matter was addressed in our audit
1	Investment - Acquisition and Disposal During the year ended March 31, 2025, the Company acquired 81.04% stake in Home Credit India Finance Private Limited. The Company also during the year disposed off its entire investment in its wholly-owned subsidiary, TVS Emerald Limited. These transactions required assessment of the appropriate accounting treatment for acquisition and disposal of investments under IND AS and related disclosures thereon. Given the significance of these transactions and its impact on standalone financial statements, this was identified as a key audit matter.	- We reviewed the terms and conditions of acquisition of Home Credit India Finance Private Limited and disposal of TVS Emerald Limited. - We reviewed the identification of Home Credit India Finance Private Limited and ensured compliance with accounting and measurement principles laid down under relevant IND AS. - We verified the accounting treatment for sale of TVS Emerald Limited and ensured appropriate derecognition in line with relevant IND AS. - We verified the necessary agreements, board approvals, valuation reports and regulatory compliances for the transactions above. - We confirm the reported values of investments by carrying out impairment testing wherein we compared the carrying value with the respective companies equity based on their financial statements and other sources of data both internal and external. - We assessed the adequacy of disclosures related to acquisitions and disposals, ensuring compliance with applicable standard.

TVS Holdings Limited **(Formerly known as Sundaram-Clayton Limited)**

Other Matter

The comparative financial information of the Company for the year ended 31st March, 2024 included in these Standalone Financial Statements, including but not limited to groupings and disclosures, are based on the previously issued Standalone Financial Statements prepared in accordance with the Companies (Indian Accounting Standards) Rules, 2015 audited by the predecessor auditor whose report for the year ended 31st March, 2024 dated 9th May, 2024 expressed an unmodified opinion on those Standalone Financial Statements.

Our opinion is not modified with the respect of above-mentioned matters.

Information Other than the Financial Statements and Auditor's Report thereon

The Company's Board of Directors is responsible for the other information. The other information comprises the information included in the Annual Report to the Shareholders but does not include the Standalone Financial Statements and our Auditor's Report thereon. The Other information is expected to be made available to us after the date of this Auditor's Report.

Our opinion on the Standalone Financial Statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the Standalone Financial Statements, our responsibility is to read the other information identified above when it becomes available and, in doing so, consider whether the other information is materially inconsistent with the Standalone Financial Statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

When we read the remaining other information, which we will obtain after the date of auditor's report and if we conclude that there is material misstatement therein, we are required to communicate the matter to those charged with governance.

Responsibilities of management and Those Charged with Governance for the Standalone Financial Statements

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Act with respect to the preparation of these Standalone Financial Statements that give a true and fair view of the financial position, financial performance, including other comprehensive income, changes in equity and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards specified under Section 133 of the Act.

This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are

reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the Standalone Financial Statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the Standalone Financial Statements, the Board of Directors is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

Those Board of Directors are also responsible for overseeing the Company's financial reporting process.

Auditor's Responsibilities for the audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the Standalone Financial Statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these Standalone Financial Statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit.

We also:

- Identify and assess the risks of material misstatement of the Standalone Financial Statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal financial control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under Section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the Board of Directors.
- Conclude on the appropriateness of Board of Directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in

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our auditor's report to the related disclosures in the Financial Statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.

- Evaluate the overall presentation, structure and content of the Financial Statements, including the disclosures, and whether the Financial Statements represent the underlying transactions and events in a manner that achieves fair presentation.

Materiality is the magnitude of misstatements in the Standalone Financial Statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the Standalone Financial Statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the Standalone Financial Statements.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the Standalone Financial Statements of the current year and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Report on other Legal and Regulatory requirements

1. As required by the Companies (Auditor's Report) Order, 2020 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of Section 143 of the Act and on the basis of such checks of the books and records of the Company as we considered appropriate and according to the information and explanations given to us, we give in "Annexure A", a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.
2. As required by Section 143(3) of the Act, we report that:
 - (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
 - (b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.

- (c) The Balance Sheet, the Statement of Profit and Loss including Other Comprehensive Income, the Statement of Changes in Equity and the Statement of Cash Flows dealt with by this report are in agreement with the books of account.
- (d) In our opinion, the aforesaid Standalone Financial Statements comply with the Indian Accounting Standards specified under Section 133 of the Act.
- (e) On the basis of the written representations received from the directors and taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2025, from being appointed as a director in terms of Section 164(2) of the Act.
- (f) With respect to the adequacy of the internal financial controls with reference to Standalone Financial Statements of the Company and the operating effectiveness of such controls, refer to our separate report in "Annexure B". Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the Company's internal financial controls with reference to Financial Statements.
- (g) In our opinion and according to the information and explanations given to us, the remuneration paid by the Company to its directors during the year is in accordance with the provisions of Section 197 read with Schedule V to the Act.
- (h) With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of Rule 11 of the Companies (Audit and Auditors) Rules, 2014, as amended, in our opinion and to the best of our information and according to the explanations given to us:
 - (i) The Company has disclosed the impact of pending litigations on its financial position in its Standalone Financial Statements - Refer Note 37 (i) to the Standalone Financial Statements.
 - (ii) Provision has been made in the standalone financial statements, as required under the applicable law or accounting standards, for material foreseeable losses, if any, on long-term contracts, including derivative contracts.
 - (iii) During the year, there has been no delay in transferring the amounts required to be transferred to the Investor Education and Protection Fund by the Company.
- (iv) (a) The management has represented that, to the best of its knowledge and belief, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other person(s) or entity(ies), including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;
- (b) The management has represented that, to the best of its knowledge and belief, no funds have been received by the Company from any person(s) or entity(ies),

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including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries; and

- (c) Based on such audit procedures that we considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (a) and (b) above contain any material misstatement.
- (v) The dividend declared and paid by the Company during the year and until the date of this audit report is in accordance with Section 123 of the Companies Act 2013.

- (vi) Based on our examination which included test checks, the company has used an accounting software for maintaining its books of account which has a feature of recording audit trail (edit log) facility and the same has operated throughout the year for all relevant transactions recorded in the software. Further, during the course of our audit we did not come across any instance of audit trail feature being tampered with. Additionally, the audit trail has been preserved by the company as per the statutory requirements for record retention.

For N C RAJAGOPAL & CO
Chartered Accountants
Firm Regn. No. 003398S

Arjun S
Partner

Place : Chennai
Date : 28th April 2025

Membership No. 230448
UDIN : 25230448BMIMXP3764

Annexure 'A' to Independent Auditors' Report

(Referred to in paragraph 1 under 'Report on Other Legal and Regulatory Requirements' section of our report of even date)

As required by the Companies (Auditor's Report) Order, 2020 ("the Order") issued by the Central Government of India in terms of sub-section (11) of Section 143 of the Act and as per the information and explanation provided to us, we give a statement on the matters Specified in paragraphs 3 and 4 of the Order, to the extent applicable.

- (i) (a) (A) The Company has maintained proper records showing full particulars, including quantitative details and situation of its property, plant and equipment.
- (B) The Company has maintained proper records showing full particulars of intangible assets.
- (b) The Property, plant and equipment and right-of-use assets have been physically verified by the Management at reasonable intervals and no material discrepancies were noticed on such verification. In our opinion, this periodicity of physical verification is reasonable having regard to the size of the Company and the nature of its property, plant and equipment.
- (c) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the title deeds of the immovable property are held in the name of the Company.
- (d) According to the information and explanations given to us and on the basis of our examination of the records of the Company, it has not revalued its Property, Plant and Equipment (including Right of Use assets) or intangible assets during the year.
- (e) According to the information and explanations given to us and on the basis of our examination of the records of the Company, no proceedings have been initiated against the Company for holding Benami property under the "Benami

Transactions (Prohibition) Act, 1988 (as amended in 2016) and Rules made thereunder.

- (ii) (a) The management has conducted physical verification of inventory at reasonable intervals during the year. In our opinion the coverage and the procedure of such verification by the management is appropriate and no material discrepancies were noted during the year. Consequent to company becoming a core investment company it does not hold any Inventory as on 31st March 2025.
- (b) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not been sanctioned any working capital limits in excess of five Crore rupees in aggregate from banks and financial institutions on the basis of security of current assets at any point of time of the year. Accordingly, clause 3(ii)(b) of the Order is not applicable to the Company.
- (iii) The Company has made investments in companies during the year in respect of which:
- (a) The Company has not provided any loans or advances in the nature of loans or stood guarantee, or provided security to any other entity during the year, and hence reporting under clause 3(iii)(a) of the Order is not applicable;
- (b) In our opinion, the investments made during the year are, prima facie, not prejudicial to the Company's interest.
- (c) The Company has not granted any loans or advances in the nature of loans hence reporting under clause 3(iii)(c) of the Order is not applicable.

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- (d) The Company has not granted any loan or advances in the nature of loans hence reporting under clause 3(iii)(d) of the Order is not applicable.
- (e) No loan granted by the Company which has fallen due during the year, has been renewed or extended or fresh loans granted to settle the overdue of existing loans given to the same parties.
- (f) The Company has not granted any loans or advances in the nature of loans either repayable on demand or without specifying any terms or period of repayment during the year. Hence, reporting under clause 3(iii)(f) is not applicable.

The Company has not made investments in Firms and Limited Liability Partnerships during the year. Further the Company has not provided any security, guarantee or granted any advances in the nature of loans, secured or unsecured, to Companies, Firms, Limited Liability Partnerships or any other parties.

- (iv) In our opinion and according to the information and explanations given to us, the Company has complied with the provisions of Sections 185 and 186 of the Act, with respect to investments made by the Company. The Company has not granted loans or provided any security during the year to the parties covered under Sections 185 and 186 of the Act.
- (v) The Company has not accepted any deposit or amounts which are deemed to be deposits. Hence, reporting under clause 3(v) of the Order is not applicable.
- (vi) The Central Government has not prescribed the maintenance of cost records under sub section (1) of Section 148 of the Act for any of the services rendered by the Company. Accordingly, the provision of the clause (vi) of the Order is not applicable.
- (vii) (a) According to the information and explanations given to us and on the basis of our examination of the records provided to us, the Company is regular in depositing amounts deducted/accrued in the books of account in respect of undisputed statutory dues including Employees' Provident Fund, Employees' State Insurance, Income tax, Sales tax, Service tax, Goods and Services Tax, Cess and other material statutory dues, with the appropriate authorities. There are no undisputed statutory dues payable in respect to the above statutes, outstanding as at March 31, 2025, for a period of more than six months from the date they became payable.
- (b) According to the information and explanations given to us and on the basis of our examination of the records of the Company, it did not have dues which have not been deposited as on March 31, 2025, on account of any disputes, except the following:

Name of the statute	Nature of dues	Amount ₹ Crores	Period to which the amount relates	Forum where dispute to pending
Income Tax Act, 1961	Income Tax	2.63	AY 2008-09	Commissioner of Income tax (Appeals)
Income Tax Act, 1961	Income Tax	1.82	AY 2011-12	Commissioner of Income tax (Appeals)
Income Tax Act, 1961	Income Tax	1.41	AY 2018-19	Commissioner of Income tax (Appeals)
Income Tax Act, 1961	Income Tax	2.95	AY 2020-21	Commissioner of Income tax (Appeals)
Income Tax Act, 1961	Income Tax	0.71	AY 2022-23	Commissioner of Income tax (Appeals)

- (viii) According to the information and explanations given to us, there are no transactions not recorded in the books of account which have been surrendered or disclosed as income during the year in the tax assessments under the Income-tax Act, 1961. Accordingly, the reporting under Clause 3(viii) of the Order is not applicable to the Company.
- (ix) (a) According to the information and explanations given to us and based on the audit procedures performed by us, the Company has not defaulted in repayment of loans or other borrowings or in the payment of interest thereon to any lender during the year.
- (b) As represented, the company has not been declared as a wilful defaulter by any bank or financial institution or other lender.
- (c) In our opinion and according to the information and explanations given to us, the company has not obtained any term loans during the year. Accordingly Clause 3 (ix) (c) of the order not applicable.
- (d) According to the information and explanations given to us and on an overall examination of the Standalone balance sheet of the Company we report that no funds raised on short-term basis have been utilised for long-term purposes.
- (e) According to the information and explanations given to us and on an overall examination of the Financial Statements of the Company, we report that the Company has not taken any funds from any entity or person on account of or to meet the obligations of its subsidiaries, associates or joint ventures.
- (f) According to the information and explanations given to us and based on the audit procedures performed by us, we report that the Company has not raised any loans during the year on the pledge of securities held in its subsidiaries, joint ventures or associate companies. Accordingly, the reporting under Clause 3(ix)(f) of the Order is not applicable to the Company.
- (x) (a) In our opinion and according to the information and explanations given to us, the Company has not raised moneys by way of Initial Public Offer or Further Public Offer (including debt instruments) during the year. Hence,

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reporting under clause (x) (a) of the Companies (Auditor's Report) Order, 2020 does not arise.

- (b) According to the information and explanations given to us, the Company has not made any preferential allotment or private placement of shares or convertible debentures (fully, partially or optionally convertible) during the year. Accordingly, the reporting under Clause 3(x)(b) of the Order is not applicable to the Company.
- (xi) (a) During the course of our examination of the books and records of the Company, carried out in accordance with the generally accepted auditing practices in India, and according to the information and explanations given to us, we have neither come across any instance of material fraud by the Company or on the Company noticed or reported during the year, nor have we been informed of any such case by the management.
- (b) There has been no report filed by us under sub-section (12) of Section 143 of the Act in Form ADT-4 as prescribed under Rule 13 of the Companies (Audit and Auditors) Rules, 2014 with the Central Government.
- (c) As represented to us by the management, no whistle blower complaints were received by the Company during the year.
- (xii) According to the information and explanations given to us, the Company is not a Nidhi company and the Nidhi Rules, 2014 are not applicable to it. Accordingly, the reporting under Clause 3(xii) of the Order is not applicable to the Company.
- (xiii) According to the information and explanations given to us and based on our examination of the records of the Company, transactions with the related parties are in compliance with Sections 177 and 188 of the Act where applicable and details of such transactions have been disclosed in the Ind AS Financial Statements as required under applicable Indian Accounting Standard (Ind AS).
- (xiv) (a) In our opinion, the company has an internal audit system commensurate with its size and nature of its business.
- (b) We have considered, during the course of our audit, the reports of the Internal Auditor(s) for the period under audit in accordance with the guidance provided in SA 610 "Using the work of Internal Auditors".
- (xv) According to the information and explanations given to us and based on our examination of the records of the Company, it has not entered into non-cash transactions with Directors or persons connected with them and accordingly the requirement to report under clause 3(xv) of the Order is not applicable to the Company.
- (xvi) (a) In our opinion, the company is required to be registered under Section 45-IA of the Reserve Bank of India Act, 1934 and it has obtained valid registration under the said section of the said Act.
- (b) The Company has conducted Non-Banking Financial activities with a valid Certificate of Registration from the Reserve Bank of India as per the Reserve Bank of India Act, 1934.
- (c) In our opinion and according to the information and explanations given to us, the Company is a Core Investment

Company (CIC) as defined in the regulations made by the Reserve Bank of India and it holds a valid registration as CIC. According to the information and explanation given to us, the company continues to fulfil the criteria of a CIC.

- (d) Based on the information and explanations given to us and the audit procedures performed by us, the group does not have more than one CIC.
- (xvii) In our opinion and according to the information and explanations given to us, the Company has not incurred cash loss during this financial year as well as in the immediately preceding financial year.
- (xviii) There has been resignation of the statutory auditors during the year and we have taken into consideration the issues, objections or concerns raised by the outgoing auditors.
- (xix) In our opinion and according to the information and explanations given to us and on the basis of the financial ratios, ageing and expected dates of realisation of financial assets and payment of financial liabilities, other information accompanying the Ind AS Financial Statements and also our knowledge of the plans of Board of Directors and of Management, we are of the opinion that no material uncertainty exists as on the date of the audit report and that the company is capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the Balance Sheet date, will get discharged by the Company as and when they fall due.
- (xx) (a) According to the information and explanations given to us, the Company has no unspent amount that needs to be transferred to a Fund specified in Schedule VII to the Act in compliance with second proviso to sub-section (5) of Section 135 of the Act.
- (b) According to the information and explanations given to us, the Company has no unspent amount which needs to be transferred to a special account in compliance with sub-section (6) of Section 135 of the Act.
- (xxi) According to the information and explanations given to us, and based on the Independent Auditor's reports issued by the subsidiaries' auditors included in the Consolidated Financial Statements, to which reporting under the Order is applicable, refer to our Independent Auditor's Report on the Consolidated Financial Statements, with respect to reporting under Clause 3(xxii) of the Companies (Auditor's Report) Order, 2020.

For N C RAJAGOPAL & CO
Chartered Accountants
Firm Regn. No. 003398S

Arjun S
Partner

Place : Chennai
Date : 28th April 2025

Membership No. 230448
UDIN : 25230448BMIMXP3764

Annexure 'B' to the Independent Auditors' Report

(Referred to in paragraph 2(f) under 'Report on Other Legal and Regulatory Requirements' section of our report of even date)

Report on the Internal Financial Controls with reference to the aforesaid Financial Statements under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013.

We have audited the internal financial controls with reference to the Standalone Financial Statements of TVS Holdings Limited ("the Company") as at 31 March 2025 in conjunction with our audit of the standalone Financial Statements of the Company for the year ended on that date.

Management's responsibility for Internal Financial Controls

The Company's management is responsible for establishing and maintaining internal financial controls based on the internal controls over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to the Company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Act.

Auditors' Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls with reference to the Standalone Financial Statements based on our audit. We conducted our audit in accordance with the Guidance Note and the Standards on Auditing("SA"), prescribed under Section 143(10) of the Act, to the extent applicable to an audit of internal financial controls with reference to the Standalone Financial Statements. Those SAs and the Guidance Note require that we comply with the ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls with reference to the Standalone Financial Statements were established and maintained and whether such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system with reference to the Standalone Financial Statements and their operating effectiveness. Our audit of internal financial controls with reference to the Standalone Financial Statements included obtaining an

understanding of internal financial controls with reference to the Standalone Financial Statements, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the Financial Statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls with reference to the Standalone Financial Statements.

Meaning of Internal Financial Controls with reference to the Standalone Financial Statements

A company's internal financial controls with reference to the Standalone Financial Statements is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of Financial Statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial controls with reference to the Standalone Financial Statements include those policies and procedures that

- (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the Company;
- (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of Financial Statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the Company are being made only in accordance with authorisations of management and directors of the Company; and
- (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the Company's assets that could have a material effect on the Financial Statements.

Inherent Limitations of Internal Financial Controls with reference to the Standalone Financial Statements

Because of the inherent limitations of internal financial controls with reference to the Standalone Financial Statements, including the possibility

TVS Holdings Limited
(Formerly known as Sundaram-Clayton Limited)

of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls with reference to the Standalone Financial Statements to future periods are subject to the risk that the internal financial controls with reference to the Standalone Financial Statements may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, to the best of our information and according to the explanations given to us, the Company has, in all material respects, an adequate internal financial controls with reference to standalone financial statements and such internal financial controls with reference to standalone

financial statements were operating effectively as at March 31, 2025, based on the criteria for internal financial controls with reference to standalone financial statements established by the Company considering the essential components of Internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

For N C RAJAGOPAL & CO
Chartered Accountants
Firm Regn. No. 003398S

Arjun S
Partner

Place : Chennai
Date : 28th April 2025

Membership No. 230448
UDIN : 25230448BMIMXP3764

TVS Holdings Limited
(Formerly known as Sundaram-Clayton Limited)

STANDALONE BALANCE SHEET AS AT 31st MARCH 2025

		(Rupees in crores)	
Particulars	Note No.	As at 31.03.2025	As at 31.03.2024
ASSETS			
1 Financial Assets			
(a) Cash and Cash Equivalents	2	222.08	96.32
(b) Bank Balances other than (a) above	3	96.19	276.23
(c) Receivables			
i) Trade Receivables	4	13.59	24.69
(d) Investments	5	2,267.50	1,970.30
(e) Other Financial Assets	6	2.94	2.43
Total		2,602.30	2,369.97
2 Non-Financial Assets			
(a) Inventories	7	–	6.94
(b) Current Tax Assets (Net)		–	5.04
(c) Deferred Tax Assets (Net)	8	147.80	4.81
(d) Property, Plant and Equipment	9	9.83	14.19
(e) Capital work in progress	9	3.75	–
(f) Other Intangible Assets	10	0.02	0.05
(g) Other Non-Financial Assets	11	2.38	12.80
Total		163.78	43.83
Total Assets		2,766.08	2,413.80
LIABILITIES AND EQUITY			
LIABILITIES			
1 Financial Liabilities			
(a) Payables			
Trade Payables			
i) Total outstanding dues of micro enterprises and small enterprises	12	–	–
ii) Total outstanding dues of creditors other than micro enterprises and small enterprises	12	–	84.94
(b) Debt Securities	13	943.81	–
(c) Borrowings other than debt securities	14	–	550.00
(d) Subordinated Liabilities	15	–	–
(e) Other Financial Liabilities	16	153.03	216.13
Total		1,096.84	851.07
2 Non-Financial Liabilities			
(a) Current Tax Liabilities (Net)		12.63	–
(b) Provisions	17	20.92	21.27
(c) Other Non-Financial Liabilities	18	24.55	91.89
Total		58.10	113.16
3 EQUITY			
(a) Equity Share capital	19	10.12	10.12
(b) Other Equity	20	1,601.02	1,439.45
Total		1,611.14	1,449.57
Total Liabilities and Equity		2,766.08	2,413.80
Material Accounting Policies forming part of financial statements	1		
The accompanying notes are an integral part of these financial statements			

VENU SRINIVASAN
Chairman
DIN: 00051523

SUDARSHAN VENU
Managing Director
DIN: 03601690

As per our report annexed
For N.C.RAJAGOPAL & CO.
Chartered Accountants
Firm Regn. No. 003398S

K GOPALA DESIKAN
Director & Group Chief Financial Officer
DIN: 00067107

R RAJA PRAKASH
Company Secretary

ARJUN S
Partner
Membership No. 230448

Place : Chennai
Date : 28th April 2025

TVS Holdings Limited
(Formerly known as Sundaram-Clayton Limited)

STANDALONE STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31st MARCH 2025

		(Rupees in crores)	
Particulars	Note No.	Year ended 31.03.2025	Year ended 31.03.2024
I) Income	21		
(a) Interest income		9.01	53.83
(b) Dividend income		238.78	191.03
(c) Net gain on Sale / Fair Valuation of Investments		107.45	83.85
(d) Sale of products		–	747.52
(e) Sale of services		176.21	141.96
(f) Sale of Traded Goods		105.85	380.72
(g) Other operating revenue		–	8.86
Total Revenue from Operations		637.30	1,607.77
II) Other Income	22	6.75	38.79
III) Total Income (I + II)		644.05	1,646.56
Expenses			
(a) Finance Costs	23	62.96	99.09
(b) Cost of materials consumed	24	–	407.44
(c) Purchases of Stock-in-trade		97.03	376.48
(d) Changes in inventories of finished goods, work-in-progress and Stock-in-Trade	25	0.62	7.42
(e) Employee Benefit Expenses	26	17.62	99.61
(f) Depreciation and Amortization Expenses	27	2.44	37.62
(g) Other Expenses	28	53.29	203.71
IV) Total Expenses		233.96	1,231.37
V) Profit before exceptional items and tax (III- IV)		410.09	415.19
VI) Exceptional items	29	–	(5.07)
VII) Profit Before Tax (V+VI)		410.09	410.12
VIII) Tax Expenses			
Current Tax	30	198.97	75.04
Deferred Tax	31	(141.04)	(3.66)
IX) Profit for the year (VII- VIII)		352.16	338.74
X) Other Comprehensive Income			
A. Items that will not be reclassified to profit and loss			
Remeasurement of post employment benefit obligations		(0.84)	(4.97)
Change in fair value of equity instruments		(3.54)	0.68
Income tax relating to these items		1.95	1.29
B. Items that will be reclassified to profit and loss			
Transactions relating to Derivative instruments		–	0.45
Income tax relating to these items		–	(0.11)
Other comprehensive income for the year (net of tax)		(2.43)	(2.66)
XI) Total Comprehensive Income for the year (IX+ X)		349.73	336.08
XII) Earnings Per share (Face value of ₹ 5/- each)	32		
Basic (₹)		174.06	167.43
Diluted (₹)		174.06	167.43
Material Accounting Policies forming part of financial statements	1		
The accompanying notes are an integral part of these financial statements			

VENU SRINIVASAN
Chairman
DIN: 00051523

SUDARSHAN VENU
Managing Director
DIN: 03601690

As per our report annexed
For N.C.RAJAGOPAL & CO.
Chartered Accountants
Firm Regn. No. 003398S

K GOPALA DESIKAN
Director & Group Chief Financial Officer
DIN: 00067107

R RAJA PRAKASH
Company Secretary

ARJUN S
Partner
Membership No. 230448

Place : Chennai
Date : 28th April 2025

TVS Holdings Limited
(Formerly known as Sundaram-Clayton Limited)

STANDALONE STATEMENT OF CHANGES IN EQUITY

(Rupees in crores)

A. Equity Share Capital

As at 01-04-2023	10.12
Changes in Equity share capital due to prior period errors	–
Restated balance as at 01-04-2023	10.12
Changes in equity share capital during the year	–
As at 31-03-2024	10.12
Changes in Equity share capital due to prior period errors	–
Restated balance as at 01-04-2024	10.12
Changes in equity share capital during the year	–
As at 31-03-2025	10.12

B. Other Equity

Particulars	Reserves & Surplus					Other Reserves			
	General reserve	Securities Premium	Statutory reserve	Retained earnings	Total	Fair value through other Comprehensive income	Hedging reserve	Total	Total Reserves
Balance as at 01-04-2023	–	36.42	–	650.74	687.16	12.78	0.49	13.27	700.43
Add : Profit for the year	–	–	–	338.75	338.75	–	–	–	338.75
Add : Other comprehensive income	–	–	–	(3.68)	(3.68)	0.68	0.34	1.02	(2.66)
Less : Transfer to Statutory Reserve	–	–	67.75	(67.75)	–	–	–	–	–
Total Comprehensive Income for the year	–	–	67.75	267.32	335.07	0.68	0.34	1.02	336.09
Add / (Less) : Reclassified to / from retained earnings	–	–	–	–	–	–	–	–	–
Adjustment due to IND AS 103 Business combination (Refer Note: 37 (x))	–	–	–	1,328.95	1,328.95	–	–	–	1,328.95
Adjustment due to composite scheme of arrangement (Refer Note: 37 (x))	–	–	–	(730.75)	(730.75)	(4.26)	(0.83)	(5.09)	(735.84)
Less : Interim Dividend declared for the year ended 31 st March 2024 (₹ 94 / share)	–	–	–	(190.18)	(190.18)	–	–	–	(190.18)
Balance as at 31-03-2024	–	36.42	67.75	1,326.08	1,430.25	9.20	–	9.20	1,439.45
Add : Profit for the year	–	–	–	352.16	352.16	–	–	–	352.16
Add : Securities Premium on Issue of NCD	–	–	–	–	–	–	–	–	–
Add : Other comprehensive income	–	–	–	(0.63)	(0.63)	(1.80)	–	(1.80)	(2.43)
Less : Transfer to Statutory Reserve	–	–	70.43	(70.43)	–	–	–	–	–
Less : Reclassification Entry	–	–	–	0.82	0.82	(0.82)	–	(0.82)	–
Total Comprehensive Income for the year	–	–	70.43	281.92	352.35	(2.62)	–	(2.62)	349.73
Add / (Less) : Reclassified to / from retained earnings	–	–	–	–	–	–	–	–	–
Less : Interim Dividend declared for the year ended 31 st March 2025 (₹ 93 / share)	–	–	–	(188.16)	(188.16)	–	–	–	(188.16)
Balance as at 31-03-2025	–	36.42	138.18	1,419.84	1,594.44	6.58	–	6.58	1,601.02

VENU SRINIVASAN
Chairman
DIN: 00051523

SUDARSHAN VENU
Managing Director
DIN: 03601690

K GOPALA DESIKAN
Director & Group Chief Financial Officer
DIN: 00067107

R RAJA PRAKASH
Company Secretary

As per our report annexed
For N.C.RAJAGOPAL & CO.
Chartered Accountants
Firm Regn. No. 003398S
ARJUN S
Partner
Membership No. 230448

Place : Chennai
Date : 28th April 2025

TVS Holdings Limited
(Formerly known as Sundaram-Clayton Limited)

STANDALONE STATEMENT OF CASH FLOW FOR THE YEAR ENDED 31st MARCH 2025

(Rupees in crores)

	Year ended 31.03.2025	Year ended 31.03.2024
A. CASH FLOW FROM OPERATING ACTIVITIES		
Profit before tax	410.09	410.12
Add: Depreciation and amortisation for the period*	2.44	37.62
Loss on sale/scrapping of property, plant and equipment*	0.02	0.05
Profit on sale of property, plant and equipment*	(5.68)	(38.48)
Unrealised exchange (gain) / loss*	—	0.87
Net gain on Sale / Fair Valuation of Investments	(107.45)	(83.85)
	<u>(110.67)</u>	<u>(83.79)</u>
Operating profit before working capital changes	299.42	326.33
Adjustments for:		
Inventories*	6.94	341.11
Trade Receivables*	11.10	255.14
Other financial assets*	(0.79)	28.52
Other non-financial assets*	10.10	55.92
Other bank balances	—	—
Trade Payables*	(84.94)	(304.81)
Other financial liabilities*	52.60	(44.48)
Provisions*	(0.87)	(18.40)
Other non financial liabilities*	(6.95)	(6.96)
	<u>(12.81)</u>	<u>306.04</u>
Cash generated from operations	286.61	632.37
Direct taxes paid	(181.30)	(37.70)
Net cash from operating activities (A)	105.31	594.67
B. CASH FLOW FROM INVESTING ACTIVITIES		
Additions to property, plant and equipment	(4.50)	(17.80)
Sale of property, plant and equipment*	6.90	654.93
Purchase of investments	(684.91)	(88.00)
Sale of investments*	491.88	851.67
Closure of term deposits	—	1,999.87
Net movement on account of Mergers / Demerger*	—	(1,434.97)
Net Cash from / (used in) investing activities (B)	(190.63)	1,965.70

TVS Holdings Limited
(Formerly known as Sundaram-Clayton Limited)

STANDALONE STATEMENT OF CASH FLOW FOR THE YEAR ENDED 31st MARCH 2025

		(Rupees in crores)	
		Year ended 31.03.2025	Year ended 31.03.2024
C CASH FLOW FROM FINANCING ACTIVITIES			
Net Borrowings:			
Proceeds of Borrowing / (repaid)*		400.17	(1,592.61)
Repayment of Subordinated Liabilities (Net)		-	(873.03)
Dividend Paid		(188.16)	-
Repayment of lease liabilities*		(0.93)	(6.94)
Net cash used in financing activities	(C)	211.08	(2,472.58)
D NET INCREASE / (DECREASE) IN CASH AND CASH EQUIVALENTS			
	(A+B+C)	125.76	87.79
Cash and cash equivalents at the beginning of the period			
Cash and Bank balances	96.32		8.53
Cash credit balance	-	96.32	-
Cash and cash equivalents at the end of the period			
Cash and Bank balances	222.08		96.32
Cash credit balance	-	222.08	-

*Figures pertaining to Year ended 31.03.2024 includes impact of mergers and demerger pursuant to the scheme of arrangement approved by NCLT

Notes:

The above statement has been prepared in indirect method except in case of dividend, tax and purchase and sale of investments which have been considered on the basis of actual movement of cash.

VENU SRINIVASAN
Chairman
DIN: 00051523

SUDARSHAN VENU
Managing Director
DIN: 03601690

As per our report annexed
For N.C.RAJAGOPAL & CO.
Chartered Accountants
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K GOPALA DESIKAN
Director & Group Chief Financial Officer
DIN: 00067107

R RAJA PRAKASH
Company Secretary

ARJUN S
Partner
Membership No. 230448

Place : Chennai
Date : 28th April 2025

TVS Holdings Limited
(Formerly known as Sundaram-Clayton Limited)

1 MATERIAL ACCOUNTING POLICIES

The accounting policies mentioned herein relate to the standalone financial statements of the Company.

a) Brief description of the Company

TVS Holdings Limited ('the Company') is a public limited company incorporated in India whose shares are publicly traded. The registered office is located at Chaitanya, No.12, Khader Nawaz Khan Road, Chennai - 600006, Tamil Nadu, India.

Post the composite scheme of demerger during FY 2023-24, the Company was into trading business of automotive components and investing activities. As per the conditions stipulated by RBI while according CIC Approval, the Company has wound up the Trading business of automotive components during the year.

The Company received the Certificate of Registration (No. N-07-00904) dated 14 March, 2024 from the Reserve Bank of India (RBI) and commenced Non-Banking Financial activity thereon. The Company is a Systemically Important Non-Deposit taking Non-Banking Finance Company, as defined under Section 45-IA of the Reserve Bank of India (RBI) Act, 1934. The Company is categorised as "NBFC - Core Investment Company (NBFC-CIC)" vide RBI circular DNBR (PD) CC.No.097/03.10.001/2018-19 dated 22 February 2019. Effective 01 October 2022, the Company has been categorised as NBFC-Middle Layer under the RBI Scale Based Regulation dated 22 October 2021.

b) Basis of preparation

The financial statements comply in all material aspects with Indian Accounting Standards (Ind AS) notified under Section 133 of the Companies Act, 2013 (the Act) read with Companies (Indian Accounting Standards) Rules, 2015 and other relevant provisions of the Act.

The financial statements have been prepared in accordance with Division III of Schedule III of the Companies Act 2013 notified by MCA on October 11, 2018. Further, the Company follows application guidance, clarifications, circulars, and directions issued by the Reserve Bank of India (RBI) for Non-Banking Financial Companies (NBFC) or other regulators, as and when they are issued and applicable.

The financial statement has been prepared on the historical cost convention under accrual basis of accounting except for certain assets and liabilities (as per the accounting policy below), which have been measured at fair value.

c) Going Concern

The Company's financial statements have been prepared on a going concern basis.

d) Use of estimates

The preparation of financial statements requires management to make certain estimates and assumptions that affect the amounts reported in the financial statements and notes thereto. The management believes that these estimates and assumptions are reasonable and prudent. However, actual results could differ from these estimates. Any revision to accounting estimates is recognised prospectively in the current and future period.

This note provides an overview of the areas that involve a higher degree of judgment or complexity. It also provides an overview of items which are more likely to be materially adjusted due to estimates and assumptions turning out to be different than those originally assessed. Detailed information about each of these estimates and judgments is included in the relevant notes together with information about the basis of calculation for each affected line item in the financial statements.

e) Cost Recognition

Costs and expenses are recognised when incurred and are classified according to their nature. Expenditures are capitalized where appropriate.

f) Significant Estimates and judgments

The areas involving significant estimates or judgments are:

- i) Estimation of defined benefit obligation
- ii) Estimation of useful life of Property, Plant and Equipment

g) Revenue recognition

Revenue towards satisfaction of a performance obligation is measured at the amount of transaction price (net of variable consideration) allocated to that performance obligation. The transaction price of goods sold and services rendered is net of variable consideration on account of various discounts and schemes offered by the Company as part of the contract.

TVS Holdings Limited
(Formerly known as Sundaram-Clayton Limited)

MATERIAL ACCOUNTING POLICIES - (continued)

i) Sale of products:

Revenue is recognized when the performance obligations are satisfied and the control of the goods is transferred, being when the goods are delivered as per the relevant terms of the contract at which point in time the Company has a right to payment for the goods, customer has possession and legal title to the goods, customer bears significant risk and rewards of ownership and the customer has accepted the goods or the Company has objective evidence that all criteria for acceptance have been satisfied.

ii) Revenue from Services:

Revenue from Services is recognised in the accounting period in which the performance obligation is fulfilled.

The Company earns revenue from services rendered to group companies, including strategic, operational, administrative, and other support functions, as well as from granting rights to use intellectual property.

Where services are rendered or rights are provided continuously over a period, and the customer simultaneously receives and consumes the benefits, revenue is recognized **over time**, typically on a **straight-line basis**, when this best reflects the pattern of performance.

In cases where the consideration is **variable** and linked to the customer's turnover or usage, revenue is recognized **only when the underlying sales or usage occurs**, in line with the guidance on variable consideration under Ind AS 115.

iii) Dividend income:

Dividends are recognised in the Statement of Profit and Loss only when the right to receive payment is established and it is probable that the economic benefits associated with the dividend will flow to the Company, and the amount of dividend can be reliably measured.

iv) Interest Income:

Interest income is recognised using the Effective Interest Rate (EIR) method for all financial assets measured at amortised cost. The EIR is the rate that exactly discounts estimated future cash receipts through the expected life of the financial asset, to its gross carrying amount. The calculation of the effective interest rate includes transaction costs and transaction income that is directly attributable to the acquisition of a financial asset.

h) Property, Plant and Equipment

Freehold Land is stated at historical cost. All other items of Property, Plant and Equipment are stated at cost of acquisition/ construction less accumulated depreciation / amortization and impairment, if any. Cost includes:

- (i) purchase price,
- (ii) taxes and duties,
- (iii) labour cost,
- (iv) directly attributable overheads incurred up to the date the asset is ready for its intended use, and
- (v) Government grants that are directly attributable to the assets acquired.

However, cost excludes excise duty, value added tax, service tax and GST, and to the extent credit of the duty or tax is availed of.

Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Company and the cost of the item can be measured reliably. The carrying amount of any component accounted for as separate asset is derecognised when replaced. All other repairs and maintenance are charged to the Statement of Profit and Loss during the reporting period in which they are incurred.

Government grants relating to the purchase of property, plant and equipment are capitalized and included as cost to fixed assets.

Gains or losses on disposals are determined by comparing proceeds with the carrying amount. These are included in the Statement of Profit and Loss within Other gains / (losses).

i) Depreciation

- i) Depreciation on Property, Plant and Equipment is charged over the estimated useful life of the asset or part of the asset as evaluated by a Chartered Engineer and in accordance with Ind AS 16, taking into consideration both usage, useful life and legal limitations on the use of assets, on straight line method, in accordance with Part A of Schedule II to the Companies Act, 2013. Depreciation is adjusted for the proportionate usage with reference to the asset's expected capacity or physical output during the reporting period

TVS Holdings Limited
(Formerly known as Sundaram-Clayton Limited)

MATERIAL ACCOUNTING POLICIES - (continued)

- ii) The estimated useful life of the tangible fixed assets as assessed by the Chartered Engineer and followed by the Company is furnished below:

Description	Years
Factory building and other buildings	10 to 64
Plant and Equipment	8 to 21
Electrical Equipment	3 to 24
Furniture and Fixtures	10
Computers	3 to 6
Mobile phones	1
Vehicles	1 to 8

- iii) The residual value for all the above assets is retained at 5% of the cost except for Mobile phones for which nil residual value is considered. Residual values and useful lives are reviewed, and adjusted, if appropriate, for each reporting period.
- iv) On tangible fixed assets added / disposed off during the year, depreciation is charged on pro-rata basis for the period for which the asset was purchased and used.
- v) Depreciation in respect of tangible assets costing individually less than ₹ 5,000/- is provided at 100%.

j) Impairment

Assets are tested for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. An impairment loss is recognised for the amount by which the asset's carrying amount exceeds its recoverable amount. The recoverable amount is the higher of an asset's fair value less costs of disposal and value in use. For the purposes of assessing impairment, assets are grouped at the lowest levels for which there are separately identifiable cash inflows which are largely independent of the cash inflows from other assets or group of assets (cash-generating units). Non-financial assets other than goodwill that suffered impairment are reviewed for possible reversal of the impairment at the end of each reporting period.

k) Foreign currency translation

(i) Functional and presentation currency

Items included in the financial statements are measured using the currency of the primary economic environment in which the Company operates ('the functional currency'). i.e in Indian rupees (INR) and all values are rounded off to nearest crores except where otherwise indicated.

(ii) Transactions and balances

Transactions in foreign currencies are recorded at the exchange rates prevailing on the date of transaction.

- Foreign currency monetary assets and liabilities such as cash, receivables, payables, etc., are translated at year end exchange rates.
- Non-monetary items denominated in foreign currency such as investments, fixed assets, etc., are valued at the exchange rate prevailing on the date of transaction.

TVS Holdings Limited
(Formerly known as Sundaram-Clayton Limited)

MATERIAL ACCOUNTING POLICIES - (continued)

l) Inventories

Inventories are valued at the lower of cost and net realisable value.

- i) Cost of raw materials, components, stores, spares, work-in-process and finished goods are determined on a moving average basis.
- ii) Cost of finished goods and work-in-process comprises of Direct materials, Direct labour and an applicable proportion of Variable and Fixed overhead expenditure, Fixed Overhead Expenditure absorbed on the basis of normal operating capacity.
- iii) Costs are assigned to individual items of inventory on the basis of weighted average costs. Costs of purchased inventory are determined after deducting rebates and discounts. Net realisable value is the estimated selling price in the ordinary course of business less the estimated costs of completion and the estimated costs necessary to make the sale.
- iv) Materials and supplies held for use in production of inventories are not written down if the finished products in which they will be used are expected to be sold at or above cost. Slow and non-moving material, obsolescence, defective inventories are duly provided for.

m) Employee benefits

i) Short term obligations:

Short-term obligations are those that are expected to be settled fully within 12 months after the end of the reporting period. They are recognized upto the end of the reporting period at the amounts expected to be paid at the time of settlement.

ii) Other long term employee benefit obligations:

The liabilities for earned leave are not expected to be settled wholly within 12 months after the end of the period in which the employees render the related service. They are, therefore, recognized and provided for at the present value of the expected future payments to be made in respect of services provided by employee upto the end of reporting period using the projected unit credit method. The benefits are discounted using the market yields at the end of the reporting period that have terms approximating to the terms of the related obligation.

iii) Post-employment obligation:

The Company operates the following post-employment schemes:

- a) Defined benefit plans such as gratuity for its eligible employees, pension plan for eligible senior managers; and
- b) Defined contribution plan such as provident fund.

Pension and gratuity obligation:

The liability or asset recognised in the balance sheet in respect of defined benefit pension and gratuity plan is the present value of the defined benefit obligation at the end of the reporting period less the fair value of plan assets. The defined benefit obligation is calculated annually by actuaries using the projected unit credit method.

The present value of the defined benefit obligation denominated in INR is determined by discounting the estimated future cash outflows by reference to market yields at the end of the reporting period on the government bonds that have terms approximating to the terms of the related obligation.

The net interest cost is calculated by applying the discount rate to the net balance of the defined benefit obligation and the fair value of plan assets. This cost is included in employee benefit expense in the Statement of Profit and Loss.

Remeasurement gains and losses arising from experience adjustments and changes in actuarial assumptions are recognised in the period in which they occur, directly in other comprehensive income (net of deferred tax). They are included in retained earnings in the statement of changes in equity and in the balance sheet.

Changes in the present value of the defined benefit obligation resulting from plan amendments or curtailments are recognised immediately in the Statement of Profit or Loss as past service cost.

TVS Holdings Limited
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MATERIAL ACCOUNTING POLICIES - (continued)

Provident fund:

The eligible employees of the Company are entitled to receive benefits in respect of provident fund, a defined contribution plan, in which both employees and the Company makes monthly contributions at a specified percentage of the covered employees' salary. The provident fund contributions are made to an irrevocable trust set up by the Company. The Company is generally liable for annual contributions and any shortfall in the fund assets based on the Government specified minimum rates of return and recognises such contributions and shortfall, if any, as an expense in the year in which it is incurred.

iv) Bonus plans:

The Company recognises a liability and an expense for bonus. The Company recognises a provision where contractually obliged or where there is a past practice that has created a constructive obligation.

n) Provisions and contingent liabilities

i) Provision:

A provision is recorded when the Company has a present legal or constructive obligation as a result of past events and it is probable that an outflow of resources will be required to settle the obligation and the amount can be reasonably estimated. The estimated liability for product warranties is accounted based on technical evaluation, when the products are sold.

Provisions are evaluated at the present value of management's best estimate of the expenditure required to settle the present obligation at the end of the reporting period. The discount rate used to determine the present value is a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the liability. The increase in the provision due to the passage of time is recognised as interest expenses.

ii) Contingent liabilities:

Wherever there is a possible obligation that arises from past events and whose existence will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the entity or a present obligation that arises from past events but is not recognised because (a) it is not probable that an outflow of resources embodying economic benefits will be required to settle the obligation; or (b) the amount of the obligation cannot be measured with sufficient reliability are considered as contingent liability. Show cause notices are not considered as Contingent Liabilities unless converted into demand.

o) Segment reporting:

Operating segments are reported in a manner consistent with the internal reporting provided to the chief operating decision maker.

p) Leases

From 1st April 2019, leases are recognised as a right-of-use asset and a corresponding liability at the date at which the leased asset is available for use by the Company. Contracts may contain both lease and non-lease components. The Company allocates the consideration in the contract to the lease and non-lease components based on their relative stand-alone prices. However, for leases of real estate for which the Company is a lessee, it has elected not to separate lease and non-lease components and instead accounts for these as a single lease component.

Assets and liabilities arising from a lease are initially measured on a present value basis. Lease liabilities include the net present value of the following lease payments:

- fixed payments (including in-substance fixed payments), less any lease incentives receivable
- variable lease payment that are based on an index or a rate, initially measured using the index or rate as at the commencement date
- amounts expected to be payable by the Company under residual value guarantees
- the exercise price of a purchase option if the Company is reasonably certain to exercise that option, and
- payments of penalties for terminating the lease, if the lease term reflects the Company exercising that option

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MATERIAL ACCOUNTING POLICIES - (continued)

Lease payments to be made under reasonably certain extension options are also included in the measurement of the liability. The lease payments are discounted using the interest rate implicit in the lease. If that rate cannot be readily determined, which is generally the case for leases in the Company, the lessee's incremental borrowing rate is used, being the rate that the individual lessee would have to pay to borrow the funds necessary to obtain an asset of similar value to the right-of-use asset in a similar economic environment with similar terms, security and conditions.

To determine the incremental borrowing rate, the Company:

- where possible, uses recent third-party financing received by the individual lessee as a starting point, adjusted to
- reflect changes in financing conditions since third party financing was received
- uses a build-up approach that starts with a risk-free interest rate adjusted for credit risk for leases held by the Company
- which does not have recent third party financing, and
- makes adjustments specific to the lease, e.g. term, country, currency and security.

The Company is exposed to potential future increases in variable lease payments based on an index or rate, which are not included in the lease liability until they take effect. When adjustments to lease payments based on an index or rate take effect, the lease liability is reassessed and adjusted against the right-of-use asset. Lease payments are allocated between principal and finance cost. The finance cost is charged to profit or loss over the lease period so as to produce a constant periodic rate of interest on the remaining balance of the liability for each period.

Variable lease payments that depend on sales are recognised in profit or loss in the period in which the condition that triggers those payments occurs.

Right-of-use assets are measured at cost comprising the following:

- the amount of the initial measurement of lease liability
- any lease payments made at or before the commencement date less any lease incentives received
- any initial direct costs, and
- restoration costs.

Right-of-use assets are generally depreciated over the shorter of the asset's useful life and the lease term on a straight-line basis. If the Company is reasonably certain to exercise a purchase option, the right-of-use asset is depreciated over the underlying asset's useful life.

Payments associated with short-term leases of equipment and all leases of low-value assets are recognised on a straight-line basis as an expense in profit or loss. Short-term leases are leases with a lease term of 12 months or less. Low-value assets comprise IT equipment and small items of office furniture.

q) Cash and Cash equivalents

For the purpose of presentation in the statement of cash flows, cash and cash equivalents include cash on hand, deposits held at call with financial institutions, other short-term, highly liquid investments with original maturities of three months or less that are readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in value and bank overdrafts.

r) Trade receivables

Trade receivables are recognised initially at cost less provision for doubtful debts.

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MATERIAL ACCOUNTING POLICIES - (continued)

s) Fair Value Measurement

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either:

- a) In the principal market for the asset or liability, or
- b) In the absence of a principal market, in the most advantageous market for the asset or liability

The fair value of an asset or a liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their best economic interest. A fair value measurement of a non-financial asset takes into account a market participant's ability to generate economic benefits by using the asset in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use.

The valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximizing the use of relevant observable inputs and minimizing the use of unobservable inputs are used. All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorized within the fair value hierarchy

t) Investments and Other financial assets

i) Classification:

The Company classifies its financial assets in the following categories:

- Those to be measured subsequently at fair value (either through other comprehensive income, or through statement of profit and loss), and
- Those measured at amortised cost.

The classification depends on the entity's business model for managing the financial assets and the contractual terms of the cash flow.

ii) Measurement:

At initial recognition, the Company measures a financial asset at its fair value plus (in the case of a financial asset not a fair value through profit or loss) transaction costs that are directly attributable to the acquisition of the financial asset. Transaction costs of financial assets carried at fair value through profit or loss are expensed in the Statement of Profit and Loss.

(i) Amortised Cost:

Assets that are held for collection of contractual cash flows where those cash flows represent solely payments of principal and interest are measured at amortised cost. A gain or loss on debt instrument that is subsequently measured at amortised cost and is not part of a hedging relationship is recognised in the Statement of Profit and Loss when the asset is de-recognised or impaired. Interest income from these financial assets is included in finance income using the effective interest rate method.

(ii) Fair Value through profit or loss:

Assets that do not meet the criteria for amortised cost or Fair Value through Other Comprehensive Income (FVOCI) are measured at Fair Value through Profit or Loss (FVTPL). A gain or loss on a debt instrument that is subsequently measured at fair value through profit or loss and is not part of a hedging relationship is recognised in profit or loss and presented in the statement of profit and loss within other gains / (losses) in the period in which it arises. Interest income from these financial assets is included in other income.

(iii) Equity Instruments:

Subsequent to initial recognition, the Company measures all investments in equity (except of the subsidiaries / associates) at fair value. Where the company's management has elected to present fair value gains and losses on equity investments

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MATERIAL ACCOUNTING POLICIES - (continued)

in other comprehensive income, there will be no subsequent reclassification of fair value gains and losses to profit or loss. Dividends from such investments are recognised in the Statement of Profit and Loss as other income when the Company's right to receive payments is established.

Impairment losses (and reversal of impairment losses) on equity investments measured at FVOCI are not reported separately. Where the Company elects to measure fair value through profit or loss, changes in the fair value of such financial assets are recognised in the statement of profit and loss.

Investment in subsidiaries / associates:

Investment in subsidiaries / associates are measured at cost less provision for impairment.

iv) Impairment of financial assets:

The Company assesses on a forward-looking basis the expected credit losses associated with its assets carried at amortised cost and FVOCI debt instruments. The impairment methodology applied depends on whether there has been a significant increase in credit risk. Note 35(A) details how the company determines whether there has been a significant increase in credit risk.

For trade receivables, the Company applies the simplified approach permitted by Ind AS 109 Financial Instruments, which requires expected credit losses to be recognised from initial recognition of the receivables.

v) De-recognition of financial assets:

A financial asset is derecognised only when:

The Company has transferred the rights to receive cash flows from the financial asset or

The Company retains the contractual rights to receive the cash flows of the financial asset, but expects a contractual obligation to pay the cash flows to one or more recipients.

Where the entity has transferred an asset, the Company evaluates whether it has transferred substantially all risks and rewards of ownership of the financial asset. In such cases, the financial asset is derecognised. Where the entity has not transferred substantially all risks and rewards of ownership of the financial asset, the financial asset is not derecognised.

Where the entity has neither transferred a financial asset nor retains substantially all risks and rewards of ownership of the financial asset, the financial asset is derecognised, if the Company has not retained control of the financial asset. Where the company retains control of the financial asset, the asset is continued to be recognised to the extent of continuing involvement in the financial asset.

u) **Financial Liabilities**

Financial liabilities that are not held-for-trading and are not designated as at FVTPL are measured at amortised cost at the end of subsequent accounting periods. The carrying amounts of financial liabilities that are subsequently measured at amortised cost are determined based on the effective interest method. Interest expense that is not capitalised as part of costs of an asset is included under 'Finance costs'.

The effective interest method is a method of calculating the amortised cost of a financial liability and of allocating interest expense over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash payments (including all fees and points paid or received that form an integral part of the effective interest rate, transaction costs and other premiums or discounts) through the expected life of the financial liability.

All financial liabilities are subsequently measured at amortised cost using the effective interest method or at FVTPL. The Company derecognizes financial liabilities when, and only when, the Company's obligations are discharged, cancelled or have expired.

Borrowings are initially recognised at fair value, net of transaction cost incurred. Borrowings are subsequently measured at amortised cost. Any difference between the proceeds (net of transaction cost) and the redemption amount is recognised in the Statement of Profit and Loss over the period of the borrowings, using the effective interest method. Fees paid on the established

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MATERIAL ACCOUNTING POLICIES - (continued)

loan facilities are recognised as transaction cost of the loan, to the extent that it is probable that some or all the facility will be drawn down.

Borrowings are removed from the balance sheet when the obligation specified in the contract is discharged, cancelled or expired. The difference between the carrying amount of a financial liability that has been extinguished or transferred to another party and the consideration paid, including any non-cash assets transferred or liabilities assumed, is recognised in the Statement of Profit and Loss as other gain / (loss).

v) Borrowing Cost

General and specific borrowing costs that are directly attributable to the acquisition, construction or production of a qualifying asset are capitalised during the period of time that is required to complete and prepare the asset for its intended use or sale. Qualifying assets are assets that necessarily take a substantial period of time to get ready for their intended use or sale.

Investment income earned on the temporary investment of specific borrowings pending their expenditure on qualifying assets is deducted from the borrowing costs eligible for capitalisation. Other borrowing costs are expensed in the period in which they are incurred.

w) Taxes on income

Tax expense comprises of (i) current tax and (ii) deferred tax.

The income tax expense or credit for the period is the tax payable on the current period's taxable income based on the applicable income tax rate adjusted by changes in deferred tax assets and liabilities attributable to temporary differences and to unused tax losses.

The current income tax charge is calculated on the basis of the tax laws enacted or substantively enacted at the end of the reporting period. Management periodically evaluates positions taken in tax returns with respect to situations in which applicable tax regulation is subject to interpretation. It establishes provisions, where appropriate, on the basis of amounts expected to be paid to the tax authorities.

Deferred income tax is provided in full, using the liability method, on temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the financial statements. However, deferred tax liabilities are not recognized if they arise from the initial recognition of goodwill. Deferred income tax is also not accounted for if it arises from initial recognition of an asset or liability in a transaction other than a business combination that at the time of the transaction affects neither accounting profit nor taxable profit or loss. Deferred income tax is determined using tax rates (and laws) that have been enacted or substantively enacted by the end of the reporting period and are expected to apply when the related deferred income tax asset is realized or the deferred income tax liability is settled.

Deferred tax assets are recognized only if it is probable that future taxable amounts will be available to utilize those temporary differences and losses.

Deferred tax assets and liabilities are offset when there is a legally enforceable right to offset current tax assets and liabilities and when the deferred tax balances relate to the same taxation authority. Current tax assets and tax liabilities are offset where the entity has a legally enforceable right to offset and intends either to settle on a net basis, or to realize the asset and settle the liability simultaneously.

Current and deferred tax is recognized in profit or loss, except to the extent that it relates to items recognized in other comprehensive income or directly in equity. In this case, the tax is also recognized in other comprehensive income or directly in equity, respectively.

x) Recent Accounting Pronouncements

Standards issued but not yet effective: New amendments adopted during the year: Ministry of Corporate Affairs ("MCA") notifies new standards or amendments to the existing standards under Companies (Indian Accounting Standards) Rules as issued from time to time. For the year ended March 31, 2025, MCA has notified Ind AS - 117 Insurance Contracts and amendments to Ind AS - 116 - Leases, relating to sale and leaseback transactions, applicable to the Company w.e.f. April 1, 2024. The Company has reviewed the new pronouncements and based on its evaluation it has determined that it does not have any impact on its financial statements.

Standards notified but not yet effective: There are no standards that are notified and not yet effective as on the date.

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Notes to Financial Statements

		(Rupees in crores)	
		As at 31-03-2025	As at 31-03-2024
2	CASH AND CASH EQUIVALENTS		
a)	Balances with banks	12.04	76.20
b)	Balance with term deposits	210.00	20.00
c)	Cash on hand	0.04	0.12
	Total	222.08	96.32
3	BANK BALANCE OTHER THAN CASH AND CASH EQUIVALENTS		
a)	Earmarked balances with Bank (incl. unpaid dividend)	96.19	276.23
	Total	96.19	276.23
4	TRADE RECEIVABLES		
	Trade receivables (Refer Note 37(vii))		
	Secured, considered good	-	-
	Unsecured, considered good	9.45	22.75
	Unbilled Trade Receivables	4.14	1.94
	Doubtful	-	-
	Sub total	13.59	24.69
	Less: Loss Allowance	-	-
	Total Trade Receivables	13.59	24.69

Refer Note 37 for other Disclosures and Refer Note 38 for receivables from Related Parties

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Notes to Financial Statements - (continued)

4 TRADE RECEIVABLES - (continued)

Particulars	Outstanding for following periods from due date of payment as at March 31, 2025					
	Less than 6 months	6 months - 1 year	1 - 2 years	2 - 3 years	More than 3 years	Total
(i) Undisputed Trade receivables - considered good	9.45	–	–	–	–	9.45
(ii) Undisputed Trade Receivables - which have significant increase in credit risk	–	–	–	–	–	–
(iii) Undisputed Trade Receivables - credit impaired	–	–	–	–	–	–
(iv) Disputed Trade Receivables - considered good	–	–	–	–	–	–
(v) Disputed Trade Receivables - which have significant increase in credit risk	–	–	–	–	–	–
(vi) Disputed Trade Receivables - credit impaired	–	–	–	–	–	–
SubTotal	9.45	–	–	–	–	9.45
Unbilled Trade Receivables						4.14
Loss Allowances	–	–	–	–	–	–
Total Trade Receivables	9.45	–	–	–	–	13.59

Particulars	Outstanding for following periods from due date of payment as at March 31, 2024					
	Less than 6 months	6 months - 1 year	1 - 2 years	2 - 3 years	More than 3 years	Total
(i) Undisputed Trade receivables - considered good	22.75	–	–	–	–	22.75
(ii) Undisputed Trade Receivables - which have significant increase in credit risk	–	–	–	–	–	–
(iii) Undisputed Trade Receivables - credit impaired	–	–	–	–	–	–
(iv) Disputed Trade Receivables - considered good	–	–	–	–	–	–
(v) Disputed Trade Receivables - which have significant increase in credit risk	–	–	–	–	–	–
(vi) Disputed Trade Receivables - credit impaired	–	–	–	–	–	–
SubTotal	22.75	–	–	–	–	22.75
Unbilled Trade Receivables						1.94
Loss Allowances	–	–	–	–	–	–
Total Trade Receivables	22.75	–	–	–	–	24.69

TVS Holdings Limited
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Notes to Financial Statements - (continued)

5. INVESTMENTS

Sl No.	Name of the body corporate	Subsidiary / associate	No. of shares / units		Face Value (in ₹)	Currency	Partly paid / fully paid	Rupees in crores	
			As at 31-03-2025	As at 31-03-2024				As at 31-03-2025	As at 31-03-2024
(1)	(2)	(3)	(4)	(5)	(6)	(7)	(8)	(9)	(10)
(a)	<u>Investments in Equity</u>								
	<u>Fair Value through OCI</u>								
	<u>Private equity instruments:</u>								
(i)	TVS Shriram Growth fund 3 of TVS Capital Funds Limited, Chennai		174,132	181,600	1,000.00	INR	Fully paid	23.08	27.36
	<u>Investments in Equity Instruments at Cost</u>								
	<u>Quoted:</u>								
(ii)	TVS Motor Company Limited, Chennai (includes effect of Business Combination)	Subsidiary	23,87,82,786	23,87,82,786	1.00	INR	Fully paid	1,593.44	1,593.44
	<u>Unquoted:</u>								
(iii)	Home Credit India Finance Private Limited	Subsidiary	91,72,68,691	-	10.00	INR	Fully paid	598.67	-
(iv)	TVS Digital Limited, Chennai (Formerly known as TVS Housing Limited)	Subsidiary	30,50,000		10.00	INR	Fully paid	4.14	-
(v)	TVS Training and Services Limited, Chennai	Associate	19,06,709	19,06,709	10.00	INR	Fully paid	1.90	1.90
(vi)	TVS Emerald Limited (Formerly Known as Emerald Haven Realty Limited)		-	19,82,20,972	10.00	INR	Fully paid	-	342.00
	Total value of Equity Instruments (a)							2,221.23	1,964.70
(b)	<u>Investments related to employee benefits</u>								
(i)	ICICI Prudential Life Insurance Group Superannuation Fund, Mumbai					INR	Fully paid	1.65	1.60
(ii)	Life Insurance Corporation Pension Policy, Chennai					INR	Fully paid	4.60	4.00
	Total value of Other Investments (b)							6.25	5.60
	Total A = (a) + (b)							2,227.48	1,970.30
	<u>Investments in Mutual Fund @ Fair Value through P&L</u>								
(i)	SBI Savings Fund		91,77,958	-	10.00	INR	Fully paid	40.02	-
	Total value of Mutual Funds (B)							40.02	-
	Total (A) + (B)							2,267.50	1,970.30
(i)	Investments outside India							-	-
(ii)	Investments in India							2,267.50	1,970.30
	Less: Allowance for impairment loss							-	-
	Total							2,267.50	1,970.30
	Aggregate amount of quoted investments and market value thereof							57,821.87	51,372.92
	Aggregate amount of unquoted investments							634.04	376.86
	Aggregate amount of impairment in value of investments							-	-
	Total							58,455.91	51,749.78

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Notes to Financial Statements - (continued)

(Rupees in crores)

As at
31-03-2025 As at
31-03-2024

6 OTHER FINANCIAL ASSETS

a) Rental deposits	1.39	1.38
b) Interest accrued on deposits / investments	0.81	0.01
c) Claims receivable	0.18	0.05
d) Employee Advances	0.56	0.99
Total	2.94	2.43

7 INVENTORIES

a) Goods-in-transit - Traded Goods	-	4.58
b) Traded Goods	-	2.36
Total Inventories	-	6.94

8 DEFERRED TAX (ASSET) / LIABILITY

The balance comprises temporary differences attributable to:

Depreciation	0.38	0.74
Employee benefits	(4.31)	(4.68)
Financial assets & Financial liabilities	1.04	1.19
MAT Credit	-	-
Others	(144.91)	(2.05)
Total deferred tax liabilities / (assets)	(147.80)	(4.81)

Movement in deferred tax liabilities / (assets)

Particulars	Depreciation	Employee benefits	Financial assets & Financial liabilities	Others	Total
At April 1, 2023	33.64	(7.64)	(7.85)	-	18.15
Charged / (credited):					
- to statement of profit and loss	0.74	(4.68)	(1.12)	1.41	(3.66)
- to tax relating to earlier years	-	-	-	-	-
- to other comprehensive income	-	-	2.32	(1.13)	1.18
- Business Combination	(33.64)	7.64	7.85	(2.33)	(20.48)
At March 31, 2024	0.74	(4.68)	1.19	(2.05)	(4.81)
Charged/(credited):					
- to statement of profit and loss	(0.36)	0.58	1.59	(142.86)	(141.04)
- to tax relating to earlier years	-	-	-	-	-
- to other comprehensive income	-	(0.21)	(1.74)	-	(1.95)
- Business Combination	-	-	-	-	-
At March 31, 2025	0.38	(4.31)	1.04	(144.91)	(147.80)

TVS Holdings Limited
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Notes to Financial Statements

9. PROPERTY, PLANT & EQUIPMENT

(Rupees in crores)

Description	Property, Plant & Equipment								Total
	Freehold land	Lease hold land	Buildings	Plant & equipment	Furniture & fixtures	Office equipment	Vehicles	Right Of Use Asset	
	1	2	3	4	5	6	7	8	9
Gross block									
As at 01-04-2024	2.80	-	3.27	4.76	3.48	4.73	3.18	8.50	30.72
Additions	0.75	-	-	-	-	-	-	0.37	1.12
Sub-total	3.55	-	3.27	4.76	3.48	4.73	3.18	8.87	31.84
Sales / deletion	(1.00)	-	(0.92)	(0.38)	(0.07)	(0.02)	(0.35)	(1.10)	(3.84)
Due to Business Combination									
Total	2.55	-	2.35	4.38	3.41	4.71	2.83	7.77	28.00
Depreciation									
Upto 31-03-2024	-	-	0.89	3.54	3.18	4.23	2.32	2.35	16.51
For the Period									
Amortisation			0.11	0.17	0.02	0.15	0.25	1.71	2.41
Sub-total	-	-	1.00	3.71	3.20	4.38	2.57	4.06	18.92
Withdrawn on assets sold / deleted	-	-	(0.09)	(0.31)	(0.01)	(0.01)	(0.33)		(0.75)
Total	-	-	0.91	3.40	3.19	4.37	2.24	4.06	18.17
Net Carrying amount									
As at 31-03-2025	2.55	-	1.44	0.98	0.22	0.34	0.59	3.71	9.83

CAPITAL WORK-IN-PROGRESS (AT COST)

	2024-25	2023-24
(a) Building	-	-
(b) Plant & equipment	-	-
(c) Others	3.75	-
Total	3.75	-

Ageing of Capital work-in- progress as on 31st March 2025:

Particulars	Amount of Capital work-in-progress for a period of				
	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
Projects in progress	3.75	-	-	-	3.75

Description	Property, Plant & Equipment								Total
	Freehold land	Lease hold land	Buildings	Plant & equipment	Furniture & fixtures	Office equipment	Vehicles	Right Of Use Asset	
	1	2	3	4	5	6	7	8	9
Gross Block									
As at 01-04-2023	14.87	45.44	158.79	900.87	8.20	20.95	2.65	52.55	1,204.32
Additions		-	-	16.72	0.07	0.84	0.17	6.02	23.82
Sub-total	14.87	45.44	158.79	917.59	8.27	21.79	2.82	58.57	1,228.14
Sales / deletion	(0.02)		(3.73)	(3.46)	(2.88)	(0.10)	(0.35)		(10.54)
Due to Business Combination	(12.05)	(45.44)	(151.79)	(909.37)	(1.91)	(16.96)	0.70	(50.07)	(1,186.90)
Total	2.80	-	3.27	4.76	3.48	4.73	3.18	8.50	30.70
Depreciation									
Upto 31-03-2023	-	1.64	37.58	504.04	5.43	12.77	1.03	19.94	582.44
For the year									
Amortisation	-	0.02	1.96	29.66	0.19	1.12	1.14	3.34	37.42
Sub-total	-	1.66	39.54	533.70	5.62	13.89	2.17	23.29	619.87
Withdrawn on assets sold / deleted	-	-	(1.32)	(3.18)	(2.25)	(2.75)	(0.25)	-	(9.76)
Due to Business Combination		(1.66)	(37.33)	(527.00)	(0.18)	(6.91)	0.40	(20.94)	(593.61)
Total	-	-	0.89	3.54	3.18	4.23	2.32	2.35	16.51
Net Carrying amount									
As at 31-03-2024	2.80	-	2.38	1.21	0.30	0.50	0.86	6.15	14.19

CAPITAL WORK-IN-PROGRESS (AT COST)

	2023-24	2022-23
(a) Building	-	26.85
(b) Plant & equipment	-	27.18
(c) Others	-	3.10
Total	-	57.13

Ageing of Capital work-in- progress as on 31st March 2024:

Particulars	Amount of Capital work-in-progress for a period of				
	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
Projects in progress	-	-	-	-	-

TVS Holdings Limited
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Notes to Financial Statements - (continued)

10 INTANGIBLE ASSETS:

(Rupees in crores)

Description	Software
Gross block	
As at 01-04-2024	1.10
Additions	
Sub-total	1.10
Sales / deletion	
Due to Business Combination	
Total	1.10
Depreciation	
Upto 31-03-2024	1.05
For the period	
Amortisation	0.03
Sub-total	1.08
Withdrawn on	
assets sold / deleted	
Due to Business Combination	
Total	1.08
Net Carrying amount as at 31-03-2025	0.02

Description	Software
Gross block	
As at 01-04-2023	9.02
Additions	-
Sub-total	9.02
Sales / deletion	-
Due to Business Combination	(7.92)
Total	1.10
Depreciation	
Upto 31-03-2023	8.29
For the year	-
Amortisation	0.18
Sub-total	8.47
Withdrawn on	
assets sold / deleted	
Due to Business Combination	(7.42)
Total	1.05
Net Carrying amount as at 31-03-2024	0.05

(Rupees in crores)

As at
31-03-2025 As at
31-03-2024

11 OTHER NON-FINANCIAL ASSETS

a) Indirect taxes receivable	0.19	6.32
b) Vendor advances	0.10	0.03
c) Prepaid expenses	0.54	4.58
d) Statutory and other deposits	0.10	0.10
e) Gratuity*	1.45	1.77
Total	2.38	12.80

*Refer Note 33

12 TRADE PAYABLES

(a) Total outstanding dues of micro enterprises and small enterprises	-	-
(b) Total outstanding dues of creditors other than micro enterprises and small enterprises	-	84.94
Total	-	84.94

TRADE PAYABLES (Ageing Schedule)

The following schedules reflect ageing of trade payables with respect to the date of transactions

Particulars	Outstanding for following periods from due date of payment as at March 31, 2025				
	< year	1 - 2 years	2 - 3 years	More than 3 years	Total
(i) Undisputed dues – MSME*	-	-	-	-	-
(ii) Undisputed dues – Others	-	-	-	-	-
(iii) Disputed dues – MSME*	-	-	-	-	-
(iv) Disputed dues – Others	-	-	-	-	-
Total	-	-	-	-	-

TVS Holdings Limited
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Notes to Financial Statements - (continued)

TRADE PAYABLES (Ageing Schedule) - (continued)

The following schedules reflect ageing of trade payables with respect to the date of transactions

Particulars	Outstanding for following periods from due date of payment as at March 31, 2024				
	< year	1 - 2 years	2 - 3 years	More than 3 years	Total
(i) Undisputed dues – MSME*	–	–	–	–	–
(ii) Undisputed dues – Others	84.94	–	–	–	84.94
(iii) Disputed dues – MSME*	–	–	–	–	–
(iv) Disputed dues – Others	–	–	–	–	–
Total	84.94	–	–	–	84.94

* Dues to Micro and Small Enterprises have been determined to the extent such parties have been identified on the basis of information received by the management. The entire closing balance represents the principal amount payable to these enterprises. There are no interests due or outstanding on the same.

(Rupees in crores)

As at
31-03-2025 As at
31-03-2024

13 DEBT SECURITIES

At Amortised Cost

Non Convertible Debentures (Secured)

Non Convertible Debentures (Unsecured)

Total (A)

Debt securities in India

Debt securities outside India

Total (B)

–	–
943.81	–
943.81	–
943.81	–
–	–
943.81	–

14 BORROWINGS (Other than Debt Securities)

At Amortised Cost

(a) Loans repayable on demand

(i) Short Term loan (Unsecured)

From Banks

From Others

Total (A)

Borrowings in India

Borrowings outside India

Total (B)

–	225.00
–	325.00
–	550.00
–	550.00
–	–
–	550.00

15 SUBORDINATED LIABILITIES

Subordinated Liabilities in India

Subordinated Liabilities outside India

Total (A)

–	–
–	–
–	–

a. Refer annexure 1 for the terms of the debt securities, borrowings and subordinated liabilities.

b. The Company has utilised its borrowed fund for the purpose for which the fund is obtained.

c. The company has not been declared willful defaulter by any bank or financial Institution or other lender.

d. No charges or satisfaction yet to be registered with ROC beyond the statutory period.

TVS Holdings Limited
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Notes to Financial Statements - (continued)

(Rupees in crores)

Annexure 1

Description	Interest rate	Frequency	Maturity	As at 31-03-2025	As at 31-03-2024
Borrowings (Other than Debt Securities)					
<u>Unsecured:</u>					
Working Capital Loan		Bullet payment	Jun-24	-	225.00
Working Capital Loan		Bullet payment	Jun-24	-	325.00
<u>Debt Securities Unsecured :</u>					
Non Convertible Debentures	8.65%	Bullet payment	Jun-29	643.81	-
Non Convertible Debentures	8.75%	Bullet payment	Jan-30	300.00	
Total Borrowings :				943.81	550.00

No default was made during the year.

16 OTHER FINANCIAL LIABILITIES

	As at 31-03-2025	As at 31-03-2024
a) Interest accrued but not due on loans	51.68	—
b) Dividend not due for Investor Education Protection Fund	78.61	198.27
c) Employee related liabilities	7.59	7.67
d) Lease Liability*	4.13	6.53
e) Liabilities for Expenses	5.08	3.66
f) Other Payables	5.94	—
Total	153.03	216.13

*Refer Note No 37(viii) for disclosure on Lease liability

17 PROVISIONS

Employee Benefits *

a) Pension	17.39	17.96
b) Leave Salary	1.19	0.97

Others

a) Disputed tax provided for	2.34	2.34
Total	20.92	21.27

*Refer Note No 33 for disclosure on Employee Benefit Obligations

18 OTHER NON-FINANCIAL LIABILITIES

a) Statutory dues	24.55	86.12
b) Advance received from customers	—	5.77
Total	24.55	91.89

TVS Holdings Limited
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Notes to Financial Statements - (continued)

19 SHARE CAPITAL

(a) **Details of authorised, issued and subscribed share**

(i) **Equity Share Capital**

Particulars	As at 31-03-2025		As at 31-03-2024	
	Number	Rupees in crores	Number	Rupees in crores
<u>Authorised Capital</u> Equity Shares of ₹ 5/- each	9,22,00,000	46.10	9,22,00,000	46.10
<u>Issued, Subscribed & Paid up Capital</u> Equity Shares of ₹ 5/- each fully paid	2,02,32,104	10.12	2,02,32,104	10.12
	2,02,32,104	10.12	2,02,32,104	10.12

(ii) **Preference Share Capital**

Particulars	As at 31-03-2025		As at 31-03-2024	
	Number	Rupees in crores	Number	Rupees in crores
<u>Authorised Preference share Capital</u> Preference Shares of ₹ 10/- each	2,50,00,00,000	2,500.00	2,50,00,00,000	2,500.00
<u>Issued, Subscribed & Paid up Capital</u> 9% Cumulative Non-Convertible Redeemable Preference Shares of ₹ 10/- each fully paid (NCRPS)	—	—	—	—
	—	—	—	—

(b) **Reconciliation of shares outstanding at the beginning and at the end of the year**

(i) **Equity Share Capital**

Particulars	As at 31-03-2025		As at 31-03-2024	
	Number	Rupees in crores	Number	Rupees in crores
Shares outstanding at the beginning of the year	2,02,32,104	10.12	2,02,32,085	10.12
Shares Issued during the year*	—	—	19	—
Shares outstanding at the end of the year	2,02,32,104	10.12	2,02,32,104	10.12

* Represents value less than ₹ 0.50 Cr.

(ii) **Preference Share Capital**

Particulars	As at 31-03-2025		As at 31-03-2024	
	Number	Rupees in crores	Number	Rupees in crores
Shares outstanding at the beginning of the year	—	—	2,34,69,21,860	2,346.92
Shares Issued during the year	—	—	—	—
Shares redeemed/cancelled during the year	—	—	2,34,69,21,860	2,346.92
Shares outstanding at the end of the year	—	—	—	—

(c) (i) **Rights and preferences attached to equity share:**

Every shareholder is entitled to such rights as to attend the meeting of the shareholders, to receive dividends distributed and also has a right in the residual interest of the assets of the company. Every shareholder is also entitled to right of inspection of documents as provided in the Companies Act 2013.

There are no restrictions attached to equity shares.

(ii) **Rights attached to NCRPS share:**

The NCRPS do not have voting rights other than in respect of matters directly affecting it, the NCRPS redeemed along with coupon at the end of 1 year from the date of allotment.

TVS Holdings Limited
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Notes to Financial Statements - (continued)

19 SHARE CAPITAL - (continued)

- (d) **Details of shares held by holding / ultimate holding / subsidiaries / associates of holding company or entity at the end of 31st March 2025 for Equity Share Capital**

Name of the Shareholder	Relationship	Class of share	As at 31-03-2025		As at 31-03-2024	
			Number of Shares held	% of Holding	Number of Shares held	% of Holding
Mr Venu Srinivasan, representing VS Trust	Controlling Entity	Equity	1,15,34,943	57.01	1,05,25,443	52.02

- (e) **Details of shareholders holding more than five percent at the end (other than 19 (d)) above**

Name of the Shareholder	Class of share	As at 31-03-2025		As at 31-03-2024	
		Number of Shares held	% of Holding	Number of Shares held	% of Holding
Mr Venu Srinivasan	Equity	13,73,347	6.79	23,82,847	11.78
Sundaram Finance Holdings Limited-Chennai		13,12,057	6.49	13,12,057	6.49

- (f) **Details of shares held by promoters**

Name of the Promoter	Class of share	As at 31-03-2025		As at 31-03-2024		% change during the year
		Number of Shares held	% of Holding	Number of Shares held	% of Holding	
Mr Venu Srinivasan, representing VS Trust	Equity	1,15,34,943	57.01	1,05,25,443	52.02	4.99
Mr Venu Srinivasan		13,73,347	6.79	23,82,847	11.78	(4.99)

20 OTHER EQUITY

(Rupees in crores)

Particulars	As at March 31, 2025	As at March 31, 2024
Securities Premium reserve	36.42	36.42
Statutory Reserve	138.18	67.75
Retained earnings	1,419.84	1,326.08
Other reserves	6.58	9.20
Total reserves and surplus	1,601.02	1,439.45

Refer Statement of Changes in Equity

Securities Premium:

The reserve represents premium on issue of shares. It will be utilised in accordance with the provisions of the Companies Act, 2013.

Statutory Reserves:

According to Section 45 - IC of the Reserve Bank of India Act, 1934, the Company transfers a sum not less than 20% of its net profit every year as disclosed in the statement of Profit and Loss to the Statutory reserves before declaration of any dividend .

Retained Earnings:

Represents Company's cumulative undistributed earnings since its inception. This is available for distribution to Shareholders through dividends/capitalisation.

TVS Holdings Limited
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Notes to Financial Statements - (continued)

(Rupees in crores)

	Year ended 31.03.2025	Year ended 31.03.2024
21 INCOME		
Interest income		
(i) From Banks	8.90	52.73
(ii) From others	0.11	1.10
Dividend income		
(i) From subsidiary	238.78	191.03
(ii) From others	—	—
Net gain on Sale / Fair Value of Investments	107.45	83.85
Sale of products	—	747.52
Sale of services	176.21	141.96
Sale of Traded Goods	105.85	380.72
Other operating revenue	—	8.86
Total	637.30	1,607.77
Refer Note 38 for transactions with related parties		
22 OTHER INCOME		
Rental Income	—	0.25
Interest Income from IT refund	1.07	0.06
Profit on sale of Property, Plant & Equipment	5.68	38.48
Total	6.75	38.79
Refer Note 38 for transactions with related parties		
23 FINANCE COSTS		
On financial liabilities measured at amortised cost		
Interest Cost		
- Interest on Borrowings (other than Debt Securities)	10.82	21.03
- Interest on Debt Securities	51.68	2.66
- Interest on Subordinated Liabilities	—	74.52
- Interest on Lease Liabilities	0.46	0.79
Other Finance Charges	—	0.09
Total	62.96	99.09
24 COST OF MATERIALS CONSUMED		
Opening stock of raw materials and components	—	22.76
Add: Purchases	—	420.85
Less: Closing stock of raw materials and components*	—	36.17
Total	—	407.44

* Transferred to Resulting entity on account of demerger on 10th August 2023 (Previous Year)

TVS Holdings Limited
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Notes to Financial Statements - (continued)

	Year ended 31.03.2025	(Rupees in crores) Year ended 31.03.2024
25 CHANGES IN INVENTORIES OF FINISHED GOODS, WORK-IN-PROGRESS AND STOCK-IN-TRADE		
Opening stock:		
Work-in-progress	0.62	27.86
Finished goods	—	185.28
Goods in Transit	—	—
Stock in Trade ^	—	0.82
Total - (A)	0.62	213.97
Transfer on account of Demerger (10 th August 2023)		
Work-in-progress *	—	28.49
Finished goods *	—	177.44
Total - (B)	—	205.93
Closing stock:		
Stock in Trade	—	—
Goods in Transit	—	—
Work-in-progress	—	0.62
Finished goods	—	—
Total - (C)	—	0.62
Total (A)-(B)-(C) *	0.62	7.42
* Transferred to Resulting entity on account of demerger on 10 th August 2023 (Previous Year)		
^ Received due to business combination on 15 th Jun 2023 (Previous Year)		
26 EMPLOYEE BENEFIT EXPENSES		
Salaries, Wages and Bonus	13.09	76.72
Contribution to Provident and other funds	1.56	4.72
Welfare Expenses	2.97	18.17
Total	17.62	99.61
Refer Note 38 for transactions with related parties		
27 DEPRECIATION AND AMORTISATION EXPENSE		
Depreciation on Property, Plant and Equipment	0.70	34.08
Depreciation on Right-to-use asset	1.71	3.34
Amortisation on Intangible assets	0.03	0.18
Amortisation on leasehold land	—	0.02
Total	2.44	37.62

TVS Holdings Limited
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Notes to Financial Statements - (continued)

	Year ended 31.03.2025	(Rupees in crores) Year ended 31.03.2024
28 OTHER EXPENSES		
(a) Consumption of stores, spares and tools	-	28.88
(b) Power and fuel	0.37	51.13
(c) Repairs - buildings	0.81	7.98
(d) Repairs - plant and equipment	-	14.66
(e) Repairs - others	0.23	0.65
(f) Insurance	0.25	3.26
(g) Rates and taxes (excluding taxes on income)	1.48	2.03
(h) Audit fees	0.40	0.55
(i) Packing and freight charges	-	29.78
(j) Warehousing charges	-	7.70
(k) Loss on sale of Property, plant & equipment	0.02	0.05
(l) Loss on foreign currency transactions and translation	-	0.87
(m) Corporate social responsibility expenditure	2.50	2.00
(n) Professional Fees - Legal & Consultancy	41.73	26.92
(o) Miscellaneous expenses (under this head there is no expenditure which is in excess of 1% of revenue from operations or ₹ 10 lakh, whichever is higher)	5.50	27.25
Total	53.29	203.71
29 EXCEPTIONAL ITEMS		
One time voluntary separation costs	-	(5.07)
Total	-	(5.07)
30 CURRENT TAX		
Current tax on profits for the period	198.97	76.06
Adjustments for current tax of prior periods	-	(1.02)
Total	198.97	75.04

TVS Holdings Limited
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Notes to Financial Statements - (continued)

	Year ended 31.03.2025	(Rupees in crores) Year ended 31.03.2024
31 DEFERRED TAX		
Decrease (increase) in deferred tax assets including Business combination	(144.41)	(4.40)
(Decrease) increase in deferred tax liabilities including Business combination	3.37	0.74
Total	(141.04)	(3.66)
Reconciliation of tax expense and the accounting profit multiplied by India's tax rate:		
Profit before tax expense	410.09	410.12
Tax at the Indian tax rate of 25.17%	103.21	103.23
Tax effect of amounts which are not deductible (taxable) in calculating taxable income:		
Deduction for tax purposes	(47.36)	(48.08)
Tax difference on sale of assets	1.02	2.16
Expenses wholly / partially not allowed for deductions	2.60	18.75
Tax Relating to Earlier Years	—	(1.02)
Income considered for tax purposes	142.97	—
Other items	(3.47)	—
Deferred tax impact	(141.04)	(3.66)
Tax expense / (benefit)	57.93	71.38
Effective tax rate	14.13%	17.40%
32 EARNINGS PER SHARE		
(a) Basic and diluted earnings per share (₹)	174.06	167.43
(b) Earnings of company used as numerator in calculating basic and diluted earnings per share	352.16	338.74
(c) Weighted average number of equity shares used as the denominator in calculating basic earnings per share	2,02,32,104	2,02,32,092
33 EMPLOYEE BENEFIT OBLIGATIONS		
Pension	17.39	17.96
Leave Salary	1.19	0.97
Gratuity	(1.45)	(1.77)
Total employee benefit obligations	17.13	17.16

TVS Holdings Limited
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Notes to Financial Statements - (continued)

(Rupees in crores)

33 EMPLOYEE BENEFIT OBLIGATIONS - (continued)

Amount recognised in the Balance sheet and the movements in the net defined benefit obligation / other employee benefits over the years are as follows:

Particulars	Gratuity			Pension			Leave Salary		
	Present value of obligation	Fair value of plan assets	Net amount	Present value of obligation	Fair value of plan assets	Net amount	Present value of obligation	Fair value of plan assets	Net amount
April 1, 2024	1.85	3.62	(1.77)	17.96	–	17.96	0.97	–	0.97
Current service cost	0.12	–	0.12	–	–	–	–	–	–
Interest expense / (income)	0.12	0.24	(0.12)	1.18	–	1.18	0.06	–	0.06
Experience (gains) / losses	–	–	–	–	–	–	0.46	–	0.46
(Gain) / loss from change in financial assumptions	–	–	–	–	–	–	0.03	–	0.03
Total amount recognised in statement of profit and loss	0.24	0.24	–	1.18	–	1.18	0.55	–	0.55
Remeasurements									
Return on plan assets, excluding amounts included in interest expense / (income)	–	0.02	(0.02)	–	–	–	–	–	–
(Gain) / loss from change in demographic assumptions	–	–	–	–	–	–	–	–	–
(Gain) / loss from change in financial assumptions	0.05	–	0.05	0.40	–	0.40	–	–	–
Experience (gains) / losses	0.29	–	0.29	0.12	–	0.12	–	–	–
Effect of Business combination / Disposal	–	–	–	–	–	–	–	–	–
Total amount recognised in other comprehensive income	0.34	0.02	0.32	0.52	–	0.52	–	–	–
Employer contribution	–	–	–	–	–	–	–	–	–
Benefit payments	(0.49)	(0.49)	–	(2.27)	–	(2.27)	(0.33)	–	(0.33)
Effect of Business combination / Disposal	–	–	–	–	–	–	–	–	–
March 31, 2025	1.94	3.39	(1.45)	17.39	–	17.39	1.19	–	1.19

Amount recognised in the Balance sheet and the movements in the net defined benefit obligation / other employee benefits over the years are as follows:

Particulars	Gratuity			Pension			Leave Salary		
	Present value of obligation	Fair value of plan assets	Net amount	Present value of obligation	Fair value of plan assets	Net amount	Present value of obligation	Fair value of plan assets	Net amount
April 1, 2023	24.63	27.72	(3.09)	25.69	–	25.69	7.81	–	7.81
Current service cost	0.70	–	0.70	–	–	–	0.12	–	0.12
Interest expense / (income)	0.96	1.98	(1.02)	1.54	–	1.54	0.32	–	0.32
Total amount recognised in statement of profit and loss	1.67	1.98	(0.32)	1.54	–	1.54	0.44	–	0.44
Remeasurements:									
Return on plan assets, excluding amounts included in interest expense / (income)	–	1.09	(1.09)	–	–	–	–	–	–
(Gain) / loss from change in financial assumptions	0.11	–	0.11	0.45	–	0.45	–	–	–
Experience (gains) / losses	(0.56)	–	(0.56)	0.12	–	0.12	–	–	–
Effect of Business combination / Disposal	–	–	–	0.30	–	0.30	–	–	–
Total amount recognised in other comprehensive income	(0.45)	1.08	(1.53)	0.87	–	0.87	–	–	–
Employer contribution	–	–	–	–	–	–	–	–	–
Benefit payments	(1.00)	(1.00)	–	(0.77)	–	(0.77)	(0.28)	–	(0.28)
Effect of Business combination / Disposal	(23.00)	(26.18)	3.18	(9.37)	–	(9.37)	(7.00)	–	(7.00)
March 31, 2024	1.85	3.62	(1.77)	17.96	–	17.96	0.97	–	0.97

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Notes to Financial Statements - (continued)

(Rupees in crores)

33 EMPLOYEE BENEFIT OBLIGATIONS - (continued)

(i) Post-Employment benefits

Significant estimates: actuarial assumptions and sensitivity

The significant actuarial assumptions were as follows:

Details	Gratuity		Pension		Leave salary	
	March 31, 2025	March 31, 2024	March 31, 2025	March 31, 2024	March 31, 2025	March 31, 2024
Discount rate	6.58%	6.97%	6.51%	6.88%	6.60%	6.97%
Salary growth rate	5.50%	5.50%	5.50%	5.50%	5.50%	5.50%
Pre-Retirement Mortality Rate	IALM (2006-08) Ultimate					
Post- Retirement Mortality Rate	LIC Ann (1996-98)					

Assumptions regarding future mortality for pension and medical benefits are set based on actuarial advice in accordance with published statistics and experience. These assumptions translate into an average life expectancy in years for a pensioner retiring at 58 years.

(ii) Sensitivity analysis

The sensitivity of the defined benefit obligation to changes in the weighted principal assumptions is:

Gratuity	Change in assumption		Impact on defined benefit obligation			
			Increase in assumption		Decrease in assumption	
Details	March 31, 2025	March 31, 2024	March 31, 2025	March 31, 2024	March 31, 2025	March 31, 2024
Discount rate	0.50%	0.50%	1.88	1.78	2.01	1.91
Salary growth rate	0.50%	0.50%	2.01	1.91	1.87	1.78
Mortality rate	5.00%	5.00%	1.94	1.85	1.94	1.84

Pension	Change in assumption		Impact on defined benefit obligation			
			Increase in assumption		Decrease in assumption	
Details	March 31, 2025	March 31, 2024	March 31, 2025	March 31, 2024	March 31, 2025	March 31, 2024
Discount rate	1.00%	1.00%	16.36	16.93	18.55	19.12
Salary growth rate	1.00%	1.00%	18.62	19.19	16.28	16.85
Mortality rate	5.00%	5.00%	17.08	17.64	17.71	18.29

Leave Salary	Change in assumption		Impact on defined benefit obligation			
			Increase in assumption		Decrease in assumption	
Details	March 31, 2025	March 31, 2024	March 31, 2025	March 31, 2024	March 31, 2025	March 31, 2024
Discount rate	0.50%	0.50%	1.15	0.94	1.23	1.00
Salary growth rate	0.50%	0.50%	1.23	1.00	1.15	0.94
Mortality rate	5.00%	5.00%	1.19	0.97	1.19	0.97

The above sensitivity analyses are based on a change in an assumption while holding all other assumptions constant. In practice, this is unlikely to occur, and changes in some of the assumptions may be correlated. When calculating the sensitivity of the defined benefit obligation to significant actuarial assumptions the same method (present value of the defined benefit obligation calculated with the projected unit credit method at the end of the reporting period) has been applied when calculating the defined benefit liability recognised in the balance sheet.

TVS Holdings Limited
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Notes to Financial Statements - (continued)

33 EMPLOYEE BENEFIT OBLIGATIONS - (continued)

(iii) Risk exposure

Through its defined benefit plans, the company is exposed to a number of risks, the most significant of which are detailed below:

Asset volatility: The plan liabilities are calculated using a discount rate set with reference to bond yields; if plan assets underperform this yield, this will create a deficit. Most of the plan asset investments are in fixed income securities with high grades and in government securities. These are subject to interest rate risk and the fund manages interest rate risk with derivatives to minimise risk to an acceptable level. A portion of the funds are invested in equity securities and in alternative investments which have low correlation with equity securities. The equity securities are expected to earn a return in excess of the discount rate and contribute to the plan deficit. The company has a risk management strategy where the aggregate amount of risk exposure on a portfolio level is maintained at a fixed range. Any deviations from the range are corrected by rebalancing the portfolio. The company intends to maintain the above investment mix in the continuing years.

Changes in bond yield: A decrease in bond yields will increase plan liabilities, although this will be partially offset by an yields increase in the value of the plans' bond holdings.

Inflation risks: In the pension plans, the pensions in payment are not linked to inflation, so this is a less material risk.

Life expectancy: The pension plan obligations are to provide benefits for the life of the member, so increases in life expectancy will result in an increase in the plan liabilities. This is particularly significant where inflationary increases result in higher sensitivity to changes in life expectancy.

Defined contribution plans: The Company had contributed ₹ 3.63 crores to defined contribution plan in the previous year which was recognised in the Statement of Profit and Loss.

34 FAIR VALUE MEASUREMENTS

(Rupees in crores)

Financial instruments by category	March 31, 2025			March 31, 2024		
	FVTPL	FVOCI	Amortised cost	FVTPL	FVOCI	Amortised cost
Financial assets						
Investments						
- Equity instruments	—	23.08	2,198.15	—	27.36	1,937.34
- Others	46.27	—	—	5.60	—	—
Trade receivables	—	—	13.59	—	—	24.69
Balances with Banks	—	—	318.27	—	—	372.55
Derivative financial assets	—	—	—	—	—	—
Security deposits	—	—	1.39	—	—	1.38
Other financial assets	—	—	1.55	—	—	1.05
Total financial assets	46.27	23.08	2,532.95	5.60	27.36	2,337.01
Financial liabilities						
Trade payables	—	—	—	—	—	84.94
Borrowings-Current	—	—	—	—	—	550.00
Borrowings - Non Current	—	—	943.81	—	—	—
Current Maturities of long term borrowings	—	—	—	—	—	—
Derivative financial liabilities	—	—	—	—	—	—
Lease Liabilities	—	—	4.13	—	—	6.53
Other financial liabilities	—	—	148.90	—	—	209.60
Total financial liabilities	—	—	1,096.84	—	—	851.07

TVS Holdings Limited
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Notes to Financial Statements - (continued)

34 FAIR VALUE MEASUREMENTS - (continued)

(Rupees in crores)

(i) Fair value hierarchy

This section explains the judgements and estimates made in determining the fair values of the financial instruments that are (a) recognised and measured at fair value and (b) measured at amortised cost and for which fair values are disclosed in the financial statements. To provide an indication about the reliability of the inputs used in determining fair value, the group has classified its financial instruments into the three levels prescribed under the accounting standard. An explanation of each level follows underneath the table.

Financial assets and liabilities measured at fair value – recurring fair value measurements

At 31 March 2025	Notes	Level 1	Level 2	Level 3	Total
Financial assets					
Financial assets at FVTPL:					
Others	–	–	40.02	6.25	46.27
Financial assets at FVOCI:					
Investments					
- Equity instruments	5	–	23.08	–	23.08
- Others	–	–	–	–	–
Derivative financial asset	–	–	–	–	–
Total financial assets	–	–	63.10	6.25	69.35
Financial liabilities					
Financial liabilities at FVTPL:					
Derivative financial liability	–	–	–	–	–
Financial liabilities at FVOCI:					
Derivative financial liability	–	–	–	–	–
Total financial liabilities	–	–	–	–	–

Assets and liabilities which are measured at amortised cost for which fair values are disclosed

At 31 March 2025	Notes	Level 1	Level 2	Level 3	Total
Financial assets					
Investments					
- Equity instruments	5	1,593.44	–	604.71	2,198.15
- Others	5	–	–	–	–
Total financial assets		1,593.44	–	604.71	2,198.15
Financial Liabilities					
Borrowings	13 to 15	–	–	943.81	943.81
Total financial liabilities		–	–	943.81	943.81

Financial assets and liabilities measured at fair value - recurring fair value measurements

At 31 March 2024	Notes	Level 1	Level 2	Level 3	Total
Financial assets					
Financial assets at FVTPL:					
Others	–	–	–	5.60	5.60
Financial Investments at FVOCI:					
Investments					
- Equity instruments	5	–	27.36	–	27.36
Total financial assets		–	27.36	5.60	32.96
Financial liabilities					
Financial Investments at FVOCI:					
Derivative financial liability	–	–	–	–	–
Total financial liabilities		–	–	–	–

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Notes to Financial Statements - (continued)

34 FAIR VALUE MEASUREMENTS - (continued)

(Rupees in crores)

Assets and liabilities which are measured at amortised cost for which fair values are disclosed

At 31 March 2024	Notes	Level 1	Level 2	Level 3	Total
Financial assets					
Investments					
Equity instruments	5	1,935.44	–	1.90	1,937.34
Others	5	–	–	–	–
Total financial assets		1,935.44	–	1.90	1,937.34
Financial Liabilities					
Borrowings	13 to 15	–	–	550.00	550.00
Total financial liabilities		–	–	550.00	550.00

Level 1: Level 1 hierarchy includes financial instruments measured using quoted prices. This includes listed equity instruments, traded bonds and mutual funds that have quoted price. The fair value of all equity instruments (including bonds) which are traded in the stock exchanges is valued using the closing price as at the reporting period. The mutual funds are valued using the closing NAV.

Level 2: The fair value of financial instruments that are not traded in an active market (for example, traded bonds, over-the-counter derivatives) is determined using valuation techniques which maximise the use of observable market data and rely as little as possible on entity-specific estimates. If all significant inputs required to fair value an instrument are observable, the instrument is included in level 2.

Level 3: If one or more of the significant inputs is not based on observable market data, the instrument is included in level 3. This is the case for unlisted equity securities, contingent consideration and indemnification asset included in level 3.

There are no transfers between levels 1 and 2 during the year.

The company's policy is to recognise transfers into and transfers out of fair value hierarchy levels as at the end of the reporting period.

(ii) Valuation technique used to determine fair value

Specific valuation techniques used to value financial instruments include:

- the use of quoted market prices or dealer quotes for similar instruments.
- the fair value of interest rate swaps is calculated as the present value of estimated cash flows based on observable yield curves.
- the fair value of forward exchange contract and principle only swap is determined using forward exchange rate at the balance sheet date.
- the fair value of the remaining financial instruments is determined using discounted cash flow analysis.

FVTPL - Fair value through statement of Profit and Loss; FVOCI - Fair value through Other Comprehensive Income.

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Notes to Financial Statements - (continued)

35 FINANCIAL RISK MANAGEMENT

The Company's activities expose it to market risk, liquidity risk and credit risk. This note explains the sources of risk which the entity is exposed to and how the entity manages the risk and the impact of hedge accounting in the financial statements.

Risk	Exposure arising from	Risk Parameters and Mitigation
Market Risk - Foreign exchange		i) The Company operates internationally and is exposed to foreign exchange risk arising from foreign currency transactions. ii) Foreign exchange risk arises from future commercial transactions and recognised assets and liabilities denominated in a currency that is not the company's functional currency (INR). iii) The risk is measured through a forecast of highly probable foreign currency cash flows. The Company has a forex management policy which is duly approved by the Board. iv) The objective of the hedges when taken is to minimise the volatility of the INR cash flows of highly probable forecast transactions.
Liquidity Risk	Borrowings (Other than soft loans given by Govt. Authorities)	i) The company's liquidity management policy involves projecting cash flows in major currencies and considering the level of liquid assets necessary to meet these, monitoring balance sheet liquidity ratios against internal and external regulatory requirements and maintaining debt financing plans. ii) The Company prepares a detailed annual operating plans to assess the fund requirements - both short term and long term. iii) Detailed month wise cash flow forecast is also carried out along with required sensitivities. Based on these factors adequate working capital credit limits are organised in advance. iv) For long term fund requirements, Company targets various options such as Commercial Papers, Non-Convertible Debentures, etc. v) The Company obtains a credit rating for the various borrowing facilities on annual basis. Company constantly monitors the free cashflow from operations to ensure that the borrowings are minimized.
Credit Risk		i) Credit risk primarily arises from cash and cash equivalents, trade receivables and investments carried at amortised cost. ii) The Company considers the probability of default upon initial recognition of asset and whether there has been a significant increase in credit risk on an ongoing basis throughout each reporting period. iii) To assess whether there is a significant increase in credit risk the Company compares the risk of a default occurring on the asset as at the reporting date with the risk of default as at the date of initial recognition. iv) It considers available reasonable and supportive forward-looking information (more specifically described below). v) A default on a financial asset is when the counterparty fails to make contractual payments within 180 days of when they fall due. This definition of default is determined by considering the business environment in which entity operates and other macro-economic factors.
a.	Cash and Cash Equivalents	Surplus cash is deposited only with banks / financial institutions with a high external credit rating.
b.	Domestic Trade Receivables	ii) The Company extends credit to Companies within the Group. ii) The Company has extensive reporting systems and review to constantly monitor the receivables.

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Notes to Financial Statements - (continued)

35 FINANCIAL RISK MANAGEMENT – (continued)

(A) Credit risk

(Rupees in crores)

Basis of recognition of expected credit loss & providing for such loss

Rating	Category	Description of category	Investments	Loans and deposits	Trade receivables
1	High Quality assets, negligible credit risk	Assets where the counter-party has strong capacity to meet the obligations and where the risk of default is negligible or nil.	12 month expected credit losses		Life time expected credit losses (simplified approach)
2	Quality assets, low credit risk	Assets where there is low risk of default and where the counter-party has sufficient capacity to meet the obligations and where there has been low frequency of defaults in the past.			
3	Standard Assets, moderate credit risk	Assets where the probability of default is considered moderate and where the counter-party's capacity to meet the obligations is not strong.			
4	Substandard Assets, relatively high credit risk	Assets where there has been a significant increase in credit risk since initial recognition.	Life time expected credit losses		
5	Low quality assets, very high credit risk	Assets where there is a high probability of default. Also includes assets where the credit risk of counter-party has increased significantly though payments may not be more than 180 days past due.			
6	Doubtful assets, credit impaired	Assets are written off when there is no reasonable expectation of recovery, such as a debtor declaring bankruptcy or failing to engage in a repayment plan with the Company. Where loans or receivables have been written off, the Company continues to engage in enforcement activity to attempt to recover the receivable due. Where recoveries are made, these are recognised in statement of profit and loss.	Asset is written off		

(B) Liquidity risk

(i) Financing arrangements

The Company had access to the following undrawn borrowing facilities at the end of the reporting period:

Floating rate	31 March, 2025	31 March, 2024
- Expiring within one year (bank overdraft and other facilities)	–	550.00

The bank overdraft facilities may be drawn at any time and may be terminated by the bank without notice. Subject to the continuance of satisfactory credit ratings, the bank loan facilities may be drawn at any time in INR and have an average maturity ranging from 30 to 180 days.

(ii) Maturities of financial liabilities

The tables below analyse The company's financial liabilities into relevant maturity groupings based on their contractual maturities for:

- all non-derivative financial liabilities, and
- net and gross settled derivative financial instruments for which the contractual maturities are essential for an understanding of the timing of the cash flows.

31-Mar-25

Contractual Maturities of Financial Liabilities	Less than 3 months	3 months to 6 months	6 months to 1 year	1 year to 5 years	More than 5 years	Total
Borrowings	–	–	–	943.81	–	943.81
Trade payables	–	–	–	–	–	–
Lease liabilities	0.42	0.43	0.89	2.39	–	4.13
Other financial liabilities	136.51	1.50	4.89	6.00	–	148.90
Derivatives	–	–	–	–	–	–

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Notes to Financial Statements - (continued)

(Rupees in crores)

35 FINANCIAL RISK MANAGEMENT – (continued)

31-Mar-24

Contractual Maturities of Financial Liabilities	Less than 3 months	3 months to 6 months	6 months to 1 year	1 year to 5 years	More than 5 years	Total
Borrowings	550.00	–	–	–	–	550.00
Trade payables	84.94	–	–	–	–	84.94
Lease liabilities	0.37	0.38	0.80	4.97	–	6.53
Other financial liabilities	209.60	–	–	–	–	209.60
Derivatives	–	–	–	–	–	–

ii) Interest Rate risk

For short term borrowings the marginal cost of lending rate of the bank is followed. In respect of foreign currency borrowings for longer period, the interest rates are covered through interest rate swaps (IRS). The Company does not have exposure to the risk of changes in market interest rate for the financial year ended 31st March 2025, as it has debt obligations with fixed interest rates, which are measured at amortised cost.

Particulars	31-Mar-25	31-Mar-24
Variable rate borrowings	–	550.00

Sensitivity	Impact on profit after tax	
	31-Mar-25	31-Mar-24
Increase in interest rates by 100 bps	–	(4.11)
Decrease in interest rates by 100 bps	–	4.11

iii) Price risk

The company's exposure to equity securities price risk arises from investments held by the Company and classified in the balance sheet either as fair value through other comprehensive income or at fair value through statement of profit and loss. To manage its price risk from investments in equity securities, the Company diversifies its portfolio. The impact of the changes in price risk is not material.

(C) Impact of hedging activities

Disclosure of effects of hedge accounting on financial position as at 31-03-2025 not applicable since no hedging activity taken place.

i) Disclosure of effects of hedge accounting on financial position

a) Disclosure of effects of hedge accounting on financial position as at 31-03-2025

Type of hedge and risks	Nominal value		Carrying amount of hedging instrument		Maturity Date	Changes in fair value of hedging instrument	Changes in the value of hedged item used as the basis for recognising hedge effectiveness
	Assets	Liabilities	Assets	Liabilities			
Foreign exchange forward contracts	–	–	–	–	–	–	–
Principal only swaps (POS), interest rate swaps (IRS) & Call Spread	–	–	–	–	–	–	–

TVS Holdings Limited
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Notes to Financial Statements - (continued)

35 FINANCIAL RISK MANAGEMENT – (continued)

(Rupees in crores)

b) Disclosure of effects of hedge accounting on financial position as at 31-03-2024

Type of hedge and risks	Nominal value		Carrying amount of hedging instrument		Maturity Date	Changes in fair value of hedging instrument	Changes in the value of hedged item used as the basis for recognising hedge effectiveness
	Assets	Liabilities	Assets	Liabilities			
Foreign exchange forward contracts	–	–	–	–	Apr'23 to Jun'23	(0.24)	0.24
Principal only swaps (POS), interest rate swaps (IRS) & Call Spread	–	–	–	–	Apr'23 to Feb'24	(5.37)	5.37

ii) Disclosure of effects of hedge accounting on financial performance :

a) for the year ended 31-03-2025

Type of hedge	Change in the value of hedging instrument recognised in other comprehensive income	Hedge ineffectiveness recognised in statement of profit and loss	Amount reclassified from cash flow hedging reserve to statement of profit and loss	Line item affected in statement of profit and loss because of the reclassification
Cash flow hedge : Foreign exchange forward contracts & IRS	–	–	–	–

b) for the year ended 31-03-2024

Type of hedge	Change in the value of hedging instrument recognised in other comprehensive income	Hedge ineffectiveness recognised in statement of profit and loss	Amount reclassified from cash flow hedging reserve to statement of profit and loss	Line item affected in statement of profit and loss because of the reclassification
Cash flow hedge : Foreign exchange forward contracts & IRS	–	–	0.49	–

Movements in Cash flow hedging reserve

Particulars	Forward contracts	Interest rate swap	Total
Closing balance as at March 31, 2023	0.04	0.45	0.49
Change in fair value of hedging instruments	–	–	–
Reclassification to statement of profit and loss	(0.04)	–	(0.04)
Adjustments due to Business Combination	–	(0.45)	(0.45)
Deferred tax on the above	–	–	–
Closing balance as at March 31, 2024	–	–	–
Change in fair value of hedging instruments	–	–	–
Reclassification to statement of profit and loss	–	–	–
Adjustments due to Business Combination	–	–	–
Deferred tax on the above	–	–	–
Closing balance as at March 31, 2025	–	–	–

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Notes to Financial Statements - (continued)

(Rupees in crores)

36 CAPITAL MANAGEMENT

(a) Risk management

The Company's objectives in regard to managing capital are

- safeguard its status as a going concern
- to ensure returns to shareholders
- to ensure benefits to stakeholders

In order to maintain optimum capital structure, the board may

- increase the capital by fresh issue of shares or
- reduce the same by return to equity holders
- vary the equity by increasing or reducing the quantum of dividend

The Company's strategy is to maintain an optimum gearing ratio. The gearing ratios were as follows:

Particulars	31-Mar-25	31-Mar-24
Net Debt	728	454
Total equity	1,611	1,450
Net Debt to equity ratio	0.45	0.31

(b) Dividends

Particulars	31-Mar-25	31-Mar-24
Equity shares:		
Dividend declared for the year ended 31.03.2025 (₹ 93 / share)	188.16	—
Dividend declared for the year ended 31.03.2024 (₹ 94/ share)	—	190.18

37 OTHER DISCLOSURES

(i) Contingent liabilities

Details	31-Mar-25	31-Mar-24
(i) Claims against the Company not acknowledged as debt		
- Income tax	9.52	9.52
- Goods and Service Tax	—	5.62
Total	9.52	15.14

The future cash flows on the above items are determinable only on receipt of the decisions / judgements that are pending at various forums / authorities. The Company does not expect the outcome of these proceedings to have materially adverse effect on its financial results

(ii) Capital commitments

Details	31-Mar-25	31-Mar-24
(ii) Investments (On commitment for capital contribution to TVS Shriram Growth Fund 3 of TVS Capital Funds Limited, Chennai)	0.92	1.84
Total	0.92	1.84

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Notes to Financial Statements - (continued)

37 OTHER DISCLOSURES – (continued)

(Rupees in crores)

(iii) Audit Fees

Details	31-Mar-25	31-Mar-24
As statutory auditors	0.25	0.38
Taxation matters	0.10	0.10
Certification matters	0.05	0.07
Total	0.40	0.55

(iv) Expenditure incurred on Corporate Social Responsibility activities:

Details	31-Mar-25	31-Mar-24
(a) Gross amount required to be spent by the Company during the year	2.30	1.21
(b) Amount spent during the year in cash:		
(i) Construction / acquisition of any asset	–	–
(ii) On purposes other than (i) above	2.50	2.00
Total	2.50	2.00
(c) Shortfall at the end of the year	–	–
(d) Total of previous years shortfall	–	–
(e) Reason for shortfall	NA	NA
(f) Nature of CSR activities	Economic development, Education, Environment, Health, Infrastructure & Water Conservation	
(g) Details of related party transactions, e.g., contribution to a trust controlled by the Company in relation to CSR expenditure as per relevant Accounting Standard	NA	NA
(h) Where a provision is made with respect to a liability incurred by entering into a contractual obligation, the movements in the provision during the year	NA	NA

(v) Segment Reporting:

The Company is providing segment information in consolidated financial results in accordance with IND AS 108 "Operating Segments".

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Notes to Financial Statements - (continued)

(Rupees in crores)

37 OTHER DISCLOSURES – (continued)

(vi)	Trade payables	31-Mar-25	31-Mar-24
	Trade payables include amount due to micro and small scale industrial units	–	84.94
	Disclosure under Micro, Small and Medium Enterprises Development Act, 2006	31-Mar-25	31-Mar-24
	(i) The principal amount and interest due thereon remaining unpaid to any supplier at the end of each accounting year:		
	a) Principal (all are within agreed credit period and not due for payment)	–	–
	b) Interest (as no amount is overdue)	Nil	Nil
	(ii) The amount of interest paid by the buyer in terms of Section 16 of the Micro, Small and Medium Enterprises Development Act, 2006 along with the amount of payment made to the supplier beyond the appointed day during each accounting year.	Nil	Nil
	(iii) The amount of interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day during the year) but without adding the interest specified under the Micro, Small and Medium Enterprises Development Act, 2006.	Nil	Nil
	(iv) The amount of interest accrued and remaining unpaid at the end of each accounting year.	Nil	Nil
	(v) The amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues as above are actually paid to the small enterprise, for the purpose of disallowance as deductible expenditure under Section 23 of the Micro, Small and Medium Enterprises Development Act, 2006.	Nil	Nil

(vii)	Trade receivables	31-Mar-25	31-Mar-24
	Considered good - Unsecured	13.59	24.69
	Having significant increase in credit risk	–	–
	Credit impaired	–	–
	Total	13.59	24.69
	Loss allowance	–	–
	Total trade receivables	13.59	24.69

(viii) **Leases:**

Lease obligations

Details	31-Mar-25	31-Mar-24
Lease Obligation as at 31 st March 2024	6.53	20.53
Cash flows	(1.94)	(6.94)
Deletions(preclosures)	(0.91)	–
Effect of Business Combination	–	(7.85)
Interest expenses	0.46	0.79
Net debt as at 31 March 2025	4.13	6.53
Obligations maturing withing one year	1.74	1.56
Obligations maturing greater than one year	2.39	4.97

Details	31-Mar-25	31-Mar-24
Payment towards short term leases	0.13	–
Payment towards low value asset leases	–	–

TVS Holdings Limited
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Notes to Financial Statements - (continued)

(Rupees in crores)

37 OTHER DISCLOSURES – (continued)

(ix) Borrowing costs capitalised :

Borrowing cost capitalised during the period Rs. Nil (Previous year- Nil)

(x) Composite scheme of arrangement:

On February 9, 2022, the board of directors of the Company approved a composite scheme of arrangement (the Scheme) of Sundaram-Clayton Limited ("Transferee Company" or "Demerged Company") and TVS Holdings Private Limited ("Transferor Company 1") and VS Investments Private Limited ("Transferor Company 2") and Sundaram-Clayton DCD Limited ("Resulting Company") subject to necessary approvals of shareholders, creditors, SEBI, Stock Exchanges, National Company Law Tribunal, Chennai, (NCLT), other governmental authorities and third parties as may be required.

During the financial year 2022-23, NSE and BSE by their respective letter dated July 29, 2022, issued to the Company have conveyed their "No Objection" on the Scheme, and based on their No Objection, the Company filed an application with Hon'ble National Company Law Tribunal, Chennai Bench, ("Hon'ble NCLT") for approval of the Scheme.

Hon'ble NCLT vide their Order dated November 9, 2022, directed to convene the meetings of the Equity Shareholders, Unsecured Creditors of the Company, and Secured Creditors of Transferor Company 2, on December 16, 2022 ("NCLT Convened Meeting") for their approval. Pursuant to the directions of Hon'ble NCLT, the NCLT Convened Meetings were held, and the resolutions were passed with requisite majority. Post the approval of the shareholders and creditors, the Company filed a petition with Hon'ble NCLT, and the Composite Scheme was sanctioned vide its Order dated March 6, 2023.

The Board at its meeting held on March 13, 2023, noted the Hon'ble NCLTs Order and the first part of the Scheme was made effective on March 14, 2023. The Board also authorised the issuance of bonus NCRPS, by fixations of Record Date as March 24, 2023, for the purpose of determining the eligible shareholders of the Company. The third part of the scheme was made effective on June 16, 2023. As part of third part of scheme of arrangement, the carrying value of the assets, liabilities, and reserves of TVS Holding Private Limited as appearing in the consolidated financial statements of the Company have been recognised in the standalone financial statements of the TVS Holdings Limited prior to the demerger, which is in accordance with Ind-AS 103, read with Ind AS Transition Facilitation Group (ITFG). Fourth part of the scheme was made effective on August 4, 2023. The Last part of the scheme was made effective on August 11, 2023.

(xi) Core Investment Company Registration :

During the financial year ended 31st March, 2024 the Company received Certificate of Registration as Core Investment Company ("CIC") from Reserve Bank of India ("RBI") with CIC code -N-07-00904 to commence / carry on the business of non-banking financial institution without accepting public deposits subject to the conditions given by RBI. The Company has complied with the conditions stipulated by RBI while according CIC approval by wounding up the trading business.

The CIN of the Company has been updated as L64200TN1962PLC004792 to reflect the updated business activity code relating to its business as a Core Investment Company (CIC)

(xii) Acquisitions & Disposals :

The Company had acquired additional stake of 10.74% in TVS Emerald Limited, formerly known as Emerald Haven Realty Limited ("EHRL") on 3rd May, 2024 making it a wholly owned subsidiary. During the Quarter ended 31st December, 2024, the Company sold 100% of its stake in EHRL for a consideration of ₹ 485.85 Cr resulting in a gain of ₹ 102.68 Cr.

The Company has acquired 100% stake in TVS Digital Limited (Formerly known as TVS Housing Limited) on 16th September, 2024.

The Company acquired 80.74% stake in Home Credit India Finance Private Limited for a consideration of ₹ 554.06 Cr during January 25 and a further capital was infused by the Company for ₹ 44.61 Cr during Mar'25. With this the Company holds 81.04% stake in Home Credit India Finance Private Limited as on 31st March, 2025.

TVS Holdings Limited
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Notes to Financial Statements - (continued)

38 RELATED PARTY DISCLOSURES

LIST OF RELATED PARTIES

- | | |
|------------------------|--|
| a) Reporting entity | TVS Holdings Limited, Chennai |
| b) Controlling entity: | (i) VS Trust (Mr. Venu Srinivasan, Trustee) (from 16 th June, 2023) |
| c) Subsidiaries | (i) TVS Motor Company Limited, Chennai
(ii) Home Credit India Finance Private Limited (w.e.f. 3 rd February, 2025)
(iii) TVS Digital Limited, Chennai (Formerly known as TVS Housing Limited) (w.e.f. 16 th September, 2024)
(iv) TVS Emerald Limited (Formerly Known as Emerald Haven Realty Limited) (Upto 31 st December, 2024)
(v) Sundaram-Clayton (USA) Limited, USA (Upto 10 th August, 2023)
(vi) Sundaram-Clayton DCD Limited, Chennai (Upto 10 th August, 2023)
(vii) Sundaram Holding USA Inc, Delaware, USA (Upto 10 th August, 2023)
(viii) Sundaram-Clayton GmbH, Germany (Upto 10 th August, 2023)
(ix) TVS Holdings (Singapore) Pte Ltd (From 11 th January, 2024) |

Subsidiary companies of TVS Motor Company Limited:

- (i) Sundaram Auto Components Limited, Chennai
- (ii) TVS Digital Limited (Formerly known as TVS Housing Limited), Chennai (Upto 15th September, 2024)
- (iii) TVS Motor Services Limited, Chennai
- (iv) TVS Credit Services Limited, Chennai
- (v) TVS Motor (Singapore) Pte. Limited, Singapore
- (vi) TVS Motor Company (Europe) B.V, Amsterdam
- (vii) PT. TVS Motor Company Indonesia, Jakarta
- (viii) TVS Electric Mobility Limited, Chennai
- (ix) TVS Motor Company, DMCC, UAE (w.e.f. 27th June, 2024)
- (x) DriveX Mobility Private Limited, Coimbatore (Formerly known as Nkars Mobility Millennial Solutions Private Limited) (w.e.f. 23rd December, 2024)

Associate companies:

- (i) Sundram Non-Conventional Energy Systems Limited, Chennai (upto 10th August, 2023)
- (ii) TVS Training and Services Limited, Chennai

Associate companies of TVS Motor Company Limited:

- (i) Ultraviolette Automotive Private Limited, Bengaluru
- (ii) Tagbox Solutions Private Limited, Bengaluru (Upto 30th March, 2024)
- (iii) DriveX Mobility Private Limited, Coimbatore (Formerly known as Nkars Mobility Millennial Solutions Private Limited) (Upto 22nd December, 2024)
- (iv) Indian Foundation for Quality Management, Bengaluru (Upto 10th March, 2025)

Subsidiary companies of TVS Credit Services Limited:

- (i) Harita ARC Services Private Limited, Chennai
- (ii) Harita Two Wheeler Mall Private Limited, Chennai (Formerly known as TVS Two Wheeler Mall Private Limited, Chennai)
- (iii) TVS Housing Finance Private Limited, Chennai

TVS Holdings Limited
(Formerly known as Sundaram-Clayton Limited)

Notes to Financial Statements - (continued)

38 RELATED PARTY DISCLOSURES - (continued)

c) Subsidiary companies - (continued)

Subsidiary companies of TVS Motor (Singapore) Pte Limited:

- (i) The Norton Motorcycle Co Limited, UK
- (ii) TVS Digital Pte Limited, Singapore
- (iii) The GO Corporation, Switzerland (GO AG),
- (iv) Swiss E-Mobility (Group) Holding AG, Switzerland
- (v) EBCO Limited, UK
- (vi) Celerity Motor GmbH, Germany

Subsidiary companies of Sundaram Holding USA Inc, Delaware, USA [upto 10th August, 2023]

- (i) Green Hills Land Holding LLC, USA
- (ii) Component Equipment Leasing LLC, USA
- (iii) Sundaram-Clayton USA LLC, USA
- (iv) Premier Land Holding LLC, USA

Subsidiary company of GO AG, Zurich:

- (i) EGO Movement Stuttgart, GmbH, Germany

Subsidiary company of Swiss E-mobility (Group) Holding AG, Switzerland:

- (i) Swiss E-Mobility Group (Schweiz) AG Switzerland
- (ii) Colag E-Mobility GmbH, Germany
- (iii) Alexand'Ro Edouard'O Passion Vélo Sàrl, Switzerland
- (iv) Swiss E-Mobility Group (österreich) GmbH, Austria

Associate Companies of TVS Digital Pte Ltd, Singapore:

- (i) Predictronic Corp, USA
- (ii) Tagbox Pte Ltd, Singapore (Upto 19th June, 2024)
- (iii) Altizon Inc, USA
- (iv) Scienaptic Systems Inc, USA (Upto 27th December, 2024)

Subsidiaries of TVS Emerald Limited (Formerly Known as Emerald Haven Realty Limited)
[Upto 31st December, 2024]

- (i) Emerald Haven Projects Private Limited, Chennai
- (ii) Emerald Haven Property Development Limited, Chennai
- (iii) Happiness Harmony Property Developers Private Limited
- (iv) Emerald Haven Realty Developers (Paraniputhur) Private Limited, Chennai
- (v) Emerald Haven Towers Limited, Chennai
- (vi) Emerald Haven Development Limited, Chennai
- (vii) Emerald Haven Life Spaces (Radial Road) Limited, Chennai
- (viii) Emerald Haven Town & Country Limited, Chennai
- (ix) Emerald Haven Properties Private Limited
- (x) Emerald Haven Builders Private Limited
- (xi) Emerald Haven Residences Private Limited
- (xii) Radial Road Phase II IT Park Private Limited
- (xiii) Radial Road Phase III IT Park Private Limited

Associate of TVS Emerald Limited (Formerly Known as Emerald Haven Realty Limited)
[Upto 31st December, 2024]

- (i) Emerald Haven Housing Private Limited

TVS Holdings Limited
(Formerly known as Sundaram-Clayton Limited)

Notes to Financial Statements - (continued)

38 RELATED PARTY DISCLOSURES - (continued)

c) Subsidiary companies - (continued)	<u>Associate of TVS Motor (Singapore) Pte Ltd</u>
	(i) Killwatt GmbH
	(ii) ION Mobility Pte Ltd., Singapore
d) Enterprises under Common control	(i) Sundaram-Clayton Limited, Chennai
	(ii) TVS Emerald Limited (Formerly Known as Emerald Haven Realty Limited) (w.e.f. 1 st January, 2025)
	(iii) Sundaram-Clayton (USA) Limited, USA
	(iv) Sundaram-Clayton DCD Limited, Chennai
	(v) Sundaram Holding USA Inc, Delaware, USA
	(vi) Sundaram-Clayton GmbH, Germany
e) Enterprises in which directors are interested	(i) Trichur Sundaram Santhanam & Family Private Limited
	(ii) Future Accessories LLP
	(iii) Harita Accessories LLP
	(iv) VEE ESS Trading Private Limited
f) Key management personnel (KMP)	<u>Executive Directors:</u>
	(i) Mr. Venu Srinivasan, Chairman Emeritus and Managing Director (upto 10 th August, 2023)
	(ii) Dr. Lakshmi Venu, Managing Director (upto 10 th August, 2023)
	(iii) Mr. Sudarshan Venu, Managing Director (w.e.f 11 th September, 2023)
	(iv) Mr. K Gopala Desikan, Director & Group CFO
	<u>Non-Executive Directors:</u>
	(i) Mr. Venu Srinivasan, Chairman (w.e.f 11 th August, 2023)
	(ii) Mr. R Gopalan
	(iii) Mr. Sudarshan Venu (upto 10 th September, 2023)
	(iv) Mr. Rajesh Narasimhan (upto 11 th August, 2023)
	<u>Independent Directors:</u>
	(i) Ms. Sasikala Varadachari
	(ii) Mr. C.R. Dua
	(iii) Mr. Anuj Shah
	(iv) Mr. Timm Tiller (w.e.f 11 th September, 2023)
g) Relative of KMP	(i) Dr. Malini Srinivasan
h) Others	(i) Srinivasan Services Trust
	(ii) Srinivasan Trust
i) Post employment benefit plans	(i) Sundaram-Clayton Limited Employees Provident Fund, Chennai (upto 10 th August, 2023)
	(ii) Sundaram-Clayton Limited Employees Gratuity Fund, Chennai (upto 10 th August, 2023)

TVS Holdings Limited
(Formerly known as Sundaram-Clayton Limited)

Notes to Financial Statements - (continued)

38 RELATED PARTY DISCLOSURES - (continued)

(Rupees in crores)

Sl. No.	Nature of transactions	Name of the Company	Holding Company	Subsidiaries	Associates	KMP	Relative of KMP	Other related party	Total
1	Purchase of goods	TVS Motor Company Limited, Chennai	-	97.03	-	-	-	-	97.03
			-	97.03	-	-	-	-	97.03
			-	(376.48)	-	-	-	-	(376.48)
2	Sale of goods / Sale of Property, Plant and Equipment	Sundaram-Clayton USA LLC, South Carolina, USA	-	-	-	-	-	-	-
		TVS Motor Company Limited, Chennai	-	7.42	-	-	-	-	7.42
			-	7.42	-	-	-	-	7.42
			-	(212.03)	-	-	-	-	(212.03)
3	Purchase of power	Sundram Non Conventional Energy Systems Limited, Chennai	-	-	-	-	-	-	-
			-	-	(0.37)	-	-	-	(0.37)
4	Rendering of services	TVS Motor Company Limited, Chennai	-	141.72	-	-	-	-	141.72
		Sundaram Auto Components Limited, Chennai	-	-	-	-	-	3.50	3.50
		TVS Credit Services Limited, Chennai	-	-	-	-	-	25.36	25.36
		Sundaram-Clayton USA LLC, South Carolina, USA	-	-	-	-	-	-	-
		Future Accessories & Harita Accessories LLP	-	-	-	-	-	2.17	2.17
		TVS Emerald Limited	-	-	-	-	-	3.45	3.45
			-	141.72	-	-	-	34.48	176.21
			-	(143.31)	-	-	-	-	(143.31)
5	Receiving of services	Sundaram Auto Components Limited, Chennai	-	-	-	-	-	-	-
		Sundaram-Clayton Limited, (Formerly Known as SCL-DCD)	-	-	-	-	-	0.88	0.88
		TVS Training and Services Limited, Chennai	-	-	-	-	-	-	-
		Sundaram-Clayton USA LLC, South Carolina, USA	-	-	-	-	-	-	-
		Altizon systems Private Limited, Pune	-	-	-	-	-	-	-
		Trichur Sundaram Santhanam & Family Private Limited, Madurai	-	-	-	-	-	0.03	0.03
		Khaitan & Co, Mumbai	-	-	-	-	-	0.95	0.95
		Director of Subsidiary	-	-	-	-	-	8.57	8.57
		Khaitan & Co LLP	-	-	-	-	-	0.58	0.58
			-	-	-	-	-	11.01	11.01
6	Remuneration paid	Key Management Personnel	-	-	-	2.23	-	-	2.23
			-	-	-	2.23	-	-	2.23
			-	-	-	(3.19)	-	-	(3.19)
7	Investments	Sundaram Holding USA Inc, Delaware, USA	-	-	-	-	-	-	-
		Sundaram-Clayton GmbH, Germany	-	-	-	-	-	-	-
		Srinivasan Trust (Purchase of TVS Emerald Limited Shares)	-	-	-	-	-	-	-
		TVS Motor Company Limited, Chennai (Purchase of TVS Digital Limited shares)	-	4.14	-	-	-	-	4.14
		Home Credit India Finance Private Limited (Purchase of Investment)	-	44.61	-	-	-	-	44.61
		VEE ESS Trading Private Limited (Sale of TVS Emerald Limited shares)	-	-	-	-	-	485.85	485.85
		Mrs. Mallika Srinivasan (Purchase of TVS Emerald Limited Shares)	-	-	-	-	-	-	-
			-	48.75	-	-	-	485.85	534.60
			-	(86.69)	-	-	(44.67)	(42.92)	(174.28)

Previous year's figures are furnished in brackets

TVS Holdings Limited
(Formerly known as Sundaram-Clayton Limited)

Notes to Financial Statements - (continued)

38 RELATED PARTY DISCLOSURES - (continued)

(Rupees in crores)

Sl. No.	Nature of transactions	Name of the Company	Holding Company	Subsidiaries	Associates	KMP	Relative of KMP	Other related party	Total
8	Contribution to post employment benefit plan	Sundaram-Clayton Limited Employees Provident Fund, Chennai	-	-	-	-	-	0.21	0.21
		Sundaram-Clayton Limited Employees Gratuity Fund, Chennai	-	-	-	-	-	0.01	0.01
			-	-	-	-	-	0.22	0.22
			-	-	-	-	-	(1.85)	(1.85)
9	Dividend received	TVS Motor Company Limited, Chennai	-	238.78	-	-	-	-	238.78
			-	238.78	-	-	-	-	238.78
			-	(191.03)	-	-	-	-	(191.03)
10	Dividend Paid	VS Trust (Mr. Venu Srinivasan, Trustee)	-	-	-	-	-	206.21	206.21
			-	-	-	-	-	206.21	206.21
			-	-	-	-	-	-	-
11	Others	CSR Contribution to Srinivasan Services Trust	-	-	-	-	-	2.50	2.50
			-	-	-	-	-	2.50	2.50
			-	-	-	-	-	(2.00)	(2.00)
12	Outstanding as on 31 st March, 2025 Receivables	TVS Motor Company Limited, Chennai	-	5.76	-	-	-	-	5.76
		Sundaram Auto Components Limited, Chennai	-	-	-	-	-	0.81	0.81
		TVS Credit Services Ltd, Chennai	-	-	-	-	-	0.14	0.14
		Sundaram-Clayton Limited, (Formaly Known as SCL -DCD)		-				0.39	0.39
		TVS Emerald Limited	-	-	-	-	-	1.27	1.27
			-	5.76	-	-	-	2.62	8.38
			-	(11.79)	-	-	-	(9.95)	(21.74)
13	Outstanding as on 31 st March, 2025 Payables	TVS Motor Company Limited, Chennai	-	-		-	-	-	-
		Sundaram-Clayton Limited, (Formaly Known as SCL -DCD)	-	-		-	-	0.34	0.34
			-	-		-	-	-	-
			-	-	-	-	-	0.34	0.34
			-	(70.90)	-	-	-	(1.08)	(71.98)

Previous year's figures are furnished in brackets

TVS Holdings Limited
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Notes to Financial Statements - (continued)

(Rupees in crores)

39 DISCLOSURE MADE IN TERMS OF REGULATION 34(3) OF SEBI (LODR) REGULATIONS, 2015

	Particulars	Name of the Company		Amount outstanding as on 31-03-2025	Amount outstanding as on 31-03-2024
a)	Loans and advances				
(i)	Loans and advances in the nature of loans made to subsidiary company	NIL		-	-
(ii)	Loans and advances in the nature of loans made to associate company	NIL		-	-
(iii)	Loans and advances in the nature of loans where there is				
	1) no repayment schedule or repayment beyond seven years (or)	NIL		-	-
	2) no interest or interest below Section 186 of the Companies Act, 2013	NIL		-	-
(iv)	Loans and advances in the nature of loans made to firms/companies in which directors of the company are interested	NIL		-	-
b)	Investments by the Company				
(i)	In subsidiary companies	TVS Motor Company Limited, Chennai (23,87,82,786 equity shares of ₹ 1/- each fully paid up) Maximum amount held at any time During the period During the previous year	 1,593.44 1,593.44	1,593.44	1,593.44
		Home Credit India Finance Private Limited (91,72,68,691 equity shares of ₹ 10/- each fully paid up) Maximum amount held at any time During the period During the previous year	 598.67 -	598.67	-
		TVS Digital Limited, Chennai (Formerly known as TVS Housing Limited) (30,50,000 equity shares of ₹ 10/- each fully paid up) Maximum amount held at any time During the period During the previous year	 4.14 -	4.14	-
		TVS Emerald Limited (Consequent on merger of TVS Holdings) (19,82,20,972 equity shares of ₹ 15/- each fully paid up was held as on 31 st March, 2024) Maximum amount held at any time During the period During the previous year	 383.16 342.00	-	342.00
(ii)	In associate companies	TVS Training & Services Limited, Chennai [19,06,709 Equity shares of ₹ 10/- each fully paid-up] Maximum amount held at any time During the period During the previous year	 1.90 1.90	1.90	1.90

TVS Holdings Limited
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Notes to Financial Statements - (continued)

40 KEY FINANCIAL RATIOS:

S.No.	Details	31-Mar-25	31-Mar-24	Variance (%)
1	Return on Equity (%) (Net Profit after Tax / Average equity excluding exceptional item)	21.86%	23.72%	-7.85%
2	Capital to Risk-Weighted Assets Ratio (CRAR) (Calculated as per RBI guidelines)	1,243.64%	1,172.70%	6.05%
3	Tier I CRAR (Calculated as per RBI guidelines)	NA	NA	NA
4	Liquidity Coverage Ratio (LCR) (Calculated as per RBI guidelines)	NA	NA	NA
5	Return on Asset (Net Profit after Tax / Average Total Assets)	0.14	0.10	36%
6	Tier II CRAR (Calculated as per RBI guidelines)	NA	NA	NA
7	Net Profit per employee	6.18	5.13	NA

Note: Certain ratios/line items marked with remark "N/A" are not applicable since the Company is a Non-banking financial Company/ CIC registered with the Reserve Bank of India

41A ADDITIONAL REGULATORY INFORMATION FORMING PART OF STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31st 2025.

- (i) Pursuant to para 2 of general instructions for preparation of financial statements of a NBFC as mentioned in Division III of Schedule III of The Companies Act, 2013, the current and non-current classification has not been provided.
- (ii) No proceedings have been initiated or pending against the Company for holding any Benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and the rules made thereunder
- (iii) The Company has adhered to debt repayment and interest service obligations on time. "Wilful defaulter" related disclosures required as per Additional Regulatory Information of Schedule III (revised) to the Companies Act, is not applicable / do not apply.
- (iv) The Company has not granted Loans or Advances in the nature of loan to any promoters, Directors, KMPs and the related parties (As per Companies Act, 2013) , which are repayable on demand or without specifying any terms or period of repayments.
- (v) As per the Company's accounting policy, Property, Plant and Equipment (including Right of Use Assets) and intangible assets are carried at historical cost (less accumulated depreciation & impairment, if any), hence the revaluation related disclosures required as per Additional Regulatory Information of Schedule III (revised) to the Companies Act, is not applicable / do not apply.
- (vi) The Company has no transactions with companies struck off under section 248 of the Companies Act, 2013 or section 560 of Companies Act, 1956.
- (vii) The Company does not deal with virtual currency
- (viii) The Company is in compliance with the number of layers prescribed under clause (87) of section 2 of the Act read with the Companies (Restriction on number of Layers) Rules, 2017. In case of any change, the same has been intimated to RBI as per the applicable regulations.
- (ix) There have been no events after the reporting date that require disclosure in the Financial Statements.
- (x) a) No funds (which are material either individually or in the aggregate) have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other person or entity, including foreign entity ("Intermediaries), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

TVS Holdings Limited
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Notes to Financial Statements - (continued)

- b) No funds (which are material either individually or in the aggregate) have been received by the Company from any person or entity, including foreign entity ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.
- (xi) The Company has not sanctioned facilities from banks on the basis of security of current assets
- (xii) The Company has no charges or satisfaction yet to be registered with ROC beyond the statutory period.
- (xiii) The Title deeds of the immovable properties (other than properties where the Company is the lessee and the lease agreements are duly executed in favour of the lessee) are held in the name of the Company

41B DISCLOSURE REQUIRED AS PER RBI GUIDELINES / CIRCULARS

Disclosures required under both the Reserve Bank of India (Non-Banking Financial Company – Scale Based Regulation) Directions, 2023 ("Scale Based Regulations") and Core Investment Companies (Reserve Bank) Directions, 2016 ("CIC Master Directions") have been furnished. In cases where certain disclosures are not required under the NBFC Scale Based Regulations but are mandated under the CIC Master Directions, have also been appropriately included.

1) Disclosure as Required by RBI Circular RBI/DOR/2023-24/106 DOR.FIN.REC.NO.45/03.10.119/2023-24 dated 19th October 2023 (NBFC-Scale Base Regulation) and as updated from time to time

Refer Annexure 1 to Annexure 6 for disclosure those are applicable and relevant as per above circular.

2) Disclosure as required under Annexure V of Master Direction - Core Investment Companies (Reserve Bank) Direction, 2016 Annexure V

Refer Annexure 7 for disclosure applicable as per CIC Master Guidelines and not specifically covered under RBI CIRCULAR RBI/DOR/2023-24/106 DOR.FIN.REC.NO.45/03.10.119/2023-24 dated 19th October 2023.

Annexure 1

Disclosures to the financial statements as per Annexure VI (Appendix VI-A) - Public disclosure on Liquidity Risk

(i) Funding Concentration based on significant counterparty (both deposits and borrowings)

Particulars	As at March 31, 2025	As at March 31, 2024
Number of significant counter parties*	10	-
Amount (₹ in Cr)	943.81	-
Percentage of funding concentration to total deposits	NA	NA
Percentage of funding concentration to total liabilities**	81.72%	0.00%

* Significant counterparty is as defined in RBI Circular RBI/2019-20/88 DOR.NBFC (PD) CC.No.102/03.10.001/ 2019-20 dated 4th November, 2019 on Liquidity Risk Management Framework for Non-Banking Financial Companies and Core Investment Companies.

** Total Liabilities has been computed as Total Assets less Equity Share Capital less Reserves & Surplus and computed basis extant regulatory ALM guidelines.

(ii) Top 20 large deposits (amount in Cr and % of total deposits) - NA

(iii) Top 10 borrowings (amount in Cr and % of total borrowings)

Particulars	As at March 31, 2025	As at March 31, 2024
Total amount of top 10 borrowings	943.81	550.00
Percentage of amount of top 10 borrowings to total borrowings	100.00%	100.00%

TVS Holdings Limited
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Notes to Financial Statements - (continued)

(iv) Funding Concentration based on significant instrument/product*

Particulars	As at March 31, 2025	Percentage of total liabilities	As at March 31, 2024	Percentage of total liabilities
Term Loans from Banks	-	-	-	-
External Commercial Borrowings	-	-	-	-
Sub-ordinated Debts	-	-	-	-
Term Loan from Financial Institution	-	-	-	-
Commercial Paper	-	-	-	-
Non-Convertible Debentures	943.81	81.72%	-	-
Working Capital Demand Loan	-	-	550.00	57.04%

* Significant instrument/product is as defined in RBI Circular RBI/2019-20/88 DOR.NBFC (PD) CC.No.102/03.10.001/ 2019-20 dated 4th November, 2019 on Liquidity Risk Management Framework for Non-Banking Financial Companies and Core Investment Companies.

(v) Stock Ratios

S.No.	Particulars	As at March 31, 2025	As at March 31, 2024
1	Commercial papers as a % of total public funds *	NA	NA
2	Commercial papers as a % of total liabilities	NA	NA
3	Commercial papers as a % of total assets	NA	NA
4	Non-convertible debentures (original maturity of less than one year) as a % of total public funds	NA	NA
5	Non-convertible debentures (original maturity of less than one year) as a % of total liabilities	NA	NA
6	Non-convertible debentures (original maturity of less than one year) as a % of total assets	NA	NA
7	Other short- term Liabilities as a % of total public funds	NA	NA
8	Other short- term Liabilities as a % of total liabilities	NA	NA
9	Other short- term Liabilities as a % of total assets	NA	NA

* Public funds are as defined in Master Direction - Non-Banking Financial Company – Systemically Important Non-Deposit taking Company and Deposit taking Company (Reserve Bank) Direction, 2016.

(vi) Institutional set-up for Liquidity Risk Management

The Company constituted an Asset Liability management committee as guideline issued by RBI to NBFCs. ALCO consists of members having requisite skill set and expertise of the business & sector of the Company. ALCO monitors asset liability mismatches to ensure that there are no excessive imbalances on either side of the balance sheet and also reviews Asset Liability Management strategy. The borrowing strategy of the Company has always been in tandem with assets composition with appropriate consideration for mitigation of interest rate and liquidity risk. The Asset Liability Committee constantly reviews and monitors the funding mix and ensures the optimum mix of funds based on the cash flow requirements, market conditions and keeping the interest rate view in consideration. The company has put in place robust processes to monitor and manage liquidity risks. ALCO supervises the liquidity management of the Company at regular intervals.

The Company has taken various initiatives to raise funds at the cost commensurate with its rating by way of diversified mix of borrowings with respect to the source, type of instrument, tenor and nature of security.

TVS Holdings Limited
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Notes to Financial Statements - (continued)

Annexure 2

Disclosures to the financial statements as per Annexure VI (Appendix VI-B and Appendix VI-C)

For Disclosure as per Appendix VI-B refer Annexure A - Maturity Pattern of Assets and Liabilities

Interest Rate risk as required by Appendix VI-C

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. For short term borrowings the marginal cost of lending rate of the bank is followed. The Company does not have exposure to the risk of changes in market interest rate for the financial year ended 31st March 2025, as it has debt obligations with fixed interest rates, which are measured at amortised cost.

Annexure 3

Disclosures to the financial statements as per Annexure VII Section I

1) Exposure

Exposure to Real Estate sector, both Direct and Indirect

The Company does not have any lending exposure to real estate sector in the current year as well as previous year.

Exposure to Capital Market

S.No.	Description	As at March 31, 2025	As at March 31, 2024
i	Direct Investment in equity shares, convertible bonds, convertible debentures and units of equity-oriented mutual funds the corpus of which is not exclusively invested in corporate debt.	1,593.44	1,593.44

The company does not have any exposure for the items required in Sl no. (ii) to (x) of the circular in both the years.

Disclosure on Sectoral Exposures - The Company is not into lending activity and hence the exposure is NIL in both the years

Disclosure on Intra-Group Exposures-

The Company does not have any intra group loan exposure in both the years. For intra-group Investment exposure, please refer to note 5 of the Balance Sheet.

Unhedged Foreign Currency exposure - The Company does not have any unhedged foreign currency exposure

2) Related Party Disclosure

For Disclosure under Annexure VII Section I Refer Annexure B - Related Party Transactions

3) Disclosure of complaints

Summary information on complaints received by the NBFCs from customers and the offices of Ombudsman

The Company does not have any customer interface and hence this disclosure is not applicable for it.

Top five grounds of complaints received by the NBFCs from customers

The Company does not have any customer interface and hence this disclosure is not applicable for it.

Annexure 4

Disclosures to the financial statements as per Annexure VII Section II

1) Summary of Significant accounting policies - Refer Material Accounting Policy Note No. 1 to Financial Statements

2) CRAR

Particulars	As at March 31, 2025	As at March 31, 2024
i) CRAR - ANW as a % of Risk Weighted Assets *	1227.23%	1172.70%
ii) CRAR - Tier I Capital *	1227.23%	1172.70%
iii) CRAR - Tier II Capital	-	-
iv) Amount of subordinated debt raised as Tier- 2 capital	-	-
v) Amount raised by issue of Perpetual Debt Instruments	-	-

* CRAR is not applicable for the Company, being a CIC. Hence, Adjusted network to Risk weighted assets have been considered in place of CRAR.

TVS Holdings Limited
(Formerly known as Sundaram-Clayton Limited)

Notes to Financial Statements - (continued)

3) Investment

(Rupees in crores)

S.No.	Description	As at March 31, 2025	As at March 31, 2024
1	Value of Investments		
i)	Gross Value of Investments		
a)	In India	2,267.50	1,970.30
b)	Outside India	-	-
ii)	Provision for Depreciation		
a)	In India	-	-
b)	Outside India	-	-
iii)	Net Value of Investments		
a)	In India	2,267.50	1,970.30
b)	Outside India	-	-
2	Movement of Provisions held towards depreciation on Investments		
i)	Opening Balance	-	-
ii)	Add: Provisions made during the year	-	-
iii)	Less: Write off/write back of excess provisions during the year	-	-
iv)	Closing Balance	-	-

4) Derivative

The Company does not have any derivative exposure in the current and previous year.

a) Forward Rate Agreement/Interest Rate Swap

S.No.	Description	As at March 31, 2025	As at March 31, 2024
(i)	The notional principal of swap agreements	-	-
(ii)	Losses which would be incurred if counterparties failed to fulfil their obligations under the agreements	-	-
(iii)	Collateral required by the NBFC upon entering into swaps	-	-
(iv)	Concentration of credit risk arising from the swaps	-	-
(v)	The fair value of the swap books	-	-

b) Exchange Traded Interest Rate (IR) Derivatives

S.No.	Description	Amount
(i)	Notional principal amount of exchange traded IR derivatives undertaken during the year (instrument wise)	-
(ii)	Notional principal amount of exchange traded IR derivatives outstanding as on March 31, 2025 (instrument wise)	-
(iii)	Notional principal amount of exchange traded IR derivatives outstanding and not "highly effective" (instrument wise)	-
(iv)	Mark-to-market value of exchange traded IR derivatives outstanding and not "highly effective" (instrument -wise)	-

5) Asset Liability Management Maturity Pattern of certain items of Assets and Liabilities

Refer Annexure 2

6) Exposure

Details of Financing of Parent Company Products - Not Applicable

Details of Single Borrower Limits (SBL) / Group Borrower Limits (GBL) exceeded - Not Applicable

Unsecured advances - Not Applicable

TVS Holdings Limited
(Formerly known as Sundaram-Clayton Limited)

Notes to Financial Statements - (continued)

7) Directors' Sitting Fees and Commission - Rs. In Lakhs

Sl. No.	Name of Director	Nature	2024-25	2023-24
1	Mr. Venu Srinivasan	Sitting Fees	1.90	-
		Commission	-	-
2	Mr. Sudarshan Venu	Sitting Fees	-	-
		Commission	-	-
3	Mr. R. Gopalan	Sitting Fees	3.50	2.30
		Commission	-	-
4	Mr K Gopala Desikan	Sitting Fees	-	-
		Commission	-	-
5	Mr Rajesh Narasimhan	Sitting Fees	-	0.30
		Commission	-	-
6	Ms. Sasikala Varadhachari	Sitting Fees	4.10	2.40
		Commission	18.00	18.00
7	Mr Anuj Shah	Sitting Fees	3.40	1.90
		Commission	18.00	18.00
8	Mr C R Dua	Sitting Fees	1.20	0.50
		Commission	15.00	15.00
9	Mr Timm Tiller	Sitting Fees	1.20	0.40
		Commission	15.00	8.32
	Total		81.30	67.12

The amounts mentioned are below the rounding off norms of the company.

8) Disclosure of penalties imposed by RBI and other regulators

No penalties have been imposed by RBI and other regulators during the FY 2024-25

9) Breach of Covenant

There is no breach of covenant on loan availed / debt securities issued.

10) Divergence in asset classification and Provisioning - Not Applicable

11) Ratings assigned by Credit Rating Agencies

S.No.	Description	As at March 31, 2025	As at March 31, 2024
1	Commercial paper / Short term loans	-	-
2	Cash Credit / Working Capital Demand Loans	-	-
3	Long Term Loans	-	CRISIL AA/STABLE
4	Non-Convertible Debentures - Long Term	'CRISIL AA+/ STABLE' and 'CARE AA+/ STABLE'	CRISIL AA/STABLE
5	Perpetual Debt (Tier I Capital)	-	-
6	Subordinated Debt (NCRPS)	-	-

12) There are no prior period items accounted during the year.

13) There are no circumstances in which revenue recognition postponed pending the resolution of significant uncertainties.

TVS Holdings Limited
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Notes to Financial Statements - (continued)

14) Additional Disclosures

Provisions and Contingencies

Break up of 'Provisions and Contingencies' shown under the Head Expenditure in Statement of Profit and Loss

S.No.	Description	2024-25	2023-24
1	Provision for Depreciation on Investments	-	-
2	Provision / Impairment allowance towards NPA (Net)	-	-
3	Provision / Impairment allowance towards Standard Assets	-	-
4	Provision / Impairment allowance on trade receivables & Other Financial Assets	-	-
5	Provision made towards Income Tax	198.97	75.04
6	Other Provision and Contingencies	-	-
	Total	198.97	75.04

Drawdown from Reserves

No draw down from reserves existed for the year ended March 31, 2025 and March 31, 2024.

Concentration of Advances, Exposures & NPAs (Stage 3 Assets)

(a) Concentration of Advances

S.No.	Description	As at March 31, 2025	As at March 31, 2024
1	Total Advances to Twenty Largest Borrowers	NA	NA
2	Percentage of advances to twenty largest borrowers to Total Advances	NA	NA

(b) Concentration of Exposures

S.No.	Description	As at March 31, 2025	As at March 31, 2024
1	Total Exposures to Twenty Largest Borrowers / Customers	NA	NA
2	Percentage of Exposures to twenty largest borrowers to Total Advances	NA	NA

(c) Concentration of NPAs

S.No.	Description	As at March 31, 2025	As at March 31, 2024
1	Total Exposure to Top Four NPA Accounts	NA	NA

(d) Sector-wise distribution of NPA's

S. No	Sector	Percentage of NPA's to Total Advances in that Sector	
		As at March 31, 2025	As at March 31, 2024
1	Agriculture and Allied Activities	NA	NA
2	MSME		
3	Corporate Borrowers		
4	Services		
5	Unsecured Personal Loans		
6	Auto Loans (includes assets taken over from Chennai Business Consulting Services Limited)		
7	Others		

Overseas assets (for those with JV and Subsidiaries abroad)

There are no overseas assets owned by the Company during the year ended March 31, 2025 and March 31, 2024.

Off balance sheet SPV sponsored

There are no SPVs which are required to be consolidated by the Company during the year ended March 31, 2025 and March 31, 2024.

TVS Holdings Limited
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Notes to Financial Statements - (continued)

Annexure 5

Disclosures to the financial statements as per Annexure VIII

Description	Amount Outstanding As at March 31, 2025	Amount Overdue As at March 31, 2025	Amount Outstanding As at March 31, 2024	Amount Overdue As at March 31, 2024
Liabilities				
(1) Loans and advances availed by the CICs inclusive of interest accrued thereon but not paid:				
A Debentures				
- Secured			-	-
- Unsecured (other than falling within the meaning of public deposits)	995.49			
B Deferred Credits				
C Term Loans (including Sub Ordinated Debt)	-	-	550.00	-
D Inter-corporate loans and borrowings				
E Commercial Paper				
F Public deposits				
G Other loans:				
i. Cash Credit & WCDL				
ii. Securitised Trust Borrowing				

Description	Amount Outstanding As at March 31, 2025	Amount Outstanding As at March 31, 2024
Assets		
(2) Break-up of Loans and Advances including bills receivable (other than those included in (4) below) :		
A Secured		
B Unsecured considered good	NA	NA
(3) Break-up of Leased Assets and stock on hire and other assets counting towards AFC activities:		
(i) Lease assets including lease rentals under sundry debtors:		
(a) Financial lease		
(b) Operating lease		
(ii) Stock on hire including hire charges under sundry debtors:		
(a) Assets on hire		
(b) Repossessed assets		
(iii) Other Loan counting towards AFC activities:		
(a) Loans where assets have been repossessed		
(b) Loans other than (a) above		

TVS Holdings Limited
(Formerly known as Sundaram-Clayton Limited)

Notes to Financial Statements - (continued)

Description	Amount Outstanding As at March 31, 2025	Amount Outstanding As at March 31, 2024
(4) Current Investments:		
1 Quoted :		
(i) Shares:(a) Equity	-	-
(b) Preference		
(ii) Debentures and Bonds		
(iii) Units of Mutual funds	40.02	
(iv) Government securities		
(v) Others		
2 Unquoted:		
(i) Shares: (a) Equity	-	-
(b) Preference		
(ii) Debentures and Bonds		
(iii) Units of Mutual funds		
(iv) Government securities		
(v) Others		
Long term Investments:		
1 Quoted :		
(i) Shares:(a) Equity	1,593.44	1,593.44
(b) Preference		
(ii) Debentures and Bonds		
(iii) Units of Mutual funds		
(iv) Government securities		
(v) Others		
2 Unquoted:		
(i) Shares:(a) Equity	604.71	343.90
(b) Preference		
(ii) Debentures and Bonds		
(iii) Units of Mutual funds		
(iv) Government securities		
(v) Private Equity Instruments	23.08	27.36
(vi) Investments related to Employee benefits	6.25	5.60
Total	2,267.50	1,970.30

TVS Holdings Limited
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Notes to Financial Statements - (continued)

(5) Borrower group-wise classification of assets financed as in (2) and (3) above

Category	As at March 31, 2025 Amount (Net of provisions for Non-performing assets)		
	Secured	Unsecured	Total
1. Related Parties			
(a) Subsidiaries	-	-	-
(b) Companies in the same group	-	-	-
(c) Other related parties	-	-	-
2. Other than related parties	-	-	-
Total	-	-	-

Category	As at March 31, 2024 Amount (Net of provisions for Non-performing assets)		
	Secured	Unsecured	Total
1. Related Parties			
(a) Subsidiaries	-	-	-
(b) Companies in the same group	-	-	-
(c) Other related parties	-	-	-
2. Other than related parties	-	-	-
Total	-	-	-

(6) Investor group wise classification of all investments (current and long term) in shares and securities (both quoted and unquoted)

Category	As at March 31, 2025		As at March 31, 2024	
	Market value / Break up or fair value of NAV	Book value (Net of provisions)	Market value / Break up or fair value of NAV	Book value (Net of provisions)
1. Related Parties				
(a) Subsidiaries	58,384.66	2,196.25	51,714.92	1,935.44
(b) Companies in the same group	1.90	1.90	1.90	1.90
(c) Other related parties				
2. Other than related parties	69.35	69.35	32.96	32.96
Total	58,455.91	2,267.50	51,749.78	1,970.30

(7) Other Information

Description	As at March 31, 2025	As at March 31, 2024
(i) Gross Non-performing assets	-	-
(a) Related Parties	-	-
(b) Other than related parties	-	-
(ii) Net Non-performing assets	-	-
(a) Related Parties	-	-
(b) Other than related parties	-	-
(iii) Assets acquired in satisfaction of debt	-	-

TVS Holdings Limited
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Notes to Financial Statements - (continued)

Annexure 6

Disclosures to Financial Statements as per Chapter (IX) - Prudential Regulations

S. No	Requirements	Response
1	NBFCs shall put up to the Board of Directors, at regular intervals, the progress made in putting in place a progressive risk management system and risk management policy, and strategy followed by the NBFC	The Company has put in place an adequate risk management document as a CIC and periodic updates are presented to the Risk Management Committee.
2	NBFCs shall put up to the Board of Directors, at regular intervals, conformity with corporate governance standards, viz., in composition of various committees, their role and functions, periodicity of the meetings and compliance with coverage and review functions, etc.	The Company has put up to the Board of Directors' conformity with corporate governance standards compliance.
3	Registration/license/authorisation, by whatever name called, obtained from other financial sector regulators;	The Company has not obtained any registrations/licenses/authorisations from other financial sector regulators
4	Ratings assigned by credit rating agencies and migration of ratings during the year;	Refer Annexure 4
5	Penalties, if any, levied by any regulator;	Nil
6	Information, namely, area, country of operation and joint venture partners with regard to joint ventures and overseas subsidiaries.	Nil

Annexure 7

A) Components of ANW and other related information

Description	As at March 31, 2025	As at March 31, 2024
1 ANW as a % of Risk Weighted Assets- CRAR	1227.23%	1172.70%
2 Unrealized appreciation in the book value of quoted investments	56,961.04	22,035.71
3 Diminution in the aggregate book value of quoted investments	-	-
4 Leverage Ratio	0.04	0.04

B) Investment in Other CICs

Particulars	As at March 31, 2025	As at March 31, 2024
(i) Total amount representing any direct or indirect capital contribution made by one CIC in another CIC (including name of CICs)	-	-
(ii) Number of CICs with their names wherein the direct or indirect capital contribution exceeds 10% of Owned Funds	-	-
(iii) Number of CICs with their names wherein the direct or indirect capital contribution is less than 10% of Owned Funds	-	-

C) Off Balance Sheet Exposure

Particulars	As at March 31, 2025	As at March 31, 2024
(i) Off balance sheet exposure	-	-
(ii) Financial Guarantee as a % of total off balance sheet exposure	-	-
(iii) Non-Financial Guarantee as a % of total off balance sheet exposure	-	-
(iv) Off balance sheet exposure to overseas subsidiaries	-	-
(v) Letter of Comfort issued to any subsidiary	-	-

TVS Holdings Limited
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Notes to Financial Statements - (continued)

D) Business Ratios

Particulars	As at March 31, 2025	As at March 31, 2024
1 Return on Equity	21.86%	23.72%
2 Return on Assets	0.14	0.10
3 Net Profit per employee	6.18	5.13

Annexure A

Maturity Pattern of Assets and Liabilities

Time Bucket	As at March 31, 2025									
	1 day to 7 days	8 to 14 days	15 days to 30 /31 days	Over 1 month up to 2 months	Over 2 months up to 3 months	Over 3 months up to 6 months	Over 6 months up to 1 year	Over 1 year up to 3 year	Over 3 year up to 5 year	Over 5 years
Deposits	-	-	-	-	-	-	-	-	-	-
Advances	-	-	-	-	-	-	-	-	-	-
Investments	-	-	-	-	40.02	-	-	598.67	23.08	1,605.73
Borrowings	-	-	-	-	-	-	-	-	943.81	-
Foreign Currency Assets	-	-	-	-	-	-	-	-	-	-
Foreign Currency Liabilities	-	-	-	-	-	-	-	-	-	-
Grand Total	-	-	-	-	40.02	-	-	598.67	966.89	1,605.73

Time Bucket	As at March 31, 2024									
	1 day to 7 days	8 to 14 days	15 days to 30 /31 days	Over 1 month up to 2 months	Over 2 months up to 3 months	Over 3 months up to 6 months	Over 6 months up to 1 year	Over 1 year up to 3 year	Over 3 year up to 5 year	Over 5 years
Deposits	-	-	-	-	-	-	-	-	-	-
Advances	-	-	-	-	-	-	-	-	-	-
Investments	-	-	-	-	-	-	-	-	27.36	1,942.94
Borrowings	-	-	-	-	550.00	-	-	-	-	-
Foreign Currency Assets	-	-	-	-	-	-	-	-	-	-
Foreign Currency Liabilities	-	-	-	-	-	-	-	-	-	-
Grand Total	-	-	-	-	550.00	-	-	-	27.36	1,942.94

Annexure B

Related Party Transactions

Related Party Item	Parent (as per ownership or control)		Subsidiaries		Associates / Joint Ventures		Key Management		Relatives of Key Managerial Person		Others		Total	
	Current Year	Previous Year	Current Year	Previous Year	Current Year	Previous Year	Current Year	Previous Year	Current Year	Previous Year	Current Year	Previous Year	Current Year	Previous Year
Borrowings:														
Outstanding at the year end	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Maximum outstanding during the year	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Deposits:														
Outstanding at the year end	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Maximum outstanding during the year	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Placement of Deposits:														
Outstanding at the year end	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Maximum outstanding during the year	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Advances:														
Outstanding at the year end	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Maximum outstanding during the year	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Investments:														
Outstanding at the year end	-	-	2,196.25	1,935.44	1.90	1.90	-	-	-	-	-	-	2,198.15	1937.34
Maximum outstanding during the year	-	-	2,196.25	1,935.44	1.90	1.90	-	-	-	-	-	-	2,198.15	1937.34
Purchase of fixed/other assets:														
Outstanding at the year end	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Maximum outstanding during the year	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Sale of fixed / other assets:														
Outstanding at the year end	-	-	7.42	39.00	-	-	-	-	-	-	-	-	7.42	39.00
Maximum outstanding during the year	-	-	7.42	39.00	-	-	-	-	-	-	-	-	7.42	39.00
Interest Paid:														
Outstanding at the year end	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Maximum outstanding during the year	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Interest Received:														
Outstanding at the year end	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Maximum outstanding during the year	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Others*:														
Dividend Income	-	-	238.78	191.03	-	-	-	-	-	-	-	-	238.78	191.03
CSR Contribution to	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Srinivasan Services Trust	-	-	-	-	-	-	-	-	-	-	-	-	2.50	2.00
Dividend Paid	-	-	-	-	-	-	-	-	-	-	-	-	206.21	-

*For other related party transactions refer Note 38.

TVS Holdings Limited
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TVS Holdings Limited
(Formerly known as Sundaram-Clayton Limited)

Notes to Financial Statements - (continued)

42 Previous year's figures have been regrouped wherever necessary to conform to the current year's classification.

VENU SRINIVASAN <i>Chairman</i> DIN: 00051523	SUDARSHAN VENU <i>Managing Director</i> DIN: 03601690	As per our report annexed For N.C.RAJAGOPAL & CO. Chartered Accountants Firm Regn. No. 003398S
K GOPALA DESIKAN <i>Director & Group Chief Financial Officer</i> DIN: 00067107	R RAJA PRAKASH <i>Company Secretary</i>	ARJUN S Partner Membership No. 230448
Place : Chennai		
Date : 28 th April 2025		

Consolidated Financial Statements
of
TVS Holdings Limited
(Formerly known as Sundaram-Clayton Limited)

TVS Holdings Limited
(Formerly known as Sundaram-Clayton Limited)

Report on the Audit of the Consolidated Financial Statements for the year ended 31st March 2025

To the Members of
TVS Holdings Limited

Report on the Audit of the Consolidated Financial Statements

1. Opinion

We have audited the accompanying Consolidated Financial Statements of TVS Holdings LIMITED ("the Holding Company"), its Subsidiaries, and Associates (collectively referred to as "the Group") which includes the Groups share of profit/loss in its Associates which comprise the Consolidated Balance Sheet as at 31st March, 2025, and Consolidated Statement of Profit and Loss, the Consolidated Statement of Changes in Equity, the Consolidated Statement of Cash Flows and Notes to the Consolidated Financial Statements for the year then ended, and a summary of material accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid Consolidated Financial Statements give the information required by the Companies Act, 2013, in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the consolidated state of affairs of the Company as at 31st March, 2025, and consolidated profit and total comprehensive income, consolidated changes in equity and its consolidated cash flows for the year ended on that date.

2. Basis for Opinion

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under Section 143(10) of the Companies Act, 2013. Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Consolidated Ind AS Financial Statements section of our report. We are independent of the Group in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the Consolidated Ind AS Financial Statements under the provisions of the Companies Act, 2013 and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

3. Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the Financial Statements of the current period. These matters were addressed in the context of our audit of the Financial Statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. We have determined the matters described below to be the key audit matters to be communicated in our report.

Sl. No.	Key Audit Matter	How the Key Audit Matter was addressed in our audit
1	Investment - Acquisition and Disposal During the year ended March 31, 2025, the Company acquired 81.04% stake in Home Credit India Finance Private Limited. The Company also during the year disposed off its entire investment in its wholly-owned subsidiary, TVS Emerald Limited. These transactions required assessment of the appropriate accounting treatment for acquisition and disposal of investments under IND AS and related disclosures thereon. Given the significance of these transactions and its impact on standalone and consolidated financial statements, this was identified as a key audit matter.	- We reviewed the terms and conditions of acquisition of Home Credit India Finance Private Limited and disposal of TVS Emerald Limited. - We reviewed the identification of Home Credit India Finance Private Limited and ensured compliance with accounting and measurement principles laid down under relevant IND AS. - We verified the accounting treatment for sale of TVS Emerald Limited and ensured appropriate derecognition in line with relevant IND AS. - We verified the necessary agreements, board approvals, valuation reports and regulatory compliances for the transactions above. - We confirm the reported values of investments by carrying out impairment testing wherein we compared the carrying value with the respective companies equity based on their financial statements and other sources of data both internal and external. - We assessed the adequacy of disclosures related to acquisitions and disposals, ensuring compliance with applicable standard.

Our opinion is not modified with the respect of above-mentioned matters.

4. Other Matters

- a) The consolidated annual financial results include the audited financial results of Thirty subsidiaries whose financial statements reflect total Assets of ₹ 64,912.35 Crores at 31st March, 2025 and total revenue of ₹ 44,844.34 Crores, total net profit after tax of ₹ 2,574.96 Crores and total comprehensive income of ₹ 2,605.44 Crores for the year ended 31st March, 2025 respectively, and net cash flows of ₹ 1,840.10 Crores for the year ended on that date, as considered in the consolidated annual financial results, which have been audited

TVS Holdings Limited
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Consolidated Financial Statements of TVS Holdings Limited

by their respective independent auditors. Two associates, whose financial statements include group share of net loss of ₹ 19.30 Crores and Total Comprehensive loss of ₹ 19.29 Crores for the year ended 31st March, 2025 respectively, as considered in the statement, whose financial statements, other financial information have been audited by their respective independent auditors.

The independent auditor's report on financial statements of these entities have been furnished to us and our opinion on the consolidated annual financial results, in so far as it relates to the amounts and disclosures included in respect of these entities, is based solely on the report of such auditors and the procedures performed by us are as stated in paragraph above.

- b) The consolidated annual financial results include the unaudited financial results of Thirteen subsidiaries whose financial statements reflect total Assets of ₹ 1,265.77 Crores at 31st March, 2025 and total revenue of ₹ 594.27 Crores, total net loss after tax of ₹ 390.78 Crores and total comprehensive loss of ₹ 378.33 Crores for the year ended 31st March, 2025 respectively, as considered in the consolidated annual financial results. Eight Associates whose financial statements include group share of net loss of ₹ 55.25 Crores and Total Comprehensive Loss of ₹ 55.25 Crores for the year ended 31st March, 2025, as considered in the consolidated audited financial results, whose financial statements, other financial information have not been audited by their respective independent auditors.

These unaudited Financial Statements have been furnished to us by the Board of Directors and our opinion on the consolidated Financial Results, in so far as it relates to the amounts and disclosures included in respect of these associates is based solely on such unaudited Financial Statements. In our opinion and according to the information and explanations given to us by the Management and the Board of Directors, these Financial Statements are not material to the Group.

- c) The subsidiaries and associates which are located outside India whose financial statements and other financial information have been prepared in accordance with accounting principles generally accepted in their respective countries. The Holding Company's Management has converted financial statements of such subsidiaries and associate located outside India from accounting principles generally accepted in their respective countries to accounting principles generally accepted in India. We have reviewed these conversion adjustments made by

the Holding Company's Management. Our opinion in so far as it relates to the balances and affairs of such subsidiaries and associate located outside India is based on the report prepared by the management of the Holding Company.

- d) The comparative financial information of the Company for the year ended 31st March, 2024 included in these Consolidated Financial Statements, including but not limited to groupings and disclosures, are based on the previously issued Consolidated Financial Statements prepared in accordance with the Companies (Indian Accounting Standards) Rules, 2015 audited by the predecessor auditor whose report for the year ended 31st March, 2024 dated 9th May, 2024 expressed an unmodified opinion on those Consolidated Financial Statements.
- e) Our opinion on the consolidated financial statements, and our report on Other Legal and Regulatory Requirements below, is not modified in respect of the above matters with respect to our reliance on the work done and the reports of the other auditors and the financial statements / financial information certified by the Management.

5. Information Other than the Financial Statements and Auditor's Report thereon

The Holding Company's Board of Directors is responsible for the other information. The other information comprises the information included in the Annual Report to the Shareholders but does not include the Consolidated Financial Statements and our Auditor's Report thereon. The Other information is expected to be made available to us after the date of this Auditor's Report.

Our opinion on the Consolidated Financial Statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the Consolidated Financial Statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the Consolidated Financial Statements or our knowledge obtained in the course of our audit or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information; we are required to report that fact. We have nothing to report in this regard.

When we read the remaining other information, which we will obtain after the date of auditor's report and if we conclude that there is material misstatement therein, we are required to communicate the matter to those charged with governance.

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(Formerly known as Sundaram-Clayton Limited)

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6. Management's Responsibility for the Consolidated Financial Statements

The Holding Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation and presentation of these Consolidated Financial Statements in terms of the requirements of the Companies Act, 2013, that give a true and fair view of the consolidated financial position, consolidated financial performance, consolidated changes in equity and consolidated cash flows of the Group in accordance with the accounting principles generally accepted in India, including the accounting Standards specified under section 133 of the Act. The respective Board of Directors of the companies included in the Group are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Group and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error, which have been used for the purpose of preparation of the consolidated financial statements by the Directors of the Holding Company, as aforesaid.

In preparing the Consolidated Financial Statements, the respective Board of Directors of the companies included in the Group are responsible for assessing the ability of the Group to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Group or to cease operations, or has no realistic alternative but to do so.

The respective Board of Directors of the companies included in the Group are also responsible for overseeing the Company's financial reporting process of the Group.

7. Auditor's Responsibilities for the Audit of the Consolidated Financial Statements

Our objectives are to obtain reasonable assurance about whether the Consolidated Ind AS Financial Statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions

of users taken on the basis of these Consolidated Ind AS Financial Statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the Consolidated Financial Statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under Section 143(3)(i) of the Companies Act, 2013, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the Consolidated Financial Statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the Consolidated Financial Statements, including the disclosures, and whether the Consolidated Financial Statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the audit of the financial statements of such entities included in the consolidated financial statements of which we are the

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independent auditors. For the other entities included in the consolidated financial statements, which have been audited by other auditors, such other auditors remain responsible for the direction, supervision and performance of the audits carried out by them. We remain solely responsible for our audit opinion.

Materiality is the magnitude of misstatements in the consolidated financial statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the consolidated financial statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the consolidated financial statements.

We communicate with those charged with governance of the Holding Company and such other entities included in the consolidated financial statements of which we are the independent auditors regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the Consolidated Ind AS Financial Statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

8. Report on Other Legal and Regulatory Requirements

I. With respect to the matter specified in paragraphs Clause (xxi) of the Companies (Auditor's Report) Order, 2020 (the "Order") issued by the Central Government in terms of Section 143(11) of the Act, to be included in the Independent Auditor's Report, according to the information and explanations given to us, and based on the Independent Auditor's Reports issued by the subsidiaries' Auditors, included in the consolidated financial statements of the Company, to which reporting under the Order is applicable, we report that there are no qualifications or adverse remarks in these reports.

II. As required by Section 143(3) of the Act, we report that:

- (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit of the aforesaid Consolidated Financial Statements.
- (b) In our opinion, proper books of account as required by law relating to preparation of the aforesaid Consolidated Ind AS Financial Statements have been kept so far as it appears from our examination of those books and the reports of the other auditors.
- (c) The Consolidated Balance Sheet, the Consolidated Statement of Profit and Loss and the Consolidated Statement of Cash Flows dealt with by this Report are in agreement with the books of account maintained for the purpose of preparation of the aforesaid Consolidated Ind AS Financial Statements.
- (d) In our opinion, the aforesaid Consolidated Financial Statements comply with the Indian Accounting Standards specified under Section 133 of the Act, read with Companies (Indian Accounting Standards) Rules, 2015 as amended.
- (e) On the basis of the written representations received from the Directors of the Holding Company as on 31st March, 2025, taken on record by the Board of Directors of the Holding Company, and the reports of the statutory auditors of its subsidiaries, none of the Directors in the Group companies is disqualified as on 31st March, 2025 from being appointed as a director in terms of Section 164 (2) of the Act.
- (f) With respect to the adequacy of the internal financial controls over financial reporting of the Group and the operating effectiveness of such controls for companies incorporated in India, refer to our separate Report in "Annexure A."
- (g) In our opinion and according to the information and explanations given to us, the remuneration paid by the Company to its directors during the year is in accordance with the provisions of Section 197 read with Schedule V to the Act.
- (h) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
 - i. The Consolidated Financial Statements disclose the impact of pending litigation on the consolidated financial position of the Group - Refer Note No.40 to the Consolidated Financial Statements.
 - ii. Provision has been made in the consolidated financial statements, as required under the applicable law or accounting standards, for material foreseeable losses, if any, on long-term contracts, including derivative contracts.

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- iii. During the year, there has been no delay in transferring the amounts required to be transferred to the Investor Education and Protection Fund.
- iv. (a) The management has represented that, to the best of its knowledge and belief, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other person(s) or entity(ies), including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;
- (b) The management has represented that, to the best of its knowledge and belief, no funds have been received by the Company from any person(s) or entity(ies), including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries; and
- (c) Based on the audit procedures performed that have been considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (a) and (b) of Rule 11(e) of the Companies (Audit and Auditors) Rules, 2014 contain any material misstatement.
- v. The dividend declared and paid by the Group during the year and until the date of this audit report is in accordance with Section 123 of the Companies Act 2013.
- vi. Based on our examination which included test checks, the company has used an accounting software for maintaining its books of account which has a feature of recording audit trail (edit log) facility and the same has operated throughout the year for all relevant transactions recorded in the software. Further, during the course of our audit we did not come across any instance of audit trail feature being tampered with. Additionally, the audit trail has been preserved by the company as per the statutory requirements for record retention.

For N C RAJAGOPAL & CO
Chartered Accountants
Firm Regn. No. 003398S

Arjun S
Partner

Place : Chennai
Date : 28th April 2025

Membership No. 230448
UDIN : 25230448BMIMYS5728

TVS Holdings Limited
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Consolidated Financial Statements of TVS Holdings Limited

ANNEXURE - A TO THE INDEPENDENT AUDITOR'S REPORT

(Referred to in paragraph 1 under 'Report on Other Legal and Regulatory Requirements' section of our report to the Members of TVS Holdings Limited (erstwhile Sundaram-Clayton Limited) of even date)

Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")

In conjunction with our audit of the consolidated financial statements of the Group as of and for the year ended 31st March, 2025, we have audited the internal financial controls over financial reporting of TVS Holdings Limited (hereinafter referred to as "the Holding Company") and its subsidiaries and associate companies, which are incorporated in India, as of that date.

Management's Responsibility for Internal Financial Controls

The respective Board of Directors of the of the Holding company and its subsidiaries, which are incorporated in India, are responsible for establishing and maintaining internal financial controls based on, "the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India (ICAI)". These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to the respective company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditor's Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial control system over financial reporting and their operating effectiveness.

Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the Consolidated financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained, and the audit evidence obtained by the other auditors in terms of their reports referred to in the Other Matters paragraph below, is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

Meaning of Internal Financial Controls over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of Ind AS financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that

- (1) Pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the Company;
- (2) Provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and
- (3) Provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the Ind AS financial statements.

Inherent Limitations of Internal Financial Controls over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to

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future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, the Holding Company and its subsidiaries, have, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31st March, 2025, based on "the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India".

Other matters

Our aforesaid reports under Section 143(3)(i) of the Act on the adequacy and operating effectiveness of the internal financial controls over financial reporting insofar as it relates to subsidiaries, which are incorporated in India, is based on the corresponding reports of the auditors of such companies incorporated in India.

For N C RAJAGOPAL & CO
Chartered Accountants
Firm Regn. No. 003398S

Arjun S

Partner

Place : Chennai
Date : 28th April 2025

Membership No. 230448
UDIN : 25230448BMIMYS5728

TVS Holdings Limited
(Formerly known as Sundaram-Clayton Limited)

CONSOLIDATED BALANCE SHEET AS AT 31st MARCH 2025

(Rupees in crores)

Particulars	Note No.	As at 31.03.2025	As at 31.03.2024
ASSETS			
1 Financial Assets			
(a) Cash and Cash Equivalents	2	4,707.03	2,820.88
(b) Bank Balances other than (a) above	3	428.08	349.16
(c) Receivables			
i) Trade Receivables	4	1,749.53	1,855.40
(d) Investments	5	1,149.59	722.96
(e) Investments accounted using equity method	6	170.20	480.64
(f) Loans	7	31,312.83	25,471.81
(g) Other Financial Assets	8	552.80	401.09
Total		40,070.06	32,101.94
2 Non-Financial Assets			
(a) Inventories	9	2,416.58	4,035.41
(b) Current Tax Assets (Net)		31.45	69.32
(c) Deferred Tax Assets (Net)	10	856.94	435.04
(d) Investment Properties		141.38	141.38
(e) Property, Plant and Equipment	11	5,558.54	4,318.58
(f) Capital work in progress	11	667.53	334.33
(g) Other Intangible Assets	12	1,379.55	862.20
(h) Intangibles under development	11	814.69	694.94
(i) Goodwill	11	439.90	307.82
(j) Other Non-Financial Assets	13	1,804.59	1,425.79
Total		14,111.15	12,624.81
Total Assets		54,181.21	44,726.75
LIABILITIES AND EQUITY			
LIABILITIES			
1 Financial Liabilities			
(a) Trade Payables			
i) Total outstanding dues of micro enterprises and small enterprises	14	45.51	62.38
ii) Total outstanding dues of creditors other than micro enterprises and small enterprises	14	7,620.19	6,634.50
(b) Debt Securities	15	3,569.20	1,575.00
(c) Borrowings other than debt securities	16	26,649.52	22,610.77
(d) Subordinated Liabilities	17	2,269.31	2,046.71
(e) Other Financial Liabilities	18	1,728.32	1,430.32
Total		41,882.05	34,359.68
2 Non-Financial Liabilities			
(a) Current Tax Liabilities (Net)		52.45	34.58
(b) Provisions	19	695.56	464.54
(c) Deferred Tax Liability (Net)	20	286.02	196.46
(d) Other Non-Financial Liabilities	21	1,108.72	2,679.78
Total		2,142.75	3,375.36
3 EQUITY			
(a) Equity Share capital	22	10.12	10.12
(b) Other Equity	23	4,677.27	2,829.95
Equity attributable to owners		4,687.39	2,840.07
(c) Non controlling interest	23	5,469.02	4,151.64
Total		10,156.41	6,991.71
Total Liabilities and Equity		54,181.21	44,726.75

Material Accounting Policies forming part of consolidated financial statements

The accompanying notes are an integral part of these consolidated financial statements

VENU SRINIVASAN
Chairman
DIN: 00051523

SUDARSHAN VENU
Managing Director
DIN: 03601690

As per our report annexed
For N.C.RAJAGOPAL & CO.
Chartered Accountants
Firm Regn. No. 003398S

K GOPALA DESIKAN
Director & Group Chief Financial Officer
DIN: 00067107

R RAJA PRAKASH
Company Secretary

ARJUN S
Partner
Membership No. 230448

Place : Chennai
Date : 28th April 2025
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TVS Holdings Limited
(Formerly known as Sundaram-Clayton Limited)

CONSOLIDATED STATEMENT OF PROFIT & LOSS FOR THE YEAR ENDED 31st MARCH 2025

Particulars		Note No.	Year ended 31.03.2025	(Rupees in crores) Year ended 31.03.2024
I	REVENUE FROM OPERATIONS			
	Interest income		6,108.20	5,187.06
	Net gain on Sale / Fair Valuation of Investments		125.34	65.89
	Sale of goods and services		37,301.19	33,619.91
	Other operating revenue		1,458.43	1,008.80
	Total Revenue from Operations	24	44,993.16	39,881.66
II	Other income	25	39.69	34.44
III	Total Income (I + II)		45,032.85	39,916.10
	Expenses			
	Finance Costs	26	2,223.15	2,032.12
	Cost of materials consumed	27	25,977.95	24,101.66
	Purchase of stock-in-trade	27	840.94	972.65
	Changes in inventories of finished goods, work-in-progress and stock-in-trade	28	283.18	(343.83)
	Employee benefits expense	29	3,677.25	3,451.26
	Depreciation and amortisation expense	30	1,066.85	1,011.02
	Other expenses	31	7,295.36	5,891.41
IV	Total Expenditure		41,364.68	37,116.29
V	Profit before Share of Profit/(Loss) of associates and Exceptional Items (III-IV)		3,668.17	2,799.81
VI	Share of net profit / (loss) from associates accounted using equity method		(74.54)	(43.62)
VII	Profit before Exceptional items (V+VI)		3,593.63	2,756.19
VIII	Exceptional Items - Gain / (Loss)	32	-	(5.07)
IX	Profit before tax (VII+VIII)		3,593.63	2,751.12
X	Tax expense			
	a) Current tax	33	1,420.30	1,092.06
	b) Deferred Tax	34	(206.01)	(98.36)
	Total tax expense		1,214.29	993.70
XI	Profit for the Year from Continuing operation (IX- X)		2,379.34	1,757.42
XII	Profit / (Loss) from discontinued operations		22.49	35.30
XIII	Tax expense of discontinued operations			
	a) Current tax		2.63	5.79
	b) Deferred Tax		(10.05)	4.55
	Total tax expense		(7.42)	10.34
XIV	Profit / (Loss) from discontinued operations (after tax) (X-XI)		29.91	24.96
XV	Profit / (Loss) for the period (XI+XIV)		2,409.25	1,782.38
	Profit attributable to			
	a) Owners		1,164.18	800.39
	b) Non-controlling Interest		1,245.07	981.99
XVI	Other Comprehensive Income			
	a) Items that will not be reclassified to profit or loss			
	Remeasurements of post employment benefit obligations		0.76	(42.62)
	Change in fair value of equity instruments		19.73	1.00
	Share of other comprehensive income of an associate		-	0.01
	Income tax relating to the above		(1.52)	5.55
	b) Items that will be reclassified to profit or loss			
	Fair value changes on cash flow hedges		(3.29)	(27.02)
	Foreign currency translation adjustments		33.55	2.85
	Income tax relating to these items		(0.18)	6.13
	Total Other Comprehensive Income		49.05	(54.10)
XVII	Other Comprehensive income / (Loss) attributable to			
	a) Owners		26.10	(21.37)
	b) Non- Controlling Interest		22.95	(32.73)
XVIII	Total Comprehensive income / (Loss) attributable to			
	a) Owners		1,190.28	779.02
	b) Non controlling interest		1,268.02	949.26
XIX	Earnings Per Share (EPS) (Face value of Rs. 5/- each)	35		
	For Continuing operations			
	(i) Basic (in Rs.)		560.63	383.27
	(ii) Diluted (in Rs.)		560.63	383.27
	For Discontinued operations			
	(i) Basic (in Rs.)		14.78	12.33
	(ii) Diluted (in Rs.)		14.78	12.33
	Total for continuing and discontinued operations			
	(i) Basic (in Rs.)		575.41	395.60
	(ii) Diluted (in Rs.)		575.41	395.60
Material Accounting Policies forming part of consolidated financial statements		1		
The accompanying notes are an integral part of these consolidated financial statements				

VENU SRINIVASAN
Chairman
DIN: 00051523

SUDARSHAN VENU
Managing Director
DIN: 03601690

As per our report annexed
For N.C.RAJAGOPAL & CO.
Chartered Accountants
Firm Regn. No. 003398S

K GOPALA DESIKAN
Director & Group Chief Financial Officer
DIN: 00067107

R RAJA PRAKASH
Company Secretary

ARJUN S
Partner
Membership No. 230448

Place : Chennai
Date : 28th April 2025

TVS Holdings Limited
(Formerly known as Sundaram-Clayton Limited)

Consolidated Financial Statements of TVS Holdings Limited

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED 31ST MARCH 2025

(Rupees in crores)

a. Equity Share Capital (Refer Note No 22)

As at 01-04-2023	10.12
Changes in equity share capital	-
As at 31-03-2024	10.12
Changes in equity share capital	-
As at 31-03-2025	10.12

b. Other equity (Refer Note No. 23)

Particulars	Reserves & Surplus					Other Reserves					Non Controlling Interest	Total
	General reserve	Capital reserve	Securities Premium	Statutory reserve	Retained earnings	Equity Instruments Fair Value through Other Comprehensive Income	Foreign currency translation reserve	Treasury shares	Share Based Payment Reserve	Hedging reserves		
Balance as at 31-03-2023	370.36	98.65	36.42	42.62	2,536.51	15.24	122.41	-	-	8.66	2,804.16	6,035.03
Add : Profit for the year 2023-24	-	-	-	-	800.39	-	-	-	-	-	981.99	1,782.38
Add: Other comprehensive income for the year 2023-24	-	-	-	-	(13.47)	1.00	1.43	-	-	(10.33)	(32.73)	(54.10)
Adjustment due to composite scheme of arrangement	-	-	-	-	(730.75)	(4.26)	-	-	-	(0.83)	-	(735.84)
Add : Transaction with non controlling interest	-	-	-	-	(242.74)	(13.69)	(0.27)	-	-	2.78	588.22	334.30
Add : Transferred from retained earnings to statutory reserve	-	-	-	113.73	(113.73)	-	-	-	-	-	-	-
Less : Distribution to shareholders :												
2023-24 Dividend declared	-	-	-	-	(190.18)	-	-	-	-	-	(190.00)	(380.18)
Balance as at 31-03-2024	370.36	98.65	36.42	156.35	2,046.03	(1.71)	123.57	-	-	0.28	4,151.64	6,981.59
Add : Profit for the year 2024-25	-	-	-	-	1,164.18	-	-	-	-	-	1,245.07	2,409.25
Add: Other comprehensive income for the year 2024-25	-	-	-	-	(23.84)	18.51	33.55	-	-	(2.12)	22.95	49.05
Adjustment due to business combination	-	727.55	-	-	219.04	-	-	-	-	-	310.43	1,257.02
Add : Transaction with non controlling interest	-	-	-	-	(39.20)	-	-	-	-	-	(24.76)	(63.96)
Add : Transferred from retained earnings to statutory reserve	-	-	-	223.88	(223.88)	-	-	-	-	-	-	-
Add: Recognition of share based payments to employees	-	-	-	-	-	-	-	-	0.27	-	-	0.27
Less: Reclassification entry	-	-	-	-	0.82	(0.82)	-	-	-	-	-	-
Less: Treasury shares held by ESOP Trust	-	-	-	-	-	-	-	(62.46)	-	-	-	(62.46)
Less : Distribution to shareholders :												
2024-25 Dividend declared	-	-	-	-	(188.16)	-	-	-	-	-	(236.31)	(424.47)
Balance as at 31-03-2025	370.36	826.20	36.42	380.23	2,954.99	15.98	157.12	(62.46)	0.27	(1.84)	5,469.02	10,146.29

Nature and Purpose of Other Reserves

General reserve: General reserve is part of retained earnings. This is available for distribution to shareholders as dividend .

Capital Reserve: Reserve arising out of business combination

Securities Premium : This consist of premium realised on issue of shares and will be applicable / utilised in accordance with the provisions of the Companies Act, 2013

Statutory Reserve has been created pursuant to section 45 - IC of the RBI Act,1934

Hedging Reserve - Refer Note No. 37(D)- It represents the effective portion of the fair value of forward/option contracts designated as cashflow hedge

Fair Value Through Other Comprehensive Income reserve- The Group has elected to recognise changes in the fair value of certain investments in equity securities in othe comprehensive income. These changes are accumulated within the FVTOCI reserve within equity.

The Treasury shares of the subsidiary company are held by the TVSM Employees Stock Option Trust (ESOP Trust) under the TVS Motor Company Employee Stock Option Plan implemented to its eligible employees. The equity shares of the subsidiary company have been acquired and held by ESOP Trust, to be transferred to employees upon the exercise of their stock options.

Share based payment reserve is created as required by Ind AS 102 'Share Based Payments' on the employee stock option scheme operated by the subsidiary company for its employees.

VENU SRINIVASAN

Chairman

DIN: 00051523

SUDARSHAN VENU

Managing Director

DIN: 03601690

As per our report annexed

For N.C.RAJAGOPAL & CO.

Chartered Accountants

Firm Regn. No. 003398S

ARJUN S

Partner

Membership No. 230448

K GOPALA DESIKAN

Director & Group Chief Financial Officer

DIN: 00067107

R RAJA PRAKASH

Company Secretary

Place : Chennai

Date : 28th April 2025

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TVS Holdings Limited
(Formerly known as Sundaram-Clayton Limited)

Consolidated Financial Statements of TVS Holdings Limited

CONSOLIDATED STATEMENT OF CASH FLOW FOR THE YEAR ENDED 31st MARCH 2025

(Rupees in crores)

	Year ended 31.03.2025	Year ended 31.03.2024
A. CASH FLOW FROM OPERATING ACTIVITIES		
Profit before tax		
Continuing Operation	3,593.63	2,751.12
Discontinued Operation	22.49	35.30
	<u>3,616.12</u>	<u>2,786.42</u>
Adjustments for:		
Depreciation and amortisation for the year	1,066.85	1,029.99
(Profit)/ Loss on sale of property, plant and equipment	(14.81)	(5.21)
Dividend income	-	(0.65)
Interest income	(27.16)	(22.10)
Unrealised exchange Loss / (gain)	9.95	8.06
Net gain on Sale / Fair Valuation of Investments	(125.34)	(65.89)
Gain on lease preclosure	(0.07)	-
Share of losses from associates accounted using Equity Method	73.68	43.62
Share based payment expense	33.08	-
Interest expense (excluding relatable to financing activity)	229.93	290.50
	<u>1,246.11</u>	<u>1,278.32</u>
Operating profit before working capital changes	4,862.23	4,064.74
Adjustments for:		
Inventories	1,618.83	(1,703.33)
Trade Receivables	200.44	(390.76)
Other financial assets	(325.23)	47.23
Other bank balances	3.00	(319.87)
Other non-financial assets	(220.27)	84.01
Loans (Receivable from financing activity)	(828.66)	(4,925.23)
Provisions	92.35	77.87
Trade Payables	775.16	1,236.13
Other Financial liabilities	164.67	408.62
Other non-financial liabilities	(1,530.71)	1,731.14
	<u>(50.42)</u>	<u>(3,754.19)</u>
Cash generated from operations	4,811.81	310.55
Direct taxes paid	(1,276.90)	(1,177.14)
Net cash from / (used in) operating activities	<u>3,534.91</u>	<u>(866.59)</u>
B. CASH FLOW FROM INVESTING ACTIVITIES		
Additions to property, plant and equipment (including Capital work in progress)	(2,482.59)	(1,119.75)
Sale of fixed assets	30.01	645.04
Purchase of investments	(1,160.62)	(581.12)
Sale of investments	108.41	65.89
Closure of Term deposits	-	2,019.87
Effect of business combination	255.22	(92.17)
(Purchase) / Sale of investment property	(3.68)	-
Interest received	25.93	22.10
Dividend received	-	0.65
Net cash from / (used in) investing activities	<u>(3,227.32)</u>	<u>960.51</u>

TVS Holdings Limited
(Formerly known as Sundaram-Clayton Limited)

Consolidated Financial Statements of TVS Holdings Limited

CONSOLIDATED STATEMENT OF CASH FLOW FOR THE YEAR ENDED 31st MARCH 2025 - (continued)

(Rupees in crores)

	Year ended 31.03.2025	Year ended 31.03.2024
C CASH FLOW FROM FINANCING ACTIVITIES		
Proceeds from borrowings	2,331.94	1,149.22
Interest paid	(406.54)	(290.50)
Effect of changes in non controlling interest	42.74	572.17
Purchase of Treasury shares by ESOP trust of a subsidiary	(95.27)	-
Dividend and Dividend tax paid	(424.47)	(380.77)
Repayment of Lease Liabilities	(239.69)	(202.65)
Net cash from / (used in) financing activities	1,208.71	847.47
D PURSUANT TO BUSINESS COMBINATION	369.85	-
E NET INCREASE/(DECREASE) IN CASH AND CASH EQUIVALENTS (A+B+C+D)	1,886.15	941.39
Cash and cash equivalents at the beginning of the year		
Cash and Bank balances	2,820.88	1,879.49
Cash credit balance	-	-
	2,820.88	1,879.49
Cash and cash equivalents at the end of the year		
Cash and Bank balances	4,707.03	2,820.88
Cash credit balance	-	-
	4,707.03	2,820.88

The above statement of consolidated cash flow is prepared using indirect method

VENU SRINIVASAN
Chairman
DIN: 00051523

SUDARSHAN VENU
Managing Director
DIN: 03601690

As per our report annexed
For N.C.RAJAGOPAL & CO.
Chartered Accountants
Firm Regn. No. 003398S

K GOPALA DESIKAN
Director & Group Chief Financial Officer
DIN: 00067107

R RAJA PRAKASH
Company Secretary

ARJUN S
Partner
Membership No. 230448

Place : Chennai
Date : 28th April 2025

TVS Holdings Limited
(Formerly known as Sundaram-Clayton Limited)

Consolidated Financial Statements of TVS Holdings Limited

1. MATERIAL ACCOUNTING POLICIES

The accounting policies mentioned herein are relating to the Consolidated financial statements of TVS Holdings Limited and its subsidiaries and associates.

a) Brief description of the Company

TVS Holdings Limited ('the Company') is a public limited company incorporated in India whose shares are publicly traded. The registered office is located at "Chaitanya", 12, Khader Nawaz Khan Road, Nungambakkam Chennai - 600006, Tamil Nadu, India. The Company together with its subsidiaries and associates (collectively referred to as the "Group"). The Company received a Certificate of Registration (No. N-07-00904) dated 14th March, 2024 from the Reserve Bank of India (RBI) and commenced Non-Banking Financial activity thereon. The Company is a Non-Deposit taking Core Investment Company, as defined under Section 45-IA of the Reserve Bank of India (RBI) Act, 1934 which operates in a range of activities such as investments in group companies and any other permissible investments as per RBI guidelines and giving loans to group companies.

b) Basis of preparation

The financial statements comply in all material aspects with Indian Accounting Standards (Ind AS) notified under Section 133 of the Companies Act, 2013 (the Act) read with Companies (Indian Accounting Standards) Rules, 2015 and other relevant provisions of the Act.

The Company's financial statements have been prepared on a going concern basis.

The financial statements have been prepared in accordance with Division III of Schedule III of Companies Act, 2013 notified by MCA on 11th October, 2018. Further, the Company follows application guidance, clarifications, circulars, and directions issued by the Reserve Bank of India (RBI) for Non-Banking Financial Companies (NBFC) or other regulators, as and when they are issued and applicable. These financial statements for the year ended 31st March, 2025 have been approved and authorised for issue by the Board of Directors at its meeting held on 28th April, 2025.

The financial statement has been prepared on the historical cost convention under accrual basis of accounting except for certain assets and liabilities (as per the accounting policy below), which have been measured at fair value.

Principles of consolidation

Business Combination:

Acquisitions of subsidiaries and businesses are accounted for using the acquisition method. Acquisition related costs are recognised in profit or loss as incurred. The acquiree's identifiable assets, liabilities and contingent liabilities that meet the conditions for recognition are recognised at their fair value at the acquisition date, except certain assets and liabilities that are required to be measured as per the applicable standard.

Purchase consideration in excess of the Company's interest in the acquiree's net fair value of identifiable assets, liabilities and contingent liabilities is recognized as goodwill. Excess of the Company's interest in the net fair value of the acquiree's identifiable assets, liabilities and contingent liabilities over the purchase consideration is recognised, after reassessment of fair value of net assets acquired, in the Capital Reserve.

Subsidiaries

Subsidiaries are all entities over which the Group has control. The Group controls an entity when the Group is exposed to, or has rights to, variable returns from its involvement with the entity and has the ability to affect those returns through its power to direct the relevant activities of the entity. Subsidiaries are fully consolidated from the date on which control is transferred to the Group. They are deconsolidated from the date that control ceases.

The Group combines the financial statements of the parent and its subsidiaries line by line adding together, items of assets, liabilities, equity, income and expenses. Intercompany transactions, balances and unrealised gains on transactions between group companies are eliminated. Unrealised losses are also eliminated unless the transaction provides evidence of an impairment of the transferred asset. Accounting policies of subsidiaries have been changed where necessary to ensure consistency with the policies adopted by the Group.

Non-controlling interests (if any) in the results and equity of subsidiaries are shown separately in the consolidated statement of profit and loss, consolidated statement of changes in equity and balance sheet, respectively.

Associates

Associates are all entities over which the Group has significant influence but not control or joint control. (This is generally the case where the Group holds between 20% and 50% of the voting rights). Investments in associates are accounted for using the equity method of accounting after initially being recognised at cost.

TVS Holdings Limited
(Formerly known as Sundaram-Clayton Limited)

Consolidated Financial Statements of TVS Holdings Limited

MATERIAL ACCOUNTING POLICIES - (continued)

Under the equity method of accounting, the investments are initially recognised at cost and adjusted thereafter to recognise the Group's share of the post-acquisition profits or losses of the investee in profit and loss and the Group's share of other comprehensive income of the investee in other comprehensive income. Dividends received or receivable from associates are recognised as a reduction in the carrying amount of the investment.

When the Group's share of losses in an equity-accounted investment equals or exceeds its interest in the entity, including any other unsecured long-term receivables, the Group does not recognise further losses, unless it has incurred obligations or made payments on behalf of the other entity.

Unrealised gains on transactions between the Group and its associates are eliminated to the extent of the Group's interest in these entities. Unrealised losses are also eliminated unless the transaction provides evidence of an impairment of the asset transferred. Accounting policies of equity accounted investees have been changed where necessary to ensure consistency with the policies adopted by the group.

The carrying amount of investments accounted under equity method are tested for impairment in accordance with the policy described in note 1(m) below.

c) Use of estimates

The preparation of financial statements requires management to make certain estimates and assumptions that affect the amounts reported in the financial statements and notes thereto. The management believes that these estimates and assumptions are reasonable and prudent. However, actual results could differ from these estimates. Any revision to accounting estimates is recognised prospectively in the current and future period. The estimates and underlying assumptions are reviewed on an ongoing basis.

This note provides an overview of the areas that involved a higher degree of judgment or complexity. It also provides an overview of items which are more likely to be materially adjusted due to estimates and assumptions turning out to be different than those originally assessed. Detailed information about each of these estimates and judgments is included in the relevant notes together with the information about the basis of calculation for each affected line item in the financial statements.

d) Significant estimates and judgments

The areas involving significant estimates or judgments are:

- i) Estimation of fair value of unlisted securities - (Refer Note 36)
- ii) Estimation of defined benefit obligation - (Refer Note 41)
- iii) Estimation of useful life of Property, Plant and Equipment - (Refer Note 1(i) and 1(k))
- iv) Estimation of impairment of goodwill - (Refer Note 47)
- v) Estimation of Expected Credit Loss on Loans from financing receivable from financing activity & Trade receivables (Refer Note 37A & 38)
- vi) Estimation of product warranty (Refer Note 19)
- vii) Estimation and evaluation of provisions and contingencies relating to tax litigations (Refer Note 40)

e) Cost Recognition

Costs and expenses are recognised when incurred and are classified according to their nature. Expenditure are capitalized where appropriate, in accordance with the policy for internally generated intangible assets and represents employee costs, stores and other manufacturing supplies, and other expenses incurred for construction and product development undertaken by the Group.

f) Revenue recognition

Revenue towards satisfaction of a performance obligation is measured at the amount of transaction price (net of variable consideration) allocated to that performance obligation. The transaction price of goods sold and services rendered is net of variable consideration on account of various discounts and schemes offered by the Group as part of the contract.

i) Sale of automotive vehicles, parts and automotive components:

Revenue is recognised when the performance obligations are satisfied and the control of the goods is transferred, being when the goods are delivered as per the relevant terms of the contract at which point in time, the Group has a right to payment for the goods,

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Consolidated Financial Statements of TVS Holdings Limited

MATERIAL ACCOUNTING POLICIES - (continued)

customer has possession and legal title to the goods, customer bears significant risk and rewards of ownership and the customer has accepted the goods or the Group has objective evidence that all criteria for acceptance have been satisfied.

Payment for the sale is made as per the credit terms in the agreements with the customers. The credit period is generally short term, thus there is no significant financing component. The Group's contracts with customers does not provide for any right to returns, refunds or similar obligations. The Group's obligation to repair or replace faulty products under standard warranty terms is recognised as a provision (Refer Note 19).

ii) Sale of Services:

Revenue from Services is recognised in the accounting period in which the performance obligation is fulfilled.

The Company earns revenue from services rendered to group companies, including strategic, operational, administrative, and other support functions, as well as from granting rights to use intellectual property.

Where services are rendered or rights are provided continuously over a period, and the customer simultaneously receives and consumes the benefits, revenue is recognized over time, typically on a straight-line basis, when this best reflects the pattern of performance.

In cases where the consideration is variable and linked to the customer's turnover or usage, revenue is recognized only when the underlying sales or usage occurs, in line with the guidance on variable consideration under Ind AS 115.

iii) Revenue from Financing:

- Interest income for loans (other than Purchase of Originally Credit Impaired (POCI) is recognised using the Effective Interest Rate (EIR) method.
- For financial assets that are not "POCI" but have subsequently become credit-impaired (or 'stage-3'), for which interest revenue is calculated by applying the effective interest rate to their amortised cost (i.e. net of the expected credit loss provision).
- Income in the nature of overdue interest and bounce charges are recognized on realization, due to uncertainty of collection.

iv) Warranty Obligations:

The Group provides warranties for products sold as per terms of the contract with ultimate customers. These warranties are considered as assurance type warranties and are accounted for under Ind AS 37- Provisions, Contingent Liabilities and Contingent Assets.

v) Revenue from Realty:

The Company recognises revenue from contracts with customers based on five-step model as set out in Ind-AS 115, Revenue from Contracts with Customers to determine when to recognise revenue and at what amount. Revenue is measured based on the consideration specified in the contract with a customer. Revenue from contracts with customers is recognised when services are provided and it is highly probable that a significant reversal of revenue is not expected to occur.

vi) Significant judgements:

There are no significant judgements made by the Group in determining the timing of satisfaction of performance obligation. It is determined as per the terms of the contract. In case of multiple performance obligations, the Group uses the adjusted market assessment approach to allocate the transaction price between multiple performance obligations. If a discount is granted, the same is adjusted against the transaction price of the contract.

g) Dividend:

Any dividend declared by the Company is based on the profits available for distribution as reported in the statutory Standalone financial statements. Indian law permits the declaration and payment of dividend out of profits for the year or previous financial year(s) as stated in the statutory Standalone financial statements after providing for depreciation as per the Companies Act, 2013.

However, in the absence or inadequacy of the said profits, it may declare dividend out of free reserves, subject to certain conditions as prescribed under the Companies (Declaration and Payment of Dividend) Rules, 2014.

TVS Holdings Limited
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Consolidated Financial Statements of TVS Holdings Limited

MATERIAL ACCOUNTING POLICIES - (continued)

h) Property, Plant and Equipment

Property, plant and equipment (including land, building, furniture, fixtures, vehicles, etc.) are held for use in the production or supply of goods or services, or for administrative purposes. Freehold Land is stated at historical cost. All other items of Property, Plant and Equipment are stated at cost of acquisition/construction less accumulated depreciation / amortization and impairment, if any. Cost includes:

- i) purchase price,
- ii) taxes and duties,
- iii) labour cost, and
- iv) Directly attributable overheads incurred up to the date the asset is ready for its intended use.
- v) Government grants that are directly attributable to the assets acquired.

However, cost excludes GST, to the extent credit of the duty or tax is availed of.

Subsequent costs are included in the asset's carrying amount or recognized as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Group and the cost of the item can be measured reliably. The carrying amount of any component accounted for as separate asset is derecognized when replaced. All other repairs and maintenance are charged to the Statement of Profit and Loss during the reporting period in which they are incurred.

Government grants relating to the purchase of property, plant and equipment are capitalized and included as cost to the assets.

An item of property, plant and equipment is derecognized upon disposal or when no future economic benefits are expected to arise from the continued use of the asset. Gains or losses on disposals are determined by comparing proceeds with the carrying amount. These are included in the Statement of Profit and Loss within Other gains / (losses).

i) Depreciation

- i) Depreciation on Property, Plant and Equipment is charged over the estimated useful life of the asset or part of the asset (after considering double/triple shifts) as evaluated by a Chartered Engineer, on straight line method and in accordance with Ind AS 16, taking into consideration both usage, useful life and legal limitations on the use of assets, on straight line method, in accordance with Part A of Schedule II to the Companies Act, 2013. Depreciation is adjusted for the proportionate usage with reference to the asset's expected capacity or physical output during the reporting period
- ii) The estimated useful life of the tangible fixed assets as assessed by the Chartered Engineer and followed by the Group is furnished below:

Description	Years
Factory building and other buildings	5 to 64
Plant and Equipment	4 to 29
Electrical Equipment	3 to 24
Furniture and Fixtures	4 to 10
Computers	3 to 4
Mobile phones	1 to 2
Vehicles	1 to 8

- iii) Tools and dies used for two wheelers are depreciated based on quantity of components manufactured and the life of tools and dies, subject to a maximum of 5 years. Tools and dies used for three wheeler operations are depreciated over a period of 9 years.
- iv) The residual value for all the above assets are retained at 5% of the cost except for Mobile phones for which nil residual value is considered. Residual values and useful lives are reviewed, and adjusted, if appropriate, for each reporting period.
- v) On tangible fixed assets added / disposed off during the year, depreciation is charged on pro-rata basis for the period for which the asset was purchased and used.
- vi) Depreciation in respect of tangible assets costing individually less than ₹ 10,000/- is provided at 100%.

TVS Holdings Limited
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Consolidated Financial Statements of TVS Holdings Limited

MATERIAL ACCOUNTING POLICIES - (continued)

j) Investment properties

Property that is held for long term rental yields or for capital appreciation or both, and that is not occupied by the Group is classified as investment property. Investment Property is measured initially at its cost and including related transaction cost where applicable, borrowing cost. Subsequent expenditure is capitalized to the assets carrying amount only when it is probable that future economic benefits associated with the expenditure will flow to the Group and the cost of the item is measured reliably.

k) Intangible assets

Goodwill

Goodwill on acquisition of business is included in intangible assets. Goodwill is not amortized but is tested for impairment annually, or more frequently if events or changes in circumstances indicate that it might be impaired, and is carried at cost less accumulated impairment losses.

Goodwill is allocated to the cash generating units for the purpose of impairment testing. The allocation is made to those cash generating units or group of cash generating units that are expected to benefit from the business combination in which the goodwill arose. The units or group of units are identified at the lowest level at which goodwill is monitored for internal management purposes, which in our case are the cash generating units.

Other intangible assets

Intangible assets acquired separately:

Intangible assets with finite useful lives that are acquired separately and the estimated useful life is more than one year, is capitalised and carried at cost less accumulated amortisation and accumulated impairment losses.

Internally-generated intangible assets - research and development expenditure:

Expenditure on research activities is recognised as an expense in the period in which it is incurred. An internally generated intangible asset arising from development phase of internal project is recognised, if and only if, the conditions under the Ind AS 38 - Intangible Assets, are fulfilled. If the conditions are not fulfilled the same is recognised in profit and loss in the period in which it is incurred.

The intangible assets are amortised on straight line basis over its useful life, viz., 2 years in the case of software, 8 years in case of acquired brands and trade marks and 6 to 10 years in the case of Design, Development and Technical knowhow.

l) Loans (receivable from financing activity)

The Loans (receivable from financing activity) are stated at the contract value plus transaction costs less origination income that are directly attributable to the acquisition of the loan. Interest income is recognised using the Effective Interest Rate (EIR) method. Loans are stated at carrying value less impairment loss.

m) Impairment

At each balance sheet date, the Group assesses whether there is any indication that any property, plant and equipment and intangible assets may be impaired. If any such impairment exists the recoverable amount of an asset is estimated to determine the extent of impairment, if any. Where it is not possible to estimate the recoverable amount of an individual asset, assets are grouped at the lowest levels for which there are separately identifiable cash inflows which are largely independent of the cash inflows from other assets or groups of assets (cash-generating units).

The group estimates the recoverable amount of the cash-generating unit (CGU's) to which the asset belongs/or the individual and property, plant and equipment and intangible assets.

When necessary, the entire carrying amount of the Equity accounted investments is tested for impairment as a single asset by comparing its recoverable amount with its carrying amount.

An impairment loss is recognized for the amount by which the asset's carrying amount exceeds its recoverable amount. The recoverable amount is the higher of an asset's/CGU's fair value less costs of disposal and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset (or cash generating unit) for which the estimates of future cash flows have not been adjusted.

TVS Holdings Limited
(Formerly known as Sundaram-Clayton Limited)

Consolidated Financial Statements of TVS Holdings Limited

MATERIAL ACCOUNTING POLICIES - (continued)

Non-financial assets other than goodwill that suffered impairment are reviewed for possible reversal of the impairment at the end of each reporting period.

n) Foreign currency translation

(i) Functional and presentation currency

Items included in the financial statements are measured using the currency of the primary economic environment in which the entity operates ('the functional currency'). i.e. in Indian rupees (INR) and all values are rounded off to nearest crores except where otherwise indicated.

(ii) Transactions and balances

Transactions in foreign currencies are recorded at the exchange rates prevailing on the date of transaction.

- (a) Foreign currency monetary assets and liabilities such as cash, receivables, payables, etc., are translated at year end exchange rates.
- (b) Non-monetary items denominated in foreign currency such as investments, fixed assets, etc., are valued at the exchange rate prevailing on the date of transaction.
- (c) Exchange differences arising on settlement of transactions and translation of monetary items are recognised as income or expense in the year in which they arise.

(iii) Group companies

The results and financial position of foreign operations (none of which has the currency of a hyperinflationary economy) that have a functional currency different from the presentation currency are translated into the presentation currency as follows:

- (a) assets and liabilities are translated at the closing rate at the date of that balance sheet
- (b) income and expenses are translated at average exchange rates (unless this is not a reasonable approximation of the cumulative effect of the rates prevailing on the transaction dates, in which case income and expenses are translated at the dates of the transactions), and
- (c) all resulting exchange differences are recognised in other comprehensive income.

o) Hedge accounting

Derivatives are initially recognized at fair value on the date a derivative contract is entered into and are subsequently remeasured to their fair value at the end of each reporting period. The accounting for subsequent changes in fair value depends on whether the derivative is designated as a hedging instrument, and if so, the nature of the item being hedged. The Group designates certain derivatives as either:

- hedges of the fair value of recognized assets or liabilities or a firm commitment (fair value hedges)
- hedges of a particular risk associated with the cash flows of recognized assets and liabilities and highly probable forecast transactions (cash flow hedges), or
- hedges of a net investment in a foreign operation (net investment hedges).

The Group documents at the inception of the hedging transaction the relationship between hedging instruments and hedged items, as well as its risk management objective and strategy for undertaking various hedge transactions. The Group also documents its assessment, both at hedge inception and on an ongoing basis, of whether the derivatives that are used in hedging transactions have been and will continue to be highly effective in offsetting changes in fair values or cash flows of hedged items.

The fair values of various derivative financial instruments used for hedging purposes are disclosed in Note 37. The full fair value of a hedging derivative is classified as a non-current asset or liability when the remaining maturity of the hedged item is more than 12 months; it is classified as a current asset or liability when the remaining maturity of the hedged item is less than 12 months.

The effective portion of changes in the fair value of derivatives that are designated and qualify as cash flow hedges is recognized in the other comprehensive income in cash flow hedging reserve within equity, limited to the cumulative change in fair value of the hedged item on a present value basis from the inception of the hedge. The gain or loss relating to the ineffective portion is recognized immediately in the Statement of Profit and Loss, within other gains / (losses).

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Consolidated Financial Statements of TVS Holdings Limited

MATERIAL ACCOUNTING POLICIES - (continued)

When forward contracts are used to hedge forecast transactions, the Group generally designates only the change in fair value of the forward contract related to the spot component as the hedging instrument. Gains or losses relating to the effective portion of the change in the spot component of the forward contracts are recognized in other comprehensive income in cash flow hedging reserve within equity. In some cases, the entity may designate the full change in fair value of the forward contract (including forward points) as the hedging instrument. In such cases, the gains and losses relating to the effective portion of the change in fair value of the entire forward contract are recognized in the cash flow hedging reserve within equity.

Amounts accumulated in equity are reclassified to profit or loss in the periods when the hedged item affects the Statement of Profit and Loss (for example, when the forecast sale that is hedged takes place).

When a hedging instrument expires, or is sold or terminated, or when a hedge no longer meets the criteria for hedge accounting, any cumulative deferred gain or loss and deferred costs of hedging in equity at that time remains in equity until the forecast transaction occurs. When the forecast transaction is no longer expected to occur, the cumulative gain or loss and deferred costs of hedging that were reported in equity are immediately reclassified to the Statement of Profit and Loss within other gains / (losses).

p) Inventories

Inventories are valued at the lower of cost and net realizable value.

- i. Cost of raw materials, components, stores, spares, work-in-process and finished goods are determined on a moving average basis.
- ii. Cost of finished goods and work-in-process comprises of direct materials, direct labour and an applicable proportion of variable and fixed overhead expenditure, fixed overhead expenditure absorbed on the basis of normal operating capacity.
- iii. Costs are assigned to individual items of inventory on the basis of weighted average costs. Costs of purchased inventory are determined after deducting rebates and discounts. Net realizable value is the estimated selling price in the ordinary course of business less the estimated costs of completion and the estimated costs necessary to make the sale.
- iv. Materials and supplies held for use in production of inventories are not written down if the finished products in which they will be used are expected to be sold at or above cost. Slow and non-moving material, obsolescence, defective inventories are duly provided for.

Land held for development/sale by the real estate subsidiary is valued at the lower of cost and net realizable value. Cost includes cost of acquisition and all related costs.

q) Employee benefits

i) Short term obligations:

Short term obligations are those that are expected to be settled fully within 12 months after the end of the reporting period. They are recognized upto the end of the reporting period at the amounts expected to be paid at the time of settlement.

ii) Other long term employee benefit obligations:

The liabilities for earned leave are not expected to be settled wholly within 12 months after the end of the period in which the employees render the related service. They are, therefore, recognized and provided for at the present value of the expected future payments to be made in respect of services provided by employee upto the end of reporting period using the projected unit credit method. The benefits are discounted using the market yields at the end of the reporting period that have terms approximating to the terms of the related obligation. Remeasurements as a result of experience adjustments and changes in actuarial assumptions are recognized in Other Comprehensive Income.

The obligations are presented as current liabilities in the balance sheet if the entity does not have an unconditional right to defer settlement for atleast twelve months after the reporting period, regardless of when the actual settlement is expected to occur.

iii) Post-employment obligation:

The Group operates the following post-employment schemes:

- a) Defined benefit plans such as gratuity for its eligible employees, pension plan for eligible senior managers; and
- b) Defined contribution plan such as provident fund.

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MATERIAL ACCOUNTING POLICIES - (continued)

a) Pension and gratuity obligation:

The liability or asset recognized in the balance sheet in respect of defined benefit pension and gratuity plan is the present value of the defined benefit obligation at the end of the reporting period less the fair value of plan assets. The defined benefit obligation is calculated annually by actuaries using the projected unit credit method.

The present value of the defined benefit obligation denominated in INR is determined by discounting the estimated future cash outflows by reference to market yields at the end of the reporting period on the government bonds that have terms approximating to the terms of the related obligation.

The net interest cost is calculated by applying the discount rate to the net balance of the defined benefit obligation and the fair value of plan assets. This cost is included in employee benefit expense in the Statement of Profit and Loss.

Remeasurement gains and losses arising from experience adjustments and changes in actuarial assumptions are recognized in the period in which they occur, directly in other comprehensive income (net of deferred tax). They are included in retained earnings in the statement of changes in equity and in the balance sheet.

Changes in the present value of the defined benefit obligation resulting from plan amendments or curtailments are recognized immediately in the Statement of Profit and Loss as past service cost.

b) Provident fund:

The eligible employees of the Group are entitled to receive benefits in respect of provident fund, a defined contribution plan, in which both employees and the Group make monthly contributions at a specified percentage of the covered employees' salary. The provident fund contributions are made to an irrevocable trust set up by the Group. The Group is generally liable for annual contributions and any shortfall in the fund assets based on the Government specified minimum rates of return and recognizes such contributions and shortfall, if any, as an expense in the year in which it is incurred.

iv) Bonus plans:

The Group recognizes a liability and an expense for bonus. The Group recognizes a provision where contractually obliged or where there is a past practice that has created a constructive obligation.

r) Taxes on income

Tax expense comprises of (i) current tax and (ii) deferred tax.

The income tax expense or credit for the period is the tax payable on the current period's taxable income based on the applicable income tax rate adjusted by changes in deferred tax assets and liabilities attributable to temporary differences and to unused tax losses.

The current income tax charge is calculated on the basis of the tax laws enacted or substantively enacted at the end of the reporting period. Management periodically evaluates positions taken in tax returns with respect to situations in which applicable tax regulation is subject to interpretation. It establishes provisions, where appropriate, on the basis of amounts expected to be paid to the tax authorities.

Deferred income tax is provided in full, using the liability method, on temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the financial statements. However, deferred tax liabilities are not recognized if they arise from the initial recognition of goodwill. Deferred income tax is also not accounted for if it arises from initial recognition of an asset or liability in a transaction other than a business combination that at the time of the transaction affects neither accounting profit nor taxable profit or loss. Deferred income tax is determined using tax rates (and laws) that have been enacted or substantively enacted by the end of the reporting period and are expected to apply when the related deferred income tax asset is realized or the deferred income tax liability is settled.

Deferred tax assets are recognized only if it is probable that future taxable amounts will be available to utilize those temporary differences and losses.

Deferred tax assets and liabilities are offset when there is a legally enforceable right to offset current tax assets and liabilities and when the deferred tax balances relate to the same taxation authority. Current tax assets and tax liabilities are offset where the entity has a legally enforceable right to offset and intends either to settle on a net basis, or to realize the asset and settle the liability simultaneously.

Current and deferred tax is recognized in profit or loss, except to the extent that it relates to items recognized in other comprehensive income or directly in equity. In this case, the tax is also recognized in other comprehensive income or directly in equity, respectively.

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Consolidated Financial Statements of TVS Holdings Limited

MATERIAL ACCOUNTING POLICIES - (continued)

Where the Group is entitled to claim special tax deductions for investments in qualifying assets or in relation to qualifying expenditure (the Research and Development or other investment allowances), the Group accounts for such allowances as tax credits, which means that the allowance reduce income tax payable and current tax expense. A deferred tax asset is recognized for unclaimed tax credits that are carried forward as deferred tax assets.

s) Government Grants

Grants from the government are recognized at their fair value where there is a reasonable assurance that the grant will be received and the Group will comply with all attached conditions.

Government grants receivable as compensation for expenses or financial support are recognized in profit or loss of the period in which it becomes available.

Government grants relating to the purchase of property, plant and equipment are included in non-current liabilities as deferred income and are credited to profit or loss on a straight-line basis over the expected lives of the related assets and presented within other income.

In case of waiver of duty under EPCG licence, such grant is considered as revenue grant and recognized in "Profit and Loss account" on completion of export obligation as approved by Regulatory Authorities.

t) Provisions and contingent liabilities

i) Provision:

A provision is recorded when the Group has a present legal or constructive obligation as a result of past events and it is probable that an outflow of resources will be required to settle the obligation and the amount can be reasonably estimated. The estimated liability for product warranties is accounted based on technical evaluation, when the products are sold.

Provisions are evaluated at the present value of management's best estimate of the expenditure required to settle the present obligation at the end of the reporting period. The discount rate used to determine the present value is a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the liability. The increase in the provision due to the passage of time is recognized as interest expenses.

ii) Contingent liabilities:

Wherever there is a possible obligation that arises from past events and whose existence will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the entity or a present obligation that arises from past events but is not recognized because (a) it is not probable that an outflow of resources embodying economic benefits will be required to settle the obligation; or (b) the amount of the obligation cannot be measured with sufficient reliability are considered as contingent liability. Show cause notices are not considered as Contingent Liabilities unless converted into demand.

iii) Provision is made for estimated warranty claims in respect of vehicles sold which are still under warranty at the end of the reporting period. These claims are expected to be settled from the next financial year. Management estimates the provision based on historical warranty claim information; and any recent trends that may suggest future claims could differ from historic and the dues which are payable within 12 Months is classified as current and others are non-current.

u) Segment reporting

Operating segments are reported in a manner consistent with the internal reporting provided to the chief operating decision maker.

The group has identified the following business segments as reportable segments, (on the basis of products and production process) viz., (1) Automotive vehicles and parts, (2) Financial Services and (3) Others.

v) Leases

Leases are recognized as a right-of-use asset and a corresponding liability at the date at which the leased asset is available for use by the Company. Contracts may contain both lease and non-lease components. The Company allocates the consideration in the contract to the lease and non-lease components based on their relative standalone prices. However, for leases of real estate for which the

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MATERIAL ACCOUNTING POLICIES - (continued)

Company is a lessee, it has elected not to separate lease and non-lease components and instead accounts for these as a single lease component.

Assets and liabilities arising from a lease are initially measured on a present value basis. Lease liabilities include the net present value of the following lease payments:

- fixed payments (including in-substance fixed payments), less any lease incentives receivable
- variable lease payment that are based on an index or a rate, initially measured using the index or rate as at the commencement date
- amounts expected to be payable by the Company under residual value guarantees
- the exercise price of a purchase option if the Company is reasonably certain to exercise that option, and
- payments of penalties for terminating the lease, if the lease term reflects the Company exercising that option

Lease payments to be made under reasonably certain extension options are also included in the measurement of the liability. The lease payments are discounted using the interest rate implicit in the lease. If that rate cannot be readily determined, which is generally the case for leases in the Company, the lessee's incremental borrowing rate is used, being the rate that the individual lessee would have to pay to borrow the funds necessary to obtain an asset of similar value to the right-of-use asset in a similar economic environment with similar terms, security and conditions.

To determine the incremental borrowing rate, the Company:

- where possible, uses recent third-party financing received by the individual lessee as a starting point, adjusted to reflect changes in financing conditions since third party financing was received
- uses a build-up approach that starts with a risk-free interest rate adjusted for credit risk for leases held by the Company which does not have recent third party financing, and
- makes adjustments specific to the lease, e.g. term, country, currency and security.

The Group is exposed to potential future increases in variable lease payments based on an index or rate, which are not included in the lease liability until they take effect. When adjustments to lease payments based on an index or rate take effect, the lease liability is reassessed and adjusted against the right-of-use asset.

Lease payments are allocated between principal and finance cost. The finance cost is charged to profit and loss over the lease period so as to produce a constant periodic rate of interest on the remaining balance of the liability for each period. The carrying amount of lease liability is reduced by net lease payments (i.e., lease payments net off finance cost).

Variable lease payments that depend on sales are recognized in profit and loss in the period in which the condition that triggers those payments occurs.

Right-of-use assets are measured at cost comprising the following:

- the amount of the initial measurement of lease liability
- any lease payments made at or before the commencement date less any lease incentives received
- any initial direct costs, and
- Restoration costs.

Right-of-use assets are generally depreciated over the shorter of the asset's useful life and the lease term on a straight-line basis. If the Company is reasonably certain to exercise a purchase option, the right-of-use asset is depreciated over the underlying asset's useful life.

Payments associated with short-term leases of equipment and all leases of low-value assets are recognized on a straight-line basis as an expense in profit or loss. Short-term leases are leases with a lease term of 12 months or less. Low-value assets comprise IT equipment and small items of office furniture.

w) Cash and Cash equivalents

For the purpose of presentation in the statement of cash flows, cash and cash equivalents include cash on hand, deposits held at call with financial institutions, other short-term, highly liquid investments with original maturities of three months or less that are readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in value, and bank overdrafts. Bank overdrafts are shown within borrowings in current liabilities in the balance sheet.

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MATERIAL ACCOUNTING POLICIES - (continued)

x) Trade receivables

Trade receivables are measured at their transaction price on initial recognition, unless it contains a significant financing component or pricing adjustments embedded in the contract in which cases, it is recognised at fair value. Trade receivables are held with the objective of collecting the contractual cash flows and therefore are subsequently measured at amortised cost less allowance for expected credit loss.

y) Contract Liabilities

A contract liability is the obligation to transfer goods to a customer for which the Company has received consideration (or an amount of consideration is due) from the customer. If a customer pays consideration before the Company transfers goods or services to the customer, a contract liability is recognized when the consideration is received. Contract liabilities are recognized as revenue when the Company performs under the contract.

z) Investments and Other financial assets

i) Classification

The Group classifies its financial assets in the following categories:

- Those to be measured subsequently at fair value (either through other comprehensive income, or through statement of profit and loss), and
- Those measured at amortized cost.

The classification depends on the entity's business model for managing the financial assets and the contractual terms of the cash flow.

ii) Measurement

At initial recognition, the Group measures a financial asset at its fair value plus (in the case of a financial asset not a fair value through profit or loss) transaction costs that are directly attributable to the acquisition of the financial asset. Transaction costs of financial assets carried at fair value through profit or loss are expensed in the Statement of Profit and Loss.

A) Debt Instruments:

Subsequent measurement of debt instruments depends on the Group's business model for managing the asset and the cash flow characteristics of the asset. There are two measurement categories into which the Group classifies its debt instruments.

i) Amortised Cost:

Assets that are held for collection of contractual cash flows where those cash flows represent solely payments of principal and interest are measured at amortized cost. A gain or loss on debt instrument that is subsequently measured at amortized cost and is not part of a hedging relationship is recognized in the Statement of Profit and Loss when the asset is de-recognized or impaired. Interest income from these financial assets is included in finance income using the effective interest rate method.

ii) Fair Value through profit or loss:

Assets that do not meet the criteria for amortized cost or Fair Value through Other Comprehensive Income (FVTOCI) are measured at Fair Value Through Profit or Loss (FVTPL). A gain or loss on a debt instrument that is subsequently measured at fair value through profit or loss and is not part of a hedging relationship is recognized in profit or loss and presented in the statement of profit and loss within other gains / (losses) in the period in which it arises. Interest income from these financial assets is included in other income.

ii) Fair value through other comprehensive income:

Assets that are held for collection of contractual cash flows and for selling the financial assets, where the assets' cash flows represent solely payments of principal and interest, are measured at FVTOCI. Movements in the carrying amount are taken through OCI, except for the recognition of impairment gains or losses, interest income and foreign exchange gains and losses which are recognised in profit and loss.

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MATERIAL ACCOUNTING POLICIES - (continued)

B) Equity instruments:

The Group subsequently measures all investments in equity (except of the subsidiaries / associates) at fair value. Where the Group's management has elected to present fair value gains and losses on equity investments in other comprehensive income, there will be no subsequent reclassification of fair value gains and losses to profit or loss. Dividends from such investments are recognized in the Statement of Profit and Loss as other income when the Group's right to receive payments is established.

Impairment losses (and reversal of impairment losses) on equity investments measured at FVOCI are not reported separately. Where the Group elects to measure fair value through profit and loss, changes in the fair value of such financial assets are recognized in the statement of profit and loss.

iii) Impairment of financial assets

The Group assesses on a forward looking basis the expected credit losses associated with its assets carried at amortized cost and FVTOCI debt instruments. The impairment methodology applied depends on whether there has been significant increase in credit risk. Note 37(A) and Note 38 details how the Group determines whether there has been a significant increase in credit risk.

For trade receivables, the Group applies the simplified approach permitted by Ind AS 109 Financial Instruments, which requires expected credit losses to be recognized from initial recognition of the receivables.

For loans given by financial enterprise the impairment methodology applied depends on whether there has been a significant increase in credit risk. Note 38 details how the Group determines whether there has been a significant increase in credit risk.

Loss allowances for financial assets measured at amortized cost are deducted from the gross carrying amount of the assets.

iv) Derecognition of financial assets

A financial asset is derecognised only when:

- a) the Group has transferred the rights to receive cash flows from the financial asset or
- b) The Group retains the contractual rights to receive the cash flows of the financial asset, but expects a contractual obligation to pay the cash flows to one or more recipients.

Where the entity has transferred an asset, the Group evaluates whether it has transferred substantially all risks and rewards of ownership of the financial asset. In such cases, the financial asset is derecognised. Where the entity has not transferred substantially all risks and rewards of ownership of the financial asset, the financial asset is not derecognised.

Where the entity has neither transferred a financial asset nor retains substantially all risks and rewards of ownership of the financial asset, the financial asset is derecognised, if the Group has not retained control of the financial asset. Where the Group retains control of the financial asset, the asset is continued to be recognized to the extent of continuing involvement in the financial asset.

v) Income recognition

Interest income:

Interest income from debt instruments is recognized using the effective interest rate method. The effective interest rate is the rate that exactly discounts estimated future cash receipts through the expected life of the financial asset to the gross carrying value of a financial asset. While calculating the effective interest rate, the Group estimates the expected cash flows by considering all the contractual terms of the financial instrument (for example, prepayment, extension, call and similar options), but does not consider the expected credit losses.

Dividend income:

Dividends are recognized in statement of profit and loss only when the right to receive payment is established, it is probable that the economic benefits associated with the dividend will flow to the Group, and the amount of dividend can be reliably measured.

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MATERIAL ACCOUNTING POLICIES - (continued)

aa) Financial Liabilities

Financial liabilities that are not held-for-trading and are not designated as at FVTPL are measured at amortised cost at the end of subsequent accounting periods. The carrying amounts of financial liabilities that are subsequently measured at amortised cost are determined based on the effective interest method. Interest expense that is not capitalised as part of costs of an asset is included under 'Finance costs'.

The effective interest method is a method of calculating the amortised cost of a financial liability and of allocating interest expense over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash payments (including all fees and points paid or received that form an integral part of the effective interest rate, transaction costs and other premiums or discounts) through the expected life of the financial liability.

All financial liabilities are subsequently measured at amortised cost using the effective interest method or at FVTPL. The Company derecognizes financial liabilities when, and only when, the Company's obligations are discharged, cancelled or have expired.

Borrowings are initially recognised at fair value, net of transaction cost incurred. Borrowings are subsequently measured at amortised cost. Any difference between the proceeds (net of transaction cost) and the redemption amount is recognised in the Statement of Profit and Loss over the period of the borrowings, using the effective interest method. Fees paid on the established loan facilities are recognised as transaction cost of the loan, to the extent that it is probable that some or all the facility will be drawn down.

Borrowings are removed from the balance sheet when the obligation specified in the contract is discharged, cancelled or expired. The difference between the carrying amount of a financial liability that has been extinguished or transferred to another party and the consideration paid, including any non-cash assets transferred or liabilities assumed, is recognised in the Statement of Profit and Loss as other gain/(loss).

ab) Borrowing Cost

General and specific borrowing costs that are directly attributable to the acquisition, construction or production of a qualifying asset are capitalised during the period of time that is required to complete and prepare the asset for its intended use or sale. Qualifying assets are assets that necessarily take a substantial period of time to get ready for their intended use or sale.

Investment income earned on the temporary investment of specific borrowings pending their expenditure on qualifying assets is deducted from the borrowing costs eligible for capitalisation. Other borrowing costs are expensed in the period in which they are incurred.

ac) Earnings Per Share (EPS)

Basic earnings per share is computed by dividing the profit after tax by the weighted average number of equity shares outstanding during the year/period.

Diluted earnings per share is computed by dividing the profit after tax as adjusted for dividend, interest and other charges to expense or income relating to the dilutive potential equity shares, by the weighted average number of equity shares considered for deriving basic earnings per share and the weighted average number of equity shares which could have been issued on the conversion of all dilutive potential equity shares.

ad) Treasury Shares

The Group has created an ESOP Trust (the 'Trust') for providing share-based payment to its employees. The Company uses the Trust as a vehicle for distributing shares to employees under the Employee Stock Option Scheme. The Trust purchases shares of the Subsidiary Company from the market for giving shares to employees. The Group treats Trust as its extension and shares held by the Trust are treated as treasury shares.

Own equity instruments that are re-acquired (treasury shares) are recognised at cost and deducted from other equity. As and when treasury shares are transferred to employees on exercise after satisfaction of the vesting conditions, the balance lying in "Treasury share reserve" is transferred to "Retained earnings".

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Consolidated Financial Statements of TVS Holdings Limited

Notes to Financial Statements

(Rupees in crores)

	As at 31.03.2025	As at 31.03.2024
2 CASH AND CASH EQUIVALENTS		
Balances with banks in current accounts	4,458.46	2,509.39
Balances with banks in Fixed deposits/Term deposits	245.63	304.24
Cheques on Hand	-	1.31
Cash on hand	2.94	5.94
Total	4,707.03	2,820.88
Cash and cash equivalents for the purpose of Consolidated cash flow statement	4,707.03	2,820.88
3 BANK BALANCE OTHER THAN CASH AND CASH EQUIVALENTS		
Earmarked balances with banks (for unpaid dividend)	360.85	321.25
Balance with banks (with more than 3 months and less than 12 months maturity)	6.58	27.91
Other Bank Deposits	60.65	-
Total	428.08	349.16
4 TRADE RECEIVABLES		
Secured, considered good	21.37	14.13
Unsecured, considered good	1,728.16	1,841.27
Doubtful	54.34	48.34
Total	1,803.87	1,903.74
Less: Allowance for doubtful receivables	54.34	48.34
Total	1,749.53	1,855.40

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Consolidated Financial Statements of TVS Holdings Limited

Notes to Financial Statements - (continued)

(Rupees in crores)

Ageing for trade receivables as on 31.03.2025

Particulars	Outstanding for following periods from due date of payment						Total
	Not due	Less than 6 months	6 months - 1 year	1 - 2 years	2 - 3 years	More than 3 years	
(i) Undisputed trade receivables - Considered good	90.35	1,141.27	179.70	307.08	5.53	16.31	1,740.24
(ii) Undisputed trade receivables - Which have significant increase in credit risk	-	-	-	-	-	-	-
(iii) Undisputed trade receivables - Credit impaired	0.14	3.62	-	-	-	-	3.76
(iv) Disputed trade receivables - Considered good	-	-	-	-	-	-	-
(v) Disputed trade receivables - Which have significant increase in credit risk	2.41	6.55	2.42	6.72	1.66	23.94	43.70
(vi) Disputed trade receivables - Credit impaired	-	-	-	-	-	1.29	1.29
(vii) Unbilled	14.88	-	-	-	-	-	14.88
Total	107.78	1,151.44	182.12	313.80	7.19	41.54	1,803.87

Ageing for trade receivables as on 31.03.2024

Particulars	Outstanding for following periods from due date of payment						Total
	Not due	Less than 6 months	6 months - 1 year	1 - 2 years	2 - 3 years	More than 3 years	
(i) Undisputed trade receivables - Considered good	128.62	1,233.91	428.40	44.64	4.87	11.71	1,852.15
(ii) Undisputed trade receivables - Which have significant increase in credit risk	-	3.25	-	-	-	-	3.25
(iii) Undisputed trade receivables - Credit impaired	-	-	-	-	-	-	-
(iv) Disputed trade receivables - Considered good	-	-	-	-	-	-	-
(v) Disputed trade receivables - Which have significant increase in credit risk	-	-	20.00	1.17	1.39	25.78	48.34
(vi) Disputed trade receivables - Credit impaired	-	-	-	-	-	-	-
(vii) Unbilled	-	-	-	-	-	-	-
Total	128.62	1,237.16	448.40	45.81	6.26	37.49	1,903.74

Refer Note 42 - Related Party Disclosure.

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5 INVESTMENTS

(Rupees in crores)

Sl. No.	Particulars	No. of shares / units		Face Value	Currency	Rupees in crores	
		As at 31.03.2025	As at 31.03.2024			As at 31.03.2025	As at 31.03.2024
1	2	3	4	5	6	7	8
(a)	Investment in Equity Instruments Fair valued through OCI:						
	Quoted:						
(i)	Ucal Fuel Systems Limited, Chennai	91,760	91,760	10.00	INR	1.20	1.33
	Unquoted :						
(ii)	Green Infra BTV Limited, New Delhi	32,50,000	32,50,000	10.00	INR	2.04	1.89
(iii)	TVS Lanka (Private) Limited, Colombo	50,00,000	50,00,000	10.00	LKR	16.99	4.48
(iv)	Green Infra Wind Power Projects Limited, New Delhi	1,11,600	1,11,600	10.00	INR	0.08	0.08
(v)	Green Infra Wind Energy Theni Limited, New Delhi	-	34,34,477	10.00	INR	-	2.14
(vi)	Green Infra Wind Power Generation Limited, New Delhi	2,16,000	2,16,000	10.00	INR	0.19	0.18
(vii)	Mulanur Renewable Energy Pvt. Limited, Chennai	15,000	15,000	10.00	INR	0.02	0.02
(viii)	PHI Research Pvt. Limited, New Delhi	3,50,000	3,50,000	10.00	INR	3.36	3.36
(ix)	Atria Wind Power Bijapur 1 Limited, Bengaluru	1,01,217	1,01,217	10.00	INR	2.00	2.00
(x)	Atria Wind Power (Chitradurga) P Ltd	-	80,948	100.00	INR	-	0.51
(xi)	Altizon Systems Private Ltd, Pune	10	10	10.00	INR	0.01	0.01
(xii)	Roppen Transportation Services Private Limited, Hyderabad	10	10	1.00	INR	0.05	0.05
(xiii)	Roppen Transportation Services Private Limited, Hyderabad \$	23,985	23,985	10.00	INR	125.84	119.73
(xiv)	Green Infra Wind Energy Generation Limited, Gurugram	23,45,000	28,45,000	10.00	INR	2.35	2.85
(xv)	Eight Innovate Fund	40,000	40,000	1,000.00	INR	5.38	4.00
(xvi)	ARC Ride Limited, UK	575	575	0.01	GBP	8.73	8.46
(xvii)	Atria Wind Power (Basavana Bagewadi)	47,000	-	100.00	INR	0.91	-
(xviii)	Indian Foundation for Quality Management, Bengaluru	2,50,00,000	-	10.00	INR	25.00	-
(xix)	Emerald Haven Housing Private Limited, Chennai	-	15,00,000	10.00	INR	-	1.47
	Private equity instruments:						
(xx)	TVS Shriram Growth fund Scheme 3 of TVS Capital Funds Limited, Chennai	1,74,132	1,81,600	1,000	INR	23.08	27.36
	Investments- Fair Valued Through Profit or Loss:						
(a)	Equity Instruments						
	Quoted :						
(i)	TVS Supply Chain Solutions Limited, Chennai	1,92,72,200	1,05,62,200	1.00	INR	233.19	163.19
	Mutual Funds:						
(ii)	Aditya Birla				INR	-	31.40
(iii)	SBI Savings fund	9,17,77,958	-	10.00	INR	40.02	-
	Total value of Equity Instruments (a)					490.44	374.51
(b)	Investments in Preference Shares: (Unquoted)						
	Fair valued through OCI:						
(i)	Mottu Holdings Ltd, USA	3,26,064	2,19,514	0.001	USD	119.00	73.63
(ii)	Quadrant Esports Ltd.	12,547	12,547	0.001	USD	1.07	1.04
(iii)	Scienaptic Systems Inc., USA	22,73,941	-	3.20	USD	61.91	-
(iv)	Commeasure Pte Ltd, Singapore	78,703	-	86.15	SGD	43.20	-
	Total value of Preference shares (b)					225.18	74.67

\$ Preference shares in the nature of Equity.

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5 INVESTMENTS - (contd..)

(Rupees in crores)

Sl. No.	Particulars	No. of shares / units		Face Value	Currency	Rupees in crores	
		As at 31.03.2025	As at 31.03.2024			As at 31.03.2025	As at 31.03.2024
1	2	3	4	5	6	7	8
(c)	Other Investments:						
	Investments valued through OCI:						
(i)	Autotech Fund L.L.P. USA				USD	37.43	32.79
	Debt Instruments						
	Valued at Amortised Cost:						
(ii)	Life Insurance Corporation Pension Policy, Mumbai				INR	22.36	20.82
(iii)	ICICI Prudential Life Insurance Group Superannuation Fund, Mumbai				INR	6.94	6.63
(iv)	Investment in Government Securities				INR	-	93.46
(v)	Hyper Grocers Private Limited, Gwalior	25	25	1,00,000	INR	0.25	0.25
(vi)	Securities and Exchange Commission Bonds				USD	0.07	0.07
(vii)	Fabric IOT Private Limited, Bengaluru				INR	-	17.79
(viii)	Investment in Government securities					282.12	-
(ix)	Emerald Haven Housing Private Limited, Chennai	-	12,79,000	10.00	INR	-	11.18
	Fair valued through Profit and Loss :						
(x)	ICICI Prudential Life Insurance Group Superannuation Fund, Mumbai				INR	1.66	1.60
(xi)	Life Insurance Corporation Pension Policy, Chennai				INR	4.60	4.01
(xii)	Fabric IOT Private Limited, Bengaluru				INR	-	45.00
(xiii)	DAT Bike, Singapore				USD	4.27	4.16
(xiv)	Zapata Group B.V, Netherlands				EURO	48.63	36.02
(xv)	Vianai Systems, Inc, USA				USD	8.54	-
(xvi)	Aegis Rider Ag, Switzerland				USD	17.10	-
	Total value of other investments (c)					433.97	273.78
	Total Investments (a) + (b) + (c)					1,149.59	722.96
(i)	Investments outside India					366.94	160.65
(ii)	Investments in India					782.65	562.31
	Less: Allowance for impairment loss					-	-
	Total					1,149.59	722.96
	Total (a) + (b) + (c)					1,149.59	722.96

TVS Holdings Limited
(Formerly known as Sundaram-Clayton Limited)

Consolidated Financial Statements of TVS Holdings Limited

(Rupees in crores)

As at
31.03.2025 As at
31.03.2024

6 INVESTMENTS ACCOUNTED USING EQUITY METHOD

TVS Training and Services Limited, Chennai [19,06,709 (last year - 19,06,709) Equity shares]	3.07	3.51
Ultraviolette Automotive Private Limited, Bengaluru [14,850 (last year - 14,850) Equity shares]	7.29	7.29
Ultraviolette Automotive Private Limited, Bengaluru [12,316 (last year - 12,316) Preference shares]	56.20	91.65
Predictronics Corp, USA [24,827 (last year - 24,827) Equity shares]	17.37	17.85
Tagbox Pte Limited, Singapore^ [Nil (last year - 2,43,243) Preference shares]	-	0.98
Scienaptic Systems Inc., USA # [Nil (last year - 28,05,357) Equity shares]	-	54.07
Altizon Inc., USA [8,06,429 (last year - 8,06,429) Equity shares]	22.59	23.15
DriveX Mobility Private Limited, Coimbatore* [Nil (last year - 9,766) Equity shares]	-	68.65
Ion Mobility Pte Ltd, Singapore^ [Nil (last year - 49,64,524) Preference shares]	-	121.81
Killwatt GmbH, Germany [24,500 (last year - 24,500) Equity shares]	63.68	66.68
Indian Foundation for Quality Management, Bengaluru # [Nil (last year - 2,50,00,000) Equity shares]	-	25.00
Total	170.20	480.64

^ Ceased to be associate as on 31st March 2025

Ceased to be associate as on 31st March 2025

* Ceased to be an associate and become the subsidiary of the Company as on 31st March 2025

TVS Holdings Limited
(Formerly known as Sundaram-Clayton Limited)

Consolidated Financial Statements of TVS Holdings Limited

(Rupees in crores)

	As at 31.03.2025	As at 31.03.2024
7 LOANS (Receivable from Financing Activity)		
a) Term Loans		
i) Automobile Financing	21,918.70	20,897.01
ii) Financing (Others)	10,642.43	5,285.73
iii) Trade Advance	185.88	225.13
Total Loans- Gross	32,747.01	26,407.87
b) Less: Impairment Loss Allowance	(1,300.69)	(936.06)
Less: Unamortised Income and expenses	(133.49)	-
c) Total Loans- Net (a)-(b)	31,312.83	25,471.81
Nature		
a) Secured	21,918.70	20,897.01
b) Unsecured	10,828.31	5,510.86
c) Total Loans- Gross (a +b)	32,747.01	26,407.87
d) Less: Impairment Loss Allowance	(1,434.18)	(936.06)
e) Total Loans- Net (c)-(d)	31,312.83	25,471.81
I. Loans in India		
a) Public Sector	-	-
b) Others	32,747.01	26,407.87
c) Total Loans- Gross (a +b)	32,747.01	26,407.87
d) Less: Impairment Loss Allowance	(1,434.18)	(936.06)
e) Total Loans - Net (c)-(d)	31,312.83	25,471.81
II. Loans Outside India	-	-
Total Loans (I+ II)	31,312.83	25,471.81
8 OTHER FINANCIAL ASSETS		
Deposits	128.81	70.63
Loans given to employees	4.82	4.46
Claims receivable	59.86	65.97
Derivative financial instruments - receivable	15.73	90.67
Bank deposits	2.09	2.09
Employee Advances	22.92	19.64
Loans and advances - Non Related Parties	142.91	41.60
Security Deposits	61.60	39.47
Receivable towards sale of fixed assets	62.97	66.43
Others	51.09	0.13
	552.80	401.09

TVS Holdings Limited
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Consolidated Financial Statements of TVS Holdings Limited

(Rupees in crores)

	As at 31.03.2025	As at 31.03.2024
9 INVENTORIES		
Raw materials and components	971.25	990.02
Goods-in-transit - Raw materials/components/ Traded Goods	132.47	52.74
Work-in-progress	50.80	64.23
Finished goods	680.28	532.60
Stock-in-trade	483.18	558.08
Stores and spares	98.60	57.66
Construction-in-progress	-	966.45
Land held for Development	-	813.63
	2,416.58	4,035.41

10 DEFERRED TAX ASSETS :

The balance comprises temporary differences attributable to:

Deferred tax liability on other item	10.51	16.03
Total deferred tax liability	<u>10.51</u>	<u>16.03</u>

Deferred tax asset consists of :

- Depreciation	6.30	4.81
- tax on employee benefit expenses	22.99	26.21
- tax on expected credit losses provision	244.94	228.12
- tax on investment property	14.72	14.72
- tax on carried forward loss	65.92	54.11
- tax on others	512.58	123.10

Total deferred tax assets	867.45	451.07
Deferred tax asset	856.94	435.04

Movement in deferred tax:

	Depreciation	Others	Total
As at 31-03-2023	4.84	300.89	305.73
(Charged) / credited:			
- to profit or loss	(0.95)	89.06	88.11
- to other comprehensive income	-	1.52	1.52
- to subsidiary incumbent deferred tax asset	0.92	28.99	29.91
- Business Combination	-	9.77	9.77
As at 31-03-2024	4.81	430.23	435.04
(Charged) / credited:			
- to profit or loss	(1.44)	253.56	252.12
- to other comprehensive income	-	5.43	5.43
- to subsidiary incumbent deferred tax asset	-	15.12	15.12
- Foreign Currency translation	-	2.17	2.17
- Business Combination	-	147.06	147.06
As at 31-03-2025	3.37	853.57	856.94

TVS Holdings Limited
(Formerly known as Sundaram-Clayton Limited)

Consolidated Financial Statements of TVS Holdings Limited

Notes to Financial Statements - (continued)

11 PROPERTY, PLANT & EQUIPMENT

(Rupees in crores)

Description	Property, Plant & Equipment								
	Freehold land	Leasehold land	Buildings	Plant & equipment	Furniture & fixtures	Office equipment	Vehicles	RTA	Total
	1	2	3	4	5	6	7	8	9
Cost of assets									
Balance at the beginning of the year									
As at 01-04-2024	565.77	-	1,137.77	4,271.05	230.84	284.45	171.94	1,194.28	7,856.10
Incumbent Subsidiary	-	-	-	-	-	-	-	-	-
Additions	489.59	-	38.34	651.44	65.36	84.97	281.45	739.61	2,350.76
Foreign currency translation reserve	(2.22)	-	1.88	3.10	3.57	0.46	0.56	12.45	19.80
Sub-total	1,053.14	-	1,177.99	4,925.59	299.77	369.88	453.95	1,946.34	10,226.66
Sales / deletion	(4.21)	-	(53.82)	(326.33)	(18.09)	(21.03)	(14.10)	(445.94)	(883.52)
Due to Business Combination	-	-	0.22	1.10	68.94	182.65	0.01	87.30	340.22
Total	1,048.93	-	1,124.39	4,600.36	350.62	531.50	439.86	1,587.70	9,683.36
Depreciation / Amortisation									
Balance at the beginning of the year									
Upto 31-03-2024	-	-	305.94	2,315.67	131.74	190.71	92.60	500.86	3,537.52
Incumbent Subsidiary	-	-	-	-	-	-	-	-	-
For the year Amortisation	-	-	40.89	378.98	33.95	66.35	34.52	202.75	757.44
Foreign currency translation reserve	-	-	(0.07)	1.17	2.87	0.33	(0.55)	4.95	8.70
Sub-total	-	-	346.76	2,695.82	168.56	257.39	126.57	708.56	4,303.66
Withdrawn on assets sold / deleted	-	-	(12.63)	(192.87)	(10.25)	(16.94)	(11.38)	(196.96)	(441.03)
Due to Business Combination	-	-	0.06	-	65.23	152.65	(0.01)	44.26	262.19
Total	-	-	334.19	2,502.95	223.54	393.10	115.18	555.86	4,124.82
As at 31-03-2025	1,048.93	-	790.20	2,097.41	127.08	138.40	324.68	1,031.84	5,558.54

Goodwill

2024-25 2023-24

(i) Goodwill arising on business combination

- 2.20

(ii) Goodwill arising on consolidation

439.90 305.62

Total

439.90 **307.82**

Capital Work-In-Progress (At Cost)

2024-25 2023-24

(i) Building

304.63 60.45

(ii) Plant & equipment

359.15 273.88

(iii) Others

3.75 -

Total

667.53 **334.33**

Ageing of Capital work-in-progress as at 31-03-2025

Particulars	Amount in Capital work-in-progress for a period of				
	Less than 1 year	1 - 2 years	2 - 3 years	More than 3 years	Total
Projects in progress	518.26	111.56	16.90	20.81	667.53

Ageing of Intangible assets under development as at 31-03-2025:

Particulars	Amount of Intangible assets under development for a period of				
	Less than 1 year	1 - 2 years	2 - 3 years	More than 3 years	Total
Projects in progress	520.84	229.81	27.51	36.53	814.69

TVS Holdings Limited
(Formerly known as Sundaram-Clayton Limited)

Consolidated Financial Statements of TVS Holdings Limited

Notes to Financial Statements - (continued)

11 PROPERTY, PLANT & EQUIPMENT – (continued)

(Rupees in crores)

Description	Property, Plant & Equipment								
	Freehold land	Leasehold land	Buildings	Plant & equipment	Furniture & fixtures	Office equipment	Vehicles	RTA	Total
	1	2	3	4	5	6	7	8	9
Cost of assets									
Balance at the beginning of the year									
As at 01-04-2023	550.77	45.44	1,514.67	5,458.64	166.15	261.89	153.40	1,094.84	9,245.80
Incumbent Subsidiary	–	–	–	1.26	5.82	3.24	1.24	8.00	19.56
Additions	56.21	–	109.43	453.96	67.92	64.53	31.90	183.98	967.93
Foreign currency translation reserve	(5.02)	–	(0.27)	(3.74)	0.71	0.02	0.54	–	(7.76)
Sub-total	601.96	45.44	1,623.83	5,910.12	240.60	329.68	187.08	1,286.82	10,225.53
Sales / deletion	(0.02)	–	(7.63)	(165.25)	(3.85)	(15.07)	(11.03)	(40.12)	(242.97)
Due to Business Combination	(36.17)	(45.44)	(478.43)	(1,473.82)	(5.91)	(30.16)	(4.11)	(52.42)	(2,126.46)
Total	565.77	–	1,137.77	4,271.05	230.84	284.44	171.94	1,194.28	7,856.10
Depreciation / Amortisation									
Upto 31-03-2023	–	1.64	309.58	2,600.67	100.64	170.67	81.89	331.41	3,596.50
Balance at the beginning of the year									
Incumbent Subsidiary	–	–	–	1.15	3.51	2.06	0.65	0.74	8.11
For the year Amortisation	–	0.02	53.87	438.40	30.76	55.20	16.90	221.86	817.01
Foreign currency translation reserve	–	–	(0.74)	(12.78)	0.35	(0.11)	0.14	(8.12)	(21.26)
Sub-total	–	1.66	362.71	3,027.44	135.26	227.82	99.58	545.89	4,400.36
Withdrawn on assets sold / deleted	–	–	(4.25)	(111.19)	(1.16)	(17.67)	(5.93)	(22.52)	(162.72)
Due to Business Combination	–	(1.66)	(52.52)	(600.58)	(2.36)	(19.44)	(1.05)	(22.51)	(700.12)
Total	–	–	305.94	2,315.67	131.74	190.71	92.60	500.86	3,537.52
As at 31-03-2024	565.77	–	831.83	1,955.38	99.10	93.74	79.34	693.42	4,318.58

Goodwill	2023-24	2022-23
(i) Goodwill arising on business combination	2.20	2.20
(ii) Goodwill arising on consolidation	305.62	305.62
Total	307.82	307.82

Capital Work-In-Progress (At Cost)	2023-24	2022-23
(i) Building	60.45	90.27
(ii) Plant & equipment	273.88	271.19
(iii) Others	–	32.17
Total	334.33	393.63

Ageing of Capital work-in- progress as on 31st March 2024

Particulars	Amount in Capital work-in-progress for a period of				
	Less than 1 year	1 - 2 years	2 - 3 years	More than 3 years	Total
Projects in progress	217.28	34.22	61.97	20.86	334.33

Ageing of Intangible assets under development as at 31-03-2024:

Particulars	Amount of Intangible assets under development for a period of				
	Less than 1 year	1 - 2 years	2 - 3 years	More than 3 years	Total
Projects in progress	439.91	168.61	64.86	21.56	694.94

TVS Holdings Limited
(Formerly known as Sundaram-Clayton Limited)

Consolidated Financial Statements of TVS Holdings Limited

Notes to Financial Statements - (continued)

12 INTANGIBLE ASSETS

(Rupees in crores)

Description	Software	Design Development	Trademark	Total
Cost of assets				
As at 01-04-2024	261.97	822.84	493.08	1,577.89
Additions	236.68	366.37	105.62	708.67
Incumbent Subsidiary	-	-	-	-
Foreign Currency translation reserve	6.50	5.80	27.02	39.32
Sub-total	505.15	1,195.01	625.72	2,325.88
Sales / deletion	(5.18)	-	-	(5.18)
Due to Business Combination	378.87	-	36.14	415.01
Total	878.84	1,195.01	661.86	2,735.71
Depreciation / Amortisation				
Upto 31-03-2024	199.54	419.07	97.08	715.69
For the year Amortisation	84.74	153.35	71.32	309.41
Incumbent Subsidiary	-	-	-	-
Foreign Currency translation reserve	14.81	1.72	11.40	27.93
Sub-total	299.09	574.14	179.80	1,053.03
Withdrawn on assets sold / deleted	(1.34)	-	-	(1.34)
Due to Business Combination	304.47	-	-	304.47
Total	602.22	574.14	179.80	1,356.16
As at 31-03-2025	276.62	620.87	482.06	1,379.55

Description	Software	Design Development	Trademark	Total
Cost of assets				
As at 01-04-2023	195.39	673.18	478.04	1,346.61
Additions	73.13	179.35	2.41	254.89
Incumbent Subsidiary	0.87	-	-	0.87
Foreign Currency translation reserve	0.50	(2.90)	12.63	10.23
Sub-total	269.89	849.63	493.08	1,612.60
Sales / deletion	-	(26.79)	-	(26.79)
Due to Business Combination	(7.92)	-	-	(7.92)
Total	261.97	822.84	493.08	1,577.89
Depreciation / Amortisation				
Upto 31-03-2023	151.93	323.60	34.47	510.00
For the year Amortisation	53.34	95.56	64.08	212.98
Incumbent Subsidiary	0.56	-	-	0.56
Foreign Currency translation reserve	(7.88)	(0.09)	(1.47)	(9.44)
Sub-total	197.95	419.07	97.08	714.10
Withdrawn on assets sold / deleted	(0.01)	-	-	(0.01)
Due to Business Combination	1.60	-	-	1.60
Total	199.54	419.07	97.08	715.69
As at 31-03-2024	62.43	403.77	396.00	862.20

TVS Holdings Limited
(Formerly known as Sundaram-Clayton Limited)

Consolidated Financial Statements of TVS Holdings Limited

Notes to Financial Statements - (continued)

(Rupees in crores)

	As at 31.03.2025	As at 31.03.2024
13 OTHER NON FINANCIAL ASSETS		
Capital advances	215.67	126.39
Statutory and other deposits	707.26	18.34
VAT / IT / Excise / GST receivable	1.24	545.53
Prepaid expense	205.83	148.47
Vendor advance*	200.69	338.67
Trade Deposits	5.06	77.75
Incentive receivable from Government^	468.13	182.63
Employee Related Assets	13.34	6.54
Others	19.76	4.41
	1,836.98	1,448.73
Less: loss allowance	32.39	22.94
	1,804.59	1,425.79

* Balances include balance with related parties [Refer Note 42]

^ Includes EV subsidy receivable of ₹ 210.96 crores (Previous Year ₹ 148.62 crores)

^ Includes PLI receivable of ₹ 214.35 crores (Previous Year Nil)

14 TRADE PAYABLES

Current

Dues to Micro and Small Enterprises **	45.51	62.38
Dues to enterprises other than Micro and Small Enterprises	7,620.19	6,634.50
Total trade payables	7,665.70	6,696.88

** Dues to Micro and Small Enterprises have been determined to the extent such parties have been identified on the basis of information received by the management. The entire closing balance represents the principal amount payable to the enterprises. There are no undisputed overdue on Principal and no interest due or outstanding.

Refer Note 42 for Related Party Disclosure.

Ageing for Trade Payables as on 31.03.2025

Particulars	Outstanding for following periods from due date of payment					
	Not due	Less than 1 year	1 - 2 years	2 - 3 years	More than 3 years	Total
MSME	45.51	—	—	—	—	45.51
Others	3,685.25	1,924.53	35.10	20.13	26.58	5,691.59
Disputed Dues - MSME	—	—	—	—	—	—
Disputed Dues - Others	—	—	—	—	0.45	0.45
Accrued Expenses	—	—	—	—	—	1,928.15
Total	3,730.76	1,924.53	35.10	20.13	27.03	7,665.70

Ageing for Trade Payables as on 31.03.2024

Particulars	Outstanding for following periods from due date of payment					
	Not due	Less than 1 year	1 - 2 years	2 - 3 years	More than 3 years	Total
MSME	62.38	—	—	—	—	62.38
Others	3,280.16	1,720.55	30.94	20.64	25.16	5,077.45
Disputed Dues - MSME	—	—	—	—	—	—
Disputed Dues - Others	—	—	—	—	—	—
Accrued Expenses	—	—	—	—	—	1,557.05
Total	3,342.54	1,720.55	30.94	20.64	25.16	6,696.88

TVS Holdings Limited
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Consolidated Financial Statements of TVS Holdings Limited

Notes to Financial Statements - (continued)

(Rupees in crores)

	As at 31.03.2025	As at 31.03.2024
15 DEBT SECURITIES		
At Amortised Cost		
Non Convertible Debentures (Secured)	2,625.39	1,575.00
Non Convertible Debentures (Unsecured)	943.81	–
Optionally Convertible Debentures (Secured)	–	–
Compulsorily Convertible Debentures	–	–
Non Convertible Redeemable Preference Shares	–	–
Total (A)	3,569.20	1,575.00
Debt securities in India	3,569.20	1,575.00
Debt securities outside India	–	–
Total (B)	3,569.20	1,575.00
16 BORROWINGS (OTHER THAN DEBT SECURITIES)		
At Amortised Cost		
(a) Term loans (Secured)		
i) from banks	20,048.53	15,191.48
ii) from other parties	1,104.19	1,117.61
iii) External Commercial Borrowings	300.30	833.00
iv) Others	–	99.91
(b) Loans repayable on demand (Secured)		
Working Capital Demand Loan from Banks	226.37	–
(c) Loans repayable on demand		
i) Unsecured		
i) from banks	1,700.13	452.21
ii) from other parties	136.55	–
ii) cash credit from banks (secured)	1,792.38	3,608.06
iii) working capital demand loan (Unsecured)		
- From Banks	989.72	783.66
- From Others	–	325.00
iv) Others	47.18	199.84
(d) Associated liabilities in respect of securitization transaction	304.17	–
Total (A)	26,649.52	22,610.77
Borrowings in India	26,649.52	21,934.27
Borrowings outside India	–	676.50
Total (B)	26,649.52	22,610.77
17 SUBORDINATED LIABILITIES		
At Amortised Cost-Unsecured		
(a) Perpetual Debt Instruments to the extent that do not qualify as equity	103.57	–
(b) Preference Shares other than those that qualify as Equity	–	–
Others (specifying the nature and type of instrument issued)		
(c) Other Subordinated Liabilities		
From Banks	–	–
From Others	2,165.74	2,046.71
Total (A)	2,269.31	2,046.71
Subordinated Liabilities in India	2,269.31	2,046.71
Subordinated Liabilities outside India	–	–
Total (B)	2,269.31	2,046.71

TVS Holdings Limited
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Consolidated Financial Statements of TVS Holdings Limited

Notes to Financial Statements - (continued)

(Rupees in crores)

Annexure to FINANCIAL LIABILITIES - BORROWINGS

Nature	Lenders	As at 31-03-2025	As at 31-03-2024	Status as at 31-03-2025			
				Interest Rate	Frequency	No. of Installments Due	Maturity
Secured Borrowings:							
ECB Loan 1	Bank	300.30	-	7.8%	Bullet	1	Mar-2028
ECB Loan 2	Bank	-	833.00	-	-	-	-
Term Loan 1	Bank	-	47.56	-	-	-	-
Term Loan 2	Bank	138.52	249.44	SOFR + 2.60% p.a	Quarterly	10	Dec-2027
Term Loan 3	Bank	13.64	175.58	5.60%	Monthly	1	Apr-2025
Term Loan 4	Bank	-	62.49	-	-	-	-
Term Loan 5	Bank	-	125.00	-	-	-	-
Term Loan 6	Bank	81.61	324.30	6.35%	Monthly	4	Jul-2025
Term Loan 7	Bank	-	200.00	-	-	-	-
Term Loan 8	Bank	99.99	299.95	7.00%	Quarterly	2	Jul-2025
Term Loan 9	Bank	125.69	291.18	7.25%	Quarterly	3	Jan-2026
Term Loan 10	Bank	125.66	249.45	7.25%	Quarterly	4	Apr-2026
Term Loan 11	Bank	-	83.34	-	-	-	-
Term Loan 12	Bank	209.67	489.08	7.59%	Quarterly	3	Dec-2025
Term Loan 13	Bank	27.19	59.33	7.60%	Monthly	10	Jan-2026
Term Loan 14	Bank	-	41.67	-	-	-	-
Term Loan 15	Bank	20.13	40.00	7.75%	Quarterly	4	Mar-2026
Term Loan 16	Bank	29.39	58.38	7.75%	Monthly	12	Mar-2026
Term Loan 17	Bank	39.99	119.97	8.00%	Quarterly	2	Sep-2025
Term Loan 18	Bank	90.02	209.98	8.05%	Quarterly	3	Oct-2025
Term Loan 19	Bank	-	62.53	-	-	-	-
Term Loan 20	Bank	317.88	456.44	7.10%	Quarterly	9	Jun-2027
Term Loan 21	Bank	105.89	151.61	7.10%	Quarterly	9	Jun-2027
Term Loan 22	Bank	241.35	335.70	7.10%	Quarterly	10	Sep-2027
Term Loan 23	Bank	-	749.18	-	-	-	-
Term Loan 24	Bank	251.25	-	7.15%	Quarterly	8	Mar-2027
Term Loan 25	Bank	62.84	-	7.25%	Quarterly	8	Mar-2027
Term Loan 26	Bank	69.23	100.00	6.85%	Quarterly	9	Jun-2027
Term Loan 27	Bank	-	374.60	-	-	-	-
Term Loan 28	Bank	-	93.65	-	-	-	-
Term Loan 29	Bank	278.05	-	6.39%	Quarterly	9	Jun-2027
Term Loan 30	Bank	219.44	-	6.39%	Monthly	19	Jul-2026
Term Loan 31	Bank	-	100.00	-	-	-	-
Term Loan 32	Bank	72.33	100.63	7.10%	Quarterly	10	Sep-2027
Term Loan 33	Bank	232.19	-	6.71%	Quarterly	10	Sep-2027
Term Loan 34	Bank	149.42	-	6.71%	Monthly	22	Jan-2027
Term Loan 35	Bank	255.44	-	6.89%	Quarterly	11	Dec-2027
Term Loan 36	Bank	178.58	-	6.89%	Monthly	25	Apr-2027
Term Loan 37	Bank	351.96	-	6.60%	Quarterly	13	May-2028
Term Loan 38	Bank	146.00	-	6.60%	Monthly	30	Sep-2027
Term Loan 39	Bank	76.92	99.20	7.45%	Monthly	30	Sep-2027
Term Loan 40	Bank	153.85	-	7.45%	Monthly	30	Sep-2027
Term Loan 41	Bank	76.92	-	7.45%	Monthly	30	Sep-2027
Term Loan 42	Bank	337.91	-	7.45%	Monthly	33	Dec-2027
Term Loan 43	Bank	150.66	249.98	7.52%	Quarterly	6	Jul-2026
Term Loan 44	Bank	400.36	400.00	8.10%	Bullet	1	May-2026

TVS Holdings Limited
(Formerly known as Sundaram-Clayton Limited)

Consolidated Financial Statements of TVS Holdings Limited

Notes to Financial Statements - (continued)

(Rupees in crores)

Annexure to FINANCIAL LIABILITIES - BORROWINGS - (continued)

Nature	Lenders	As at 31-03-2025	As at 31-03-2024	Status as at 31-03-2025			
				Interest Rate	Frequency	No. of Installments Due	Maturity
Term Loan 45	Bank	262.50	300.00	7.72%	Quarterly	7	Dec-2026
Term Loan 46	Bank	175.56	249.98	7.65%	Quarterly	7	Oct-2026
Term Loan 47	Bank	164.71	-	7.76%	Quarterly	9	May-2027
Term Loan 48	Bank	411.92	499.95	8.25%	Quarterly	9	Apr-2027
Term Loan 49	Bank	249.99	249.97	8.00%	Bullet	1	Sep-2025
Term Loan 50	Bank	249.95	249.92	8.00%	Bullet	1	Jun-2026
Term Loan 51	Bank	299.92	-	8.10%	Bullet	1	Sep-2027
Term Loan 52	Bank	671.26	999.73	7.69%	Quarterly	8	Mar-2027
Term Loan 53	Bank	-	299.73	-	-	-	-
Term Loan 54	Bank	3,011.31	-	8.30%	Quarterly	15	Nov-2028
Term Loan 55	Bank	75.00	124.97	7.87%	Half Yearly	3	Aug-2026
Term Loan 56	Bank	206.27	281.22	8.35%	Quarterly	11	Dec-2027
Term Loan 57	Bank	291.73	-	8.35%	Quarterly	10	Sep-2027
Term Loan 58	Bank	124.95	-	8.35%	Quarterly	10	Sep-2027
Term Loan 59	Bank	-	124.99	-	-	-	-
Term Loan 60	Bank	33.30	49.96	8.30%	Quarterly	8	Mar-2027
Term Loan 61	Bank	100.00	-	8.30%	Quarterly	8	Mar-2027
Term Loan 62	Bank	532.92	746.10	7.74%	Quarterly	10	Oct-2027
Term Loan 63	Bank	99.39	-	7.95%	Quarterly	15	Dec-2028
Term Loan 64	Bank	-	299.90	-	-	-	-
Term Loan 65	Bank	400.00	720.00	8.50%	Quarterly	5	Jun-2026
Term Loan 66	Bank	120.03	199.84	8.50%	Quarterly	6	Jul-2026
Term Loan 67	Bank	291.67	458.23	8.50%	Quarterly	7	Nov-2026
Term Loan 68	Bank	416.68	-	8.50%	Quarterly	10	Sep-2027
Term Loan 69	Bank	229.22	-	8.50%	Quarterly	11	Nov-2027
Term Loan 70	Bank	229.22	-	8.50%	Quarterly	11	Dec-2027
Term Loan 71	Bank	-	124.93	-	-	-	-
Term Loan 72	Bank	31.46	156.25	7.84%	Quarterly	1	Apr-2025
Term Loan 73	Bank	167.72	333.20	7.84%	Quarterly	4	Feb-2026
Term Loan 74	Bank	120.89	299.95	8.40%	Quarterly	2	Sep-2025
Term Loan 75	Bank	80.83	299.95	8.40%	Quarterly	2	Oct-2025
Term Loan 76	Bank	181.37	-	8.40%	Quarterly	9	Jun-2027
Term Loan 77	Bank	503.43	-	8.30%	Quarterly	10	Dec-2027
Term Loan 78	Bank	150.01	349.94	8.30%	Quarterly	3	Dec-2025
Term Loan 79	Bank	245.44	-	8.5%	Quarterly	9	Jun-2027
Term Loan 80	Bank	272.79	-	8.5%	Quarterly	10	Jul-2027
Term Loan 81	Bank	363.72	-	8.5%	Quarterly	10	Aug-2027
Term Loan 82	Bank	500.02	-	8.1%	Quarterly	11	Dec-2027
Term Loan 83	Bank	500.11	-	8.1%	Quarterly	11	Mar-2028
Term Loan 84	Others	231.41	299.94	8.3%	Monthly	33	Dec-2027
Term Loan 85	Others	334.87	499.84	8.1%	Quarterly	9	Mar-2027
Term Loan 86	Others	-	40.00	-	-	-	-
Term Loan 87	Others	376.78	-	7.8%	Quarterly	9	May-2027
Term Loan 88	Others	3.65	-	8.75 % to 13.30 %	Quarterly	1	Apr-2025
Term Loan 89	Bank	3,000.00	-	8.75 % to 13.30 %	3 Installments	3	Jul-2026
Term Loan 90	Bank	3.27	-	8.75 % to 13.30 %	Monthly	2	May-2025
Term Loan 91	Others	25.00	-	8.75 % to 13.30 %	Quarterly	2	Aug-2025
Term Loan 92	Others	25.00	-	8.75 % to 13.30 %	Quarterly	2	Sep-2025

TVS Holdings Limited
(Formerly known as Sundaram-Clayton Limited)

Consolidated Financial Statements of TVS Holdings Limited

Notes to Financial Statements - (continued)

(Rupees in crores)

Annexure to FINANCIAL LIABILITIES - BORROWINGS - (continued)

Nature	Lenders	As at 31-03-2025	As at 31-03-2024	Status as at 31-03-2025			
				Interest Rate	Frequency	No. of Installments Due	Maturity
Term Loan 93	Others	40.83	-	8.75 % to 13.30 %	Monthly	7	Sep-2025
Term Loan 94	Others	19.04	-	8.75 % to 13.30 %	Monthly	9	Dec-2025
Term Loan 95	Others	37.50	-	8.75 % to 13.30 %	Quarterly	3	Dec-2025
Term Loan 96	Bank	150.00	-	8.75 % to 13.30 %	Monthly	21	Mar-2027
Working Capital Demand Loan	Bank	48.00	-	8.75% to 10.45%	On Maturity	1	Jun-2025
Working Capital Demand Loan	Bank	52.00	-	8.75% to 10.45%	On Maturity	1	Aug-2025
Working Capital Demand Loan	Bank	50.00	-	8.75% to 10.45%	On Maturity	1	May-2025
Sub Debt	Others	3.34	-	11% to 13%	Monthly	1	May-2025
Sub Debt	Others	24.66	-	11% to 13%	Monthly	8	Dec-2025
Sub Debt	Others	68.90	-	11% to 13%	Monthly	19	Nov-2026
Sub Debt	Others	3.09	-	11% to 13%	Monthly	3	Jul-2025
Sub Debt	Others	1.02	-	11% to 13%	On Maturity	1	Apr-2025
Sub Debt	Others	124.98	-	11% to 13%	Monthly	15	Jul-2026
Sub Debt	Others	78.17	-	11% to 13%	Monthly	17	Sep-2026
Soft Loan	State owned corporation - I	-	3.33	-	-	-	-
Soft Loan	State owned corporation -II	10.11	9.68	0.1%	Specific period	2	Apr-2030
Debentures	8.15% Secured Non Convertible Debenture	-	425.00	-	-	-	-
Debentures	8.30% Secured Non Convertible Debenture	833.80	800.00	8.3%	Bullet	2	Sep-2025
Debentures	8.35% Secured Non Convertible Debenture	516.10	-	8.4%	Bullet	2	Oct-2027
Debentures	8.25% Secured Non Convertible Debenture	534.77	-	8.3%	Bullet	2	Dec-2027
Debentures	8.25% Secured Non Convertible Debenture	502.95	-	8.3%	Bullet	3	Mar-2028
Debentures	8.15% Secured Non Convertible Debenture	237.77	225.00	8.2%	Bullet	1	Jun-2026
Short Term Loan	Bank	15.00	-	8.8%			
Working Capital Demand Loan	Bank	4.40	-	10.3%			
Over Draft	Bank	13.63	-	8.75% to 10.50%			
Short Term Loan	Bank	43.34	42.11	3.7%			
Unsecured Borrowings:							
Debentures	Non Convertible Debentures - I	124.92	124.87	Repo Rate plus Margin	End of Tenure	1	Mar-2026
Term Loan 1	Bank	289.98	429.96	6.3%	Quarterly	8	Mar-2027
Term Loan 2	Bank	14.83	17.49	2.1%	Quarterly	3	Apr-2026
Term Loan 3	Bank	15.16	-	SONIA + 2.8%	Bullet	1	Apr-2026
Term Loan 4	Bank	-	20.35	SONIA + Margin	Bullet	1	Apr-2024
Term Loan 5	Others	11.62	14.73	0.8%	Annual	7	Nov-2031
Term Loan 6	Bank	46.46	199.56	Repo Rate plus Margin	Quarterly	4	Mar-2026

TVS Holdings Limited
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Consolidated Financial Statements of TVS Holdings Limited

Notes to Financial Statements - (continued)

(Rupees in crores)

Annexure to FINANCIAL LIABILITIES - BORROWINGS - (continued)

Nature	Lenders	As at 31-03-2025	As at 31-03-2024	Status as at 31-03-2025			
				Interest Rate	Frequency	No. of Installments Due	Maturity
Term Loan 7	Bank	104.17	187.38	Repo Rate plus Margin	Quarterly	6	Jul-2026
Term Loan 8	Bank	312.18	499.08	Repo Rate plus Margin	Quarterly	5	May-2026
Term Loan 9	Bank	300.00	-	Repo Rate plus Margin	Quarterly	12	Mar-2028
Term Loan 10	Bank	150.00	-	Repo Rate plus Margin	Quarterly	12	Mar-2028
Term Loan 11	Bank	150.00	-	Repo Rate plus Margin	Quarterly	20	Mar-2030
Term Loan 12	Bank	200.00	-	Repo Rate plus Margin	Quarterly	12	Apr-2028
Term Loan 13	Bank	-	235.99				
Short Term Loan	Bank	330.69	59.21	7.17% to 8.25%			
Short Term Loan	Bank	-	37.21				
Short Term Loan	Bank	489.04	423.37	3.9 to 4.6%			
Cash Credit	Bank	1,792.38	3,372.08				
Short Term Loan	Bank	-	433.72				
Sales Tax Deferral	Others	47.18	62.91	Nil	Yearly	3	Jun-2027
Sub Debt	Others	-	99.90	-	-	-	-
Sub Debt	Others	154.27	168.42	9.4%	Bullet	1	Jun-2026
Sub Debt	Others	151.33	129.02	9.4%	Bullet	1	Aug-2026
Sub Debt	Others	101.90	99.00	8.9%	Bullet	1	Jun-2027
Sub Debt	Others	359.38	350.00	8.9%	Bullet	1	Jun-2027
Sub Debt	Others	102.22	100.00	10.0%	Bullet	1	Jul-2026
Sub Debt	Others	101.45	95.00	9.5%	Bullet	1	Jan-2028
Sub Debt	Others	324.00	305.00	9.5%	Bullet	1	Jan-2028
Sub Debt	Others	201.18	200.00	9.4%	Bullet	1	Aug-2028
Sub Debt	Others	512.29	500.38	9.3%	Bullet	1	Jun-2029
Sub Debt	Others	157.63	-	9.4%	Bullet	1	Apr-2030
Debentures*	Optionally Convertible Debentures	-	16.00	15.0%	End of Tenure	1	25-26 & 26-27
Term Loan -A	Others	-	0.11	7.0%	Monthly		Apr-2020
Term Loan- B	Others	-	60.00	LTLR less 8.80%	Quarterly	12	Sep-2027
Term Loan-C	Others	-	5.10	LTLR less 7.25%	Monthly	48	Sep-2028
Term Loan-D	Others	-	5.20	LTLR less 7.25%	Monthly	24	Mar-2026
Term Loan-E	Others	-	55.00	LTLR less 8.80%	Quarterly	12	Oct-2027
Term Loan-F	Others	-	9.75	LTLR less 8.25%	Monthly	14	May-2026
Term Loan-G	Others	-	114.93	LTRR less 7.15%	Quarterly	8	Sep-2026
Debentures	Compulsorily Convertible Debentures	-	74.25	15.0%	End of Tenure	1	Mar-2026

TVS Holdings Limited
(Formerly known as Sundaram-Clayton Limited)

Consolidated Financial Statements of TVS Holdings Limited

Notes to Financial Statements - (continued)

(Rupees in crores)

Annexure to FINANCIAL LIABILITIES - BORROWINGS - (continued)

Nature	Lenders	As at 31-03-2025	As at 31-03-2024	Status as at 31-03-2025			
				Interest Rate	Frequency	No. of Installments Due	Maturity
Debentures	Non Convertible Debentures	-	46.80	0.0%	End of Tenure	1	Feb-2027
Working Capital Demand Loan	Bank	-	225.00		Yearly		
Working Capital Demand Loan	Others	-	325.00		Yearly		
Perpetual Debt	Others	103.57	99.91	11.5%	Bullet	1	Nov-2027
Debentures	8.65% NonConvertible Debentures	643.66		8.7%	On Maturity		
Debentures	8.75% Non Convertible Debentures	300.15		8.8%	On Maturity		
Over Draft	Bank	117.35	33.97	7.3%			
Working Capital Demand Loan	Bank	75.00	-	9% to 9.25%	On Maturity	1	May-2025
Working Capital Demand Loan	Bank	95.00	-	9% to 9.25%	On Maturity	1	May-2025
Total Borrowings		32,488.03	26,232.48				

Details of securities created:

- Term Loan 2 received from bank of ₹ 138.52 Crores is to be secured by a charge over the subsidiary's plant and machinery. At 31st March, 2025, the subsidiary is in the process of creating this charge against the security.
- Term Loan and ECB loan received from Banks and Other Parties of ₹ 18,000.10 Crores inclusive of Current and Non-Current Dues (As at 31st March, 2024: ₹ 15,241 Crores) is fully secured by exclusive floating charge against hypothecation of receivables under the financing activity of the Company.
- Loan from State owned corporation - II viz., SIPCOT - First charge on the specific plant and equipment and also secured by equitable mortgage created by way of deposit of title deeds of land.
- Non Convertible Debentures of ₹ 2,625.46 Crores inclusive of Current and Non-Current Dues (As at 31st March, 2024: ₹ 1,450 Crores) is fully secured by exclusive floating charge against hypothecation of receivables under the financing activity of the Company.

(Rupees in crores)

As at
31.03.2025 As at
31.03.2024

18 OTHER FINANCIAL LIABILITIES

Interest accrued but not due on loans	64.77	210.67
Interest accrued and due on loans*	0.88	0.44
Trade deposits received	47.83	170.71
Unclaimed Dividends (Not due for transfer to Investor Education and Protection Fund)	293.75	202.34
Payables against capital goods	61.10	80.91
Employee related liabilities	8.53	7.67
Liabilities for expenses	56.24	5.07
Lease Liability	1,029.37	732.51
Derivative Instruments - Payable	14.57	15.29
Money received in Trust	-	4.70
Security Deposit	-	0.01
Other Advances	151.28	-
Total	1,728.32	1,430.32

* Subsidiary has made funds available with the banks and the same has been appropriated subsequently

TVS Holdings Limited
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Consolidated Financial Statements of TVS Holdings Limited

Notes to Financial Statements - (continued)

(Rupees in crores)

As at
31.03.2025 As at
31.03.2024

19 PROVISIONS

Provision for Employee Benefits

(a) Pension	237.26	215.42
(b) Leave salary	159.51	156.09
(c) Gratuity	20.34	1.56

Others

(a) Warranty	167.04	89.13
(b) Disputed tax provided for	2.34	2.34
(c) Provision for incentive to customers	53.03	-
(d) Provision for Contingent liability	35.57	-
(e) Others	20.47	-

Total	695.56	464.54
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Warranty Provision

Opening balance	89.13	55.11
Add: Provision for the year	167.04	89.13
Less: Payments / Debit (Net)	(89.13)	(55.11)

Closing Balance	167.04	89.13
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20 DEFERRED TAX LIABILITIES :

The balance comprises temporary differences attributable to:

Depreciation	410.58	351.61
Others	18.60	19.49

Total deferred tax liability	429.18	371.10
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Deferred tax asset consists of :

- tax on employee benefit expenses	38.74	54.46
- tax on warranty provision	37.99	23.95
- tax on others	66.43	96.23

Total deferred tax assets	143.16	174.64
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Deferred tax liability	286.02	196.46
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Movement in deferred tax:

	Depreciation	Others	Total
As at 01-04-2023	350.15	(123.90)	226.25
Charged / (credited):			
- to profit or loss	35.10	(40.80)	(5.70)
- to other comprehensive income	-	(6.21)	(6.21)
- business Combination	(33.64)	15.76	(17.88)
As at 31-03-2024	351.61	(155.15)	196.46
Charged / (credited):			
- to profit or loss	58.97	(22.91)	36.06
- to other comprehensive income	-	7.13	7.13
- Subsidiary acquisition	-	25.14	25.14
- relating to earlier years	-	21.23	21.23
As at 31-03-2025	410.58	(124.56)	286.02

TVS Holdings Limited
(Formerly known as Sundaram-Clayton Limited)

Consolidated Financial Statements of TVS Holdings Limited

Notes to Financial Statements - (continued)

(Rupees in crores)

	As at 31.03.2025	As at 31.03.2024
21 OTHER NON-FINANCIAL LIABILITIES		
Statutory dues	287.83	384.11
Employee related	370.37	343.94
Advance received from customers	394.01	295.18
Deferred income - Government grants	27.71	61.39
Revenue Received in Advance	-	1,595.16
Others	28.80	-
	<u>1,108.72</u>	<u>2,679.78</u>

22 SHARE CAPITAL

(a) Details of authorised, issued and subscribed share

(i) Equity Share Capital

Particulars	As at 31-03-2025		As at 31-03-2024	
	Number	Rupees in crores	Number	Rupees in crores
<u>Authorised Capital:</u> Equity Shares of ₹ 5/- each	9,22,00,000	46.10	9,22,00,000	46.10
<u>Issued, Subscribed & Paid up Capital:</u> Equity Shares of ₹ 5/- each fully paid	2,02,32,104	10.12	2,02,32,104	10.12
	<u>2,02,32,104</u>	<u>10.12</u>	<u>2,02,32,104</u>	<u>10.12</u>

(ii) Preference Share Capital

Particulars	As at 31-03-2025		As at 31-03-2024	
	Number	Rupees in crores	Number	Rupees in crores
<u>Authorised Capital:</u> Preference Shares of ₹ 10/- each	2,50,00,00,000	2,500.00	2,50,00,00,000	2,500.00
<u>Issued, Subscribed & Paid up Capital:</u> 9% Cumulative Non-convertible Redeemable Preference Shares of ₹ 10/- each fully paid (NCRPS)	-	-	-	-
	-	-	-	-

TVS Holdings Limited
(Formerly known as Sundaram-Clayton Limited)

Consolidated Financial Statements of TVS Holdings Limited

Notes to Financial Statements - (continued)

22 SHARE CAPITAL – (continued)

(Rupees in crores)

(b) Reconciliation of shares outstanding at the beginning and at the end of the year

(i) Equity Share Capital

Particulars	As at 31-03-2025		As at 31-03-2024	
	Number	Rupees in crores	Number	Rupees in crores
Shares outstanding at the beginning of the year	2,02,32,104	10.12	2,02,32,085	10.12
Shares Issued during the year	-	-	19	-
Shares outstanding at the end of the year	2,02,32,104	10.12	2,02,32,104	10.12

(ii) Preference Share Capital

Particulars	As at 31-03-2025		As at 31-03-2024	
	Number	Rupees in crores	Number	Rupees in crores
Shares outstanding at the beginning of the year	-	-	2,34,69,21,860	2,346.92
Shares Issued during the year	-	-	-	-
Shares redeemed/cancelled during the year	-	-	2,34,69,21,860	2,346.92
Shares outstanding at the end of the year	-	-	-	-

(c) i) Rights and preferences attached to equity share:

(i) Every shareholder is entitled to such rights as to attend the meeting of the shareholders, to receive dividends distributed and also has a right in the residual interest of the assets of the company. Every shareholder is also entitled to right of inspection of documents as provided in the Companies Act 2013.

(ii) There are no restrictions attached to equity shares.

ii) Rights and preferences attached to NCRPS:

The NCRPS do not have voting rights other than in respect of matters directly affecting it, The NCRPS will be redeemed along with coupon at the end of 1 year from the date of allotment.

(d) Details of shares held by holding / ultimate holding/subsidiaries / associates of holding company or entity at the end of 31st March, 2025 for both Equity and Preference Share Capital

(i) Equity Share Capital

Name of the shareholder	Relationship	Class of share	As at 31-03-2025		As at 31-03-2024	
			Number of shares held	% of holding	Number of shares held	% of holding
Mr Venu Srinivasan, representing VS Trust	Controlling Entity	Equity	1,15,34,943	57.01	1,05,25,443	52.02

TVS Holdings Limited
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Consolidated Financial Statements of TVS Holdings Limited

Notes to Financial Statements - (continued)

(Rupees in crores)

22 SHARE CAPITAL – (continued)

(ii) Preference Share Capital

Name of the shareholder	Relationship	Class of share	As at 31-03-2025		As at 31-03-2024	
			Number of shares held	% of holding	Number of shares held	% of holding
Mr Venu Srinivasan, representing VS Trust	Controlling Entity	Preference	NIL			

(e) Details of shareholders holding more than five percent at the end of 31st March, 2025 (other than 22(d)) above

Name of the shareholder	Class of share	As at 31-03-2025		As at 31-03-2024	
		Number of shares held	% of holding	Number of shares held	% of holding
Mr. Venu Srinivasan	Equity	13,73,347	6.79	23,82,847	11.78
Sundaram Finance Holdings Limited - Chennai		13,12,057	6.49	13,12,057	6.49

(f) Details of shares held by promoters as at 31st March, 2025

Name of the Promoter	Class of share	As at 31-03-2025		As at 31-03-2024		% Change during the year
		No. of shares held	% of holding	No. of shares held	% of holding	
Mr Venu Srinivasan, representing VS Trust	Equity	11,534,943	57.01	10,525,443	52.02	4.99%
Mr Venu Srinivasan		1,373,347	6.79	2,382,847	11.78	- 4.99%

TVS Holdings Limited
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Consolidated Financial Statements of TVS Holdings Limited

Notes to Financial Statements - (continued)

(Rupees in crores)

23 OTHER EQUITY

Description	As at 31.03.2025	As at 31.03.2024
General Reserve	370.36	370.36
Capital Reserve	826.20	98.65
Securities Premium	36.42	36.42
Statutory Reserve	380.23	156.35
Retained Earnings	2,954.99	2,046.03
Other Reserves	109.07	122.14
	4,677.27	2,829.95
Non-controlling interest	5,469.02	4,151.64

24 INCOME

Description	Year ended 31.03.2025	Year ended 31.03.2024
Interest income	6,108.20	5,187.06
Dividend income	-	0.65
Net gain on Sale / Fair Value of Investments	125.34	65.89
Sale of products	36,907.78	33,160.06
Sale of Traded Goods	105.85	380.72
Sale of services	287.56	79.13
Other operating revenue	1,458.43	1,008.15
	44,993.16	39,881.66

Refer Note 42 for related party disclosure

25 OTHER INCOME

Description	Year ended 31.03.2025	Year ended 31.03.2024
Gain on foreign currency transactions and translation	-	-
Other non-operating income	24.86	29.23
Profit on sale of Property, Plant & Equipment	14.83	5.21
	39.69	34.44

Refer Note 42 for related party disclosure

26 FINANCE COSTS

Description	Year ended 31.03.2025	Year ended 31.03.2024
On financial liabilities measured at amortised cost		
Interest Cost		
- Interest on Borrowings (other than Debt Securities)	2,118.17	1,624.68
- Interest on Debt Securities	51.68	168.23
- Interest on Subordinated Liabilities	-	151.01
- Interest on Lease Liabilities	42.16	75.57
Other Finance Charges	8.84	13.14
Exchange differences	2.30	(0.51)
	2,223.15	2,032.12

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Consolidated Financial Statements of TVS Holdings Limited

Notes to Financial Statements - (continued)

(Rupees in crores)

27 COST OF MATERIALS CONSUMED

Description	Year ended 31.03.2025	Year ended 31.03.2024
Opening stock of raw materials and components	990.02	981.50
Add: Purchases	25,959.18	24,110.18
Less: Closing stock of raw materials and components	971.25	990.02
Consumption of raw materials and components	25,977.95	24,101.66
Purchases of stock-in-trade	840.94	972.65

Refer Note 42 for related party disclosure and Note no. 40(iv).

28 CHANGES IN INVENTORIES OF FINISHED GOODS, WORK-IN-PROGRESS AND STOCK-IN-TRADE:

Description	Year ended 31.03.2025	Year ended 31.03.2024
Opening stock:		
Work-in-progress	54.64	95.32
Stock-in-trade	558.08	470.37
Finished goods	524.68	485.28
Construction in Progress includes Land under Development	1,780.07	
Incumbent Subsidiary	-	1,722.28
Total (A)	2,917.47	2,773.25
Transfer on account of Composite Scheme of Arrangement		
Work-in-progress *	-	29.11
Finished goods *	-	170.50
Movement on account of transfer of business		
Construction in Progress includes Land under Development	1,420.03	-
Total (B)	1,420.03	199.61
Closing stock:		
Work-in-progress	50.80	54.64
Stock-in-trade	483.18	558.08
Finished goods	680.28	524.68
Construction in Progress includes Land under Development	-	1,780.07
Total (C)	1,214.26	2,917.47
Changes in inventories (A)-(B)-(C)	283.18	(343.83)

* Transferred to Sundaram-Clayton Limited on account of Demerger on 10th August, 2023.

Refer Note 42 for related party disclosure and Note no. 40(iv).

29 EMPLOYEE BENEFIT EXPENSES

Description	Year ended 31.03.2025	Year ended 31.03.2024
Salaries and Wages	3,155.54	2,936.59
Employee share - based payment expense	33.08	-
Contribution to Provident and other funds	253.01	226.93
Staff Welfare	235.62	287.74
	3,677.25	3,451.26

Refer Note 41 & 42

TVS Holdings Limited
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Consolidated Financial Statements of TVS Holdings Limited

Notes to Financial Statements - (continued)

(Rupees in crores)

30 DEPRECIATION AND AMORTISATION EXPENSE

Description	Year ended 31.03.2025	Year ended 31.03.2024
Depreciation on Property, Plant and Equipment	554.69	595.15
Depreciation on Right-to-use asset	202.75	221.86
Amortisation on Intangible assets	309.41	194.01
	1,066.85	1,011.02

31 OTHER EXPENSES

Description	Year ended 31.03.2025	Year ended 31.03.2024
Consumption of stores, spares and tools	55.94	92.18
Power and fuel	119.89	187.18
Repairs - buildings	48.82	48.69
Repairs - plant and equipment	238.81	186.95
Insurance	63.35	53.32
Rates and taxes (excluding taxes on income)	44.44	22.45
Packing and freight charges	592.12	602.83
Advertisement and publicity	845.09	628.35
Other marketing expenses	794.12	593.32
Loss allowance for expected credit losses relating to loans	1,416.58	1,864.67
Audit fees	4.94	4.74
Corporate social responsibility expenditure	52.50	42.32
Contributions to electoral trust	13.00	40.00
Miscellaneous expenses	3,005.76	1,524.41
(under this head there is no expenditure which is in excess of 1% of revenue from operations or ₹ 10 lakh, whichever is higher)	-	-
	7,295.36	5,891.41

32 EXCEPTIONAL ITEMS

Description	Year ended 31.03.2025	Year ended 31.03.2024
Interest Income	-	-
Voluntary separation costs	-	(5.07)
Interest expenses of Bonus Non-convertible Redeemable Cumulative Preference Shares	-	-
	-	(5.07)

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Notes to Financial Statements - (continued)

(Rupees in crores)

33 CURRENT TAX

Description	Year ended 31.03.2025	Year ended 31.03.2024
Current tax on profits for the year	1,422.93	1,098.87
Adjustments for current tax of prior periods	-	(1.02)
Total current tax	1,422.93	1,097.85

34 DEFERRED TAX

Description	Year ended 31.03.2025	Year ended 31.03.2024
Decrease / (increase) in deferred tax assets	(252.12)	(88.11)
(Decrease) / increase in deferred tax liabilities	36.06	(5.70)
Total deferred tax expense / (benefit)	(216.06)	(93.81)
Reconciliation of tax expense and the accounting profit multiplied by India's tax rate:		
Profit before tax expense	3,616.12	2,786.42
Tax at the Indian tax rate of 25.17%	910.18	701.34
Tax effect of amounts which are not deductible (taxable) in calculating taxable income:		
Capital Receipts	-	-
Timing difference on subsidiaries losses	279.72	276.19
Tax difference on sale of assets	1.02	2.16
Expenses wholly / partially not allowed for deductions	40.53	53.40
Tax on income chargeable at lower rates	(32.97)	(39.40)
Tax relating to earlier years	-	(0.87)
Other items	8.39	11.22
Tax expense / (benefit)	1,206.87	1,004.04

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Notes to Financial Statements - (continued)

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35 EARNINGS PER SHARE

Description	Year ended 31-03-2025	Year ended 31-03-2024
For Continuing Operations		
(a) Basic and diluted earnings per share (₹)	560.63	383.27
(b) Earnings of company used as numerator in calculating basic and diluted earnings per share	1,134.27	775.43
(c) Weighted average number of equity shares used as the denominator in calculating basic and diluted earnings per share	2,02,32,104	2,02,32,092
For Discontinued Operations		
(a) Basic and diluted earnings per share (₹)	14.78	12.34
(b) Earnings of company used as numerator in calculating basic and diluted earnings per share	30	25
(c) Weighted average number of equity shares used as the denominator in calculating basic and diluted earnings per share	2,02,32,104	2,02,32,092
For Continued and Discontinued Operations		
(a) Basic and diluted earnings per share (₹)	575.41	395.60
(b) Earnings of company used as numerator in calculating basic and diluted earnings per share	1,164.18	800.39
(c) Weighted average number of equity shares used as the denominator in calculating basic and diluted earnings per share	2,02,32,104	2,02,32,092

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Notes to Financial Statements - (continued)

(Rupees in crores)

36 FAIR VALUE MEASUREMENTS

Financial instruments by category	March 31, 2025			March 31, 2024		
	FVTPL*	FVOCI*	Amortised cost	FVTPL*	FVOCI*	Amortised cost
Financial assets						
Investments						
- Equity instruments	233.19	194.15	-	163.19	152.56	-
- Preference shares	-	225.18	-	-	74.67	-
- Debt Instruments	78.54	-	311.74	85.18	-	150.20
- Accounted using equity method	-	-	170.20	-	-	480.64
- Others	46.28	60.51	-	37.01	60.15	-
Trade receivables	-	-	1,749.53	-	-	1,855.40
Loans (Receivable from financing activity)	-	-	31,312.83	-	-	25,471.81
Cash and Cash Equivalents	-	-	4,707.03	-	-	2,820.88
Other Bank balances	-	-	428.08	-	-	349.16
Derivative financial assets	-	15.73	-	-	90.67	-
Security Deposits	-	-	190.41	-	-	110.10
Other Financial assets	-	-	346.66	-	-	200.32
Total financial assets	358.01	495.57	39,216.48	285.38	378.05	31,438.51
Financial liabilities						
Borrowings	-	-	32,488.03	-	-	26,232.48
Trade Payables	-	-	7,665.70	-	-	6,696.88
Derivative Financial Liability	-	14.57	-	-	15.29	-
Lease Liability	-	-	1,029.37	-	-	732.51
Other Financial Liability	-	-	684.38	-	-	682.52
Total financial liabilities	-	14.57	41,867.48	-	15.29	34,344.39

* FVTPL - Fair Valued Through Profit and Loss FVOCI - Fair Valued Through Other Comprehensive Income

(i) Fair value hierarchy

This section explains the judgements and estimates made in determining the fair values of the financial instruments that are (a) recognised and measured at fair value and (b) measured at amortised cost and for which fair values are disclosed in the financial statements. To provide an indication about the reliability of the inputs used in determining fair value, the group has classified its financial instruments into the three levels prescribed under the accounting standard. An explanation of each level follows underneath the table.

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Notes to Financial Statements - (continued)

(Rupees in crores)

36 FAIR VALUE MEASUREMENTS - (continued)

Financial assets and liabilities measured at fair value - recurring fair value measurements

At 31 March 2025	Notes	Level 1	Level 2	Level 3	Total
Financial assets					
Financial Investments at FVTPL	5 & 6	233.19	40.02	84.80	358.01
Financial Investments at FVOCI	5 & 6	1.20	60.51	418.13	479.84
Derivatives designated as hedges	-	-	15.73	-	15.73
Total financial assets	-	234.39	116.26	502.93	853.58
Financial Liabilities					
Derivatives	18	-	14.57	-	14.57
Total financial liabilities		-	14.57	-	14.57

Assets and liabilities which are measured at amortised cost for which fair values are disclosed

At 31 March 2025	Notes	Level 1	Level 2	Level 3	Total
Financial assets					
Investments					
Debt Instruments	5 & 6	-	-	311.74	311.74
Others	5 & 6	-	-	-	-
Total financial assets		-	-	311.74	311.74
Financial Liabilities					
Borrowings	15-17	-	-	32,488.03	32,488.03
Total financial liabilities		-	-	32,488.03	32,488.03

Financial assets and liabilities measured at fair value - recurring fair value measurements

At 31 March 2024	Notes	Level 1	Level 2	Level 3	Total
Financial assets					
Financial Investments at FVTPL	5 & 6	200.20	-	85.18	285.38
Financial Investments at FVOCI	5 & 6	1.20	60.15	226.03	287.38
Derivatives designated as hedges	12	-	90.67	-	90.67
Total financial assets		201.40	150.82	311.21	663.43
Financial liabilities					
Derivatives	18	-	15.29	-	15.29
Total financial liabilities		-	15.29	-	15.29

Assets and liabilities which are measured at amortised cost for which fair values are disclosed

At 31 March 2024	Notes	Level 1	Level 2	Level 3	Total
Financial assets					
Investments					
Debt Instruments	5 & 6	-	-	150.20	150.20
Others	5 & 6	-	-	-	-
Total financial assets		-	-	150.20	150.20
Financial Liabilities					
Borrowings	15-17	-	-	26,232.48	26,232.48
Total financial liabilities		-	-	26,232.48	26,232.48

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Notes to Financial Statements - (continued)

(Rupees in crores)

36 FAIR VALUE MEASUREMENTS - (continued)

Level 1: Level 1 hierarchy includes financial instruments measured using quoted prices. This includes listed equity instruments that have quoted price. The fair value of all equity instruments (including bonds) which are traded in the stock exchanges is valued using the closing price as at the reporting period. The mutual funds are valued using the closing NAV.

Level 2: The fair value of financial instruments that are not traded in an active market is determined using valuation techniques which maximise the use of observable market data and rely as little as possible on entity-specific estimates. If all significant inputs required to fair value an instrument are observable, the instrument is included in level 2.

Level 3: If one or more of the significant inputs is not based on observable market data, the instrument is included in level 3. This is the case for unlisted equity securities, preference shares and other non current investments included in level 3.

There are no transfers between levels 1 and 2 during the year.

(ii) Valuation technique used to determine fair value (Level 2)

Specific valuation techniques used to value financial instruments include:

- the use of quoted market prices or dealer quotes for similar instruments
- the fair value of interest rate swaps is calculated as the present value of estimated cash flows based on observable yield curves.
- the fair value of forward exchange contract and principle only swap is determined using forward exchange rate at the balance sheet date.
- the fair value of the remaining financial instruments is determined using discounted cash flow analysis.

(iii) Fair value measurement using significant unobservable inputs (Level 3)

Particulars	Unlisted Equity Shares	Preference Shares	Debt Instruments	Total
As at 31-03-2023	412.90	16.33	49.12	478.35
Additions / (deletions)	(70.53)	58.34	36.06	23.87
Reclassified from amortised cost	(191.91)	-	-	(191.91)
Gains / (losses) recognised in profit or loss	(5.50)	-	-	(5.50)
Gains / (losses) recognised in other comprehensive income	6.40	-	-	6.40
As at 31-03-2024	151.36	74.67	85.18	311.21
Additions / (deletions)	27.69	3.87	140.00	171.56
Gains / (losses) recognised in other comprehensive income	20.16	-	-	20.16
As at 31-03-2025	199.21	78.54	225.18	502.93

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Notes to Financial Statements - (continued)

(Rupees in crores)

36 FAIR VALUE MEASUREMENTS - (continued)

(iv) Valuation inputs & relationships to fair value

Particulars	Fair value as at *		Significant unobservable input	Probability weighted range for the year ended	
	31-Mar-25	31-Mar-24		31-Mar-25	31-Mar-24
Unquoted Equity shares	199.21	151.36	a) Earnings growth rate	1-3%	1-3%
			b) Risk adjusted discount rate	8%	8%
Preference Share	78.54	74.67	a) Earnings growth rate	1-3%	1-3%
			b) Risk adjusted discount rate	8%	8%
Debt Instrument	225.18	85.18	a) Earnings growth rate	1-3%	1-3%
			b) Risk adjusted discount rate	8%	8%

* Sensitivity is not significant.

(v) Valuation processes

Discount rates are determined using a capital asset pricing model to calculate a pretax rate that reflects current market assessments of the time value of money and the risk specific to the asset. Earnings growth factor of preference shares are based on cash flow projections of future earnings of the Company and unlisted equity securities are estimated based on market information for similar types of companies.

Risk adjustments have been derived based on the market risk premium adjusted for companies relevant financial data

(vi) Fair value of financial assets and liabilities measured at amortised cost

Particulars	31-Mar-25		31-Mar-24	
	Carrying amount	Fair value	Carrying amount	Fair value
Financial assets				
Investments				
Debt Instruments	311.74	311.74	150.20	150.20
Others	-	-	-	-
Total financial assets	311.74	311.74	150.20	150.20
Financial Liabilities				
Borrowings	32,488.03	32,488.03	26,232.48	26,232.48
Total financial liabilities	32,488.03	32,488.03	26,232.48	26,232.48

The carrying amounts of trade receivables, trade payables, cash and cash equivalents and other current financial assets and liabilities are considered to be the same as their fair values, due to their short-term nature.

The fair values for Preference shares and other debt instruments were calculated based on cash flows discounted using a current lending rate, which approximates the carrying value. They are classified as level 3 fair values in the fair value hierarchy due to the inclusion of unobservable inputs, including counterparty credit risk.

The fair values of non-current borrowings are based on discounted cash flows using a current borrowing rate, which approximates the carrying value. They are classified as level 3 fair values in the fair value hierarchy due to the inclusion of unobservable inputs including own credit risk.

For financial assets and liabilities that are measured at fair value, the carrying amounts are equal to the fair values.

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Notes to Financial Statements - (continued)

(Rupees in crores)

37 FINANCIAL RISK MANAGEMENT

The group's activities expose it to market risk, liquidity risk and credit risk. This note explains the sources of risk which the entity is exposed to and how the entity manages the risk and the impact of hedge accounting in the financial statements

Risk	Exposure arising from	Risk Parameters and Mitigation
Market Risk	Foreign exchange	i) The Group operates internationally and is exposed to foreign exchange risk arising from foreign currency transactions. ii) Foreign exchange risk arises from future commercial transactions and recognised assets and liabilities denominated in a currency that is not the Group's functional currency (INR). iii) The risk is measured through a forecast of highly probable foreign currency cash flows. The Group has a forex management policy which is duly approved by the Board. iv) The objective of the hedges when taken is to minimise the volatility of the INR cash flows of highly probable forecast transactions.
Market Risk - Interest rate	Interest rate Foreign currency denominated borrowings	i) The Group's main interest rate risk arises from long-term borrowings with variable rates, which expose the Group to cash flow interest rate risk. ii) Group's policy is to maintain most of its borrowings at fixed rate using interest rate swaps to achieve this when necessary. iii) The Group's fixed rate borrowings are carried at amortised cost. They are therefore not subject to interest rate risk as defined in Ind AS 107, since neither the carrying amount nor the future cash flows will fluctuate because of a change in market interest rates.
Market Risk - Foreign Currency	Export trade receivables and Import Payables	i) The Group has a forex management policy duly approved by the Board. The Group's policy is to hedge most of its net currency exposure. ii) Group reviews the forex exposure on a regular basis and also reports its adherence to the Board on a quarterly basis. The recording and reporting requirements under are strictly adhered. The Group's liquidity management policy involves projecting cash flows in major currencies and considering the level of liquid assets necessary to meet these, monitoring balance sheet liquidity ratios against internal and external regulatory requirements and maintaining debt financing plans.
Market Risk - Foreign Currency	Foreign currency denominated borrowings	The Group has hedged its borrowings by covering the principal repayments.
Liquidity Risk	INR denominated borrowings [Other than soft loans given by Govt. Authorities)	i) The Group's liquidity management policy involves projecting cash flows in major currencies and considering the level of liquid assets necessary to meet these, monitoring balance sheet liquidity ratios against internal and external regulatory requirements and maintaining debt financing plans. ii) The Group prepares a detailed annual operating plans to assess the fund requirements - both short term and long term. iii) Detailed month wise cash flow forecast is also carried out along with required sensitivities. Based on these factors adequate working capital credit limits are organised in advance. iv) Group has pre-approved credit lines with various banks and these are constantly reviewed and approved by the Board. v) For long term fund requirements, Group targets various options such as rupee term loan, external commercial borrowing, debentures etc. vi) The Group obtains a credit rating for the various borrowing facilities on annual basis. Group constantly monitors the free cash flow from operations to ensure that the borrowing is minimized
Credit Risk	Cash, Cash equivalents and Trade Receivables	i) Credit risk primarily arises from cash and cash equivalents, trade receivables and investments carried at amortised cost. ii) The Group considers the probability of default upon initial recognition of asset and whether there has been a significant increase in credit risk on an ongoing basis throughout each reporting period. iii) To assess whether there is a significant increase in credit risk the Group compares the risk of a default occurring on the asset as at the reporting date with the risk of default as at the date of initial recognition. iv) It considers available reasonable and supportive forwarding-looking information (more specifically described below) . In general, it is presumed that credit risk has significantly increased since initial recognition if the payments are more than 30 days past due. v) A default on a financial asset is when the counterparty fails to make contractual payments within 60 days of when they fall due. This definition of default is determined by considering the business environment in which entity operates and other macro-economic factors.

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Notes to Financial Statements - (continued)

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37 FINANCIAL RISK MANAGEMENT - (continued)

Risk	Exposure arising from	Risk Parameters and Mitigation
a.	Cash and Cash Equivalents	Surplus cash is deposited only with banks / financial institutions with a high external credit rating.
b.	Domestic Trade Receivables	i) Domestic sales to the Dealers are based on advance payments received through banking channels or through inventory funding facilities availed by them from the banks. ii) The Group extends limited credit to the dealers and such extension of credit is based on dealers' credit worthiness, ability to repay and past track record. iii) The Group has extensive reporting systems and review to constantly monitor the outstandings.
c.	Export Trade Receivables	The Group's export business is mostly based on Letters of credit. Export receivables are also covered through Insurance with Export Credit Guarantee Corporation of India Limited.

(A) Credit risk (Except Loans from Financing Activity covered under Note No. 38)

4) Credit risk (except loans with financing activity covered under Note No. 63)

Basis of recognition of expected credit loss provision						
Rating	Category	Description of category	Investments	Loans and deposits	Trade receivables	
1	High Quality assets, negligible credit risk	Assets where the counter-party has strong capacity to meet the obligations and where the risk of default is negligible or nil.	12 month expected credit losses		Life time expected credit losses (simplified approach)	
2	Quality assets, low credit risk	Assets where there is low risk of default and where the counter-party has sufficient capacity to meet the obligations and where there has been low frequency of defaults in the past.				
3	Standard Assets, moderate credit risk	Assets where the probability of default is considered moderate and where the counter-party's capacity to meet the obligations is not strong.				
4	Substandard Assets, relatively high credit risk	Assets where there has been a significant increase in credit risk since initial recognition.	Life time expected credit losses			
5	Low quality assets, very high credit risk	Assets where there is a high probability of default. Also includes assets where the credit risk of counter-party has increased significantly though payments may not be more than 180 days past due.				
6	Doubtful assets, credit impaired	Assets are written off when there is no reasonable expectation of recovery, such as a debtor declaring bankruptcy or failing to engage in a repayment plan with the group. Where loans or receivables have been written off, the group continues to engage in enforcement activity to attempt to recover the receivable due. Where recoveries are made, these are recognised in statement of profit and loss.	Asset is written off			

31-Mar-25

a) Expected credit loss for investments, loans and other financial assets

Particulars	Internal rating	Asset/ Asset group	Gross carrying amount	Expected probability of default	Expected credit loss	Carrying amount net of impairment provision
Loss allowance measured at 12 month expected credit loss	2	Investments at amortised cost	311.74	0%	-	311.74
	1	Other financial assets	537.07	0%	-	537.07

* For Investment accounted using equity method Refer Note 6

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Notes to Financial Statements - (continued)

(Rupees in crores)

37 FINANCIAL RISK MANAGEMENT – (continued)

b) Expected credit loss for trade receivables under simplified approach

Particulars	0 to 180 days past due	More than 180 days past due	Total
Gross carrying amount	1,259.22	544.65	1,803.87
Expected loss rate	0.71%	8.33%	3.01%
Expected credit losses	8.96	45.38	54.34
Carrying amount of trade receivables	1,250.26	499.27	1,749.53

31-Mar-24

a) Expected credit loss for investments, loans and other financial assets

Particulars	Internal rating	Asset/ Asset group	Gross carrying amount	Expected probability of default	Expected credit loss	Carrying amount net of impairment provision
Loss allowance measured at 12 month expected credit loss	2	Investments at amortised cost	150.20	0%	-	150.20
	1	Other financial assets	310.42	0%	-	310.42

b) Expected credit loss for trade receivables under simplified approach

Particulars	0 to 180 days past due	More than 180 days past due	Total
Gross carrying amount	1,365.78	537.96	1,903.74
Expected loss rate	0.0%	8.99%	2.54%
Expected credit losses	-	48.34	48.34
Carrying amount of trade receivables	1,365.78	489.62	1,855.40

Reconciliation of loss allowance provision - Trade receivables

Loss allowance March 31, 2023	57.90
Changes in loss allowance	(9.56)
Loss allowance March 31, 2024	48.34
Changes in loss allowance	6.00
Loss allowance March 31, 2025	54.34

(B) Liquidity risk

(i) Financing arrangements

The group had access to the following undrawn borrowing facilities at the end of the reporting period:

Particulars	31-Mar-25	31-Mar-24
Floating rate		
- Expiring within one year (bank overdraft and other facilities)	7,237.37	6,566.41
- Expiring beyond one year (bank loans)	-	43.63

The bank overdraft facilities may be drawn at any time and may be terminated by the bank without notice. Subject to the continuance of satisfactory credit ratings, the bank loan facilities may be drawn at any time in INR and have an average maturity ranging 30 to 180 days.

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Notes to Financial Statements - (continued)

(Rupees in crores)

37 FINANCIAL RISK MANAGEMENT – (continued)

(ii) Maturities of financial liabilities

The tables below analyse the group's financial liabilities into relevant maturity groupings based on their contractual maturities for:

- a) all non-derivative financial liabilities, and
- b) net and gross settled derivative financial instruments for which the contractual maturities are essential for an understanding of the timing of the cash flows.

31-Mar-25

Contractual Maturities of Financial Liabilities	Less than 3 months	3 months to 6 months	6 months to 1 year	1 year to 5 years	More than 5 years	Total
Borrowings (Principal portion)	3,009.21	3,718.42	10,036.18	18,194.77	154.73	35,113.31
Trade payables	7,665.70	-	-	-	-	7,665.70
Lease Liabilities	61.92	63.52	131.89	779.42	36.80	1,073.55
Other financial liabilities	671.99	1.50	4.89	6.00	-	684.38
Derivatives	14.57	-	-	-	-	14.57

31-Mar-24

Contractual Maturities of Financial Liabilities	Less than 3 months	3 months to 6 months	6 months to 1 year	1 year to 5 years	More than 5 years	Total
Borrowings (Principal portion)	3,106.85	2,580.12	7,690.85	12,318.30	536.36	26,232.48
Trade payables	6,205.72	299.28	185.68	6.20	-	6,696.88
Lease Liabilities	55.30	55.13	107.72	429.02	85.33	732.51
Other financial liabilities	653.90	-	-	28.62	-	682.52
Derivatives	15.29	-	-	-	-	15.29

Balances due within 12 months equal their carrying balances as the impact of discounting is not significant

(C) Market risk

i) Foreign exchange risk

The Group's exposure to foreign currency risk at the end of the reporting period expressed in INR, are as follows

Particulars	31-Mar-25		31-Mar-24	
	USD	EUR	USD	EUR
<u>Financial Assets</u>				
Trade receivables	1,278.36	56.39	1,544.44	87.45
Investments	248.32	49.70	146.67	8.46
<u>Hedges:</u>				
Derivatives - Forward contracts	(711.31)	(40.45)	(888.20)	(87.45)
<u>Financial liabilities</u>				
Foreign currency loan	629.36	-	1,123.61	-
Trade payables	372.22	17.67	131.25	15.24
<u>Hedges:</u>				
Derivatives - Forward contracts and principal swap	300.13	-	(824.54)	-

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Notes to Financial Statements - (continued)

(Rupees in crores)

37 FINANCIAL RISK MANAGEMENT – (continued)

Sensitivity

The sensitivity of profit or loss to changes in the exchange rates arises mainly from foreign currency denominated financial instruments and the impact on other components of equity arises from foreign forward exchange contracts designated as cash flow hedges.

Particulars	Impact on profit after tax*		Impact on other components of equity*	
	31-Mar-25	31-Mar-24	31-Mar-25	31-Mar-24
USD sensitivity				
INR / USD Increases by 10%	37.03	60.04	(45.46)	(56.84)
INR / USD Decreases by 10%	(37.03)	(60.04)	45.46	56.84
SGD / USD increases by 10%	2.72	11.72	11.91	4.85
SGD /USD decreases by 10%	(2.72)	(11.72)	(11.91)	(4.85)
IDR / USD increases by 10%	1.89	13.54	-	-
IDR / USD decreases by 10%	(1.89)	(13.54)	-	-
EURO sensitivity				
INR / EURO Increases by 10%	2.61	4.95	(2.73)	(5.76)
INR / EURO Decreases by 10%	(2.61)	(4.95)	2.73	5.76
SGD / EURO increases by 10%	3.28	-	0.07	0.56
SGD / EURO decreases by 10%	(3.28)	-	(0.07)	(0.56)

* Holding all other variables constant

ii) Interest Rate risk

Domestic borrowings are based on fixed / variable rate of interest. Normally, for variable short term borrowings, respective geographies' bank lending rate plus margin is followed. Whenever the Group resorts to short term borrowing through Commercial Paper, the rate of interest is fixed in advance. In respect of long term foreign currency borrowings, the interest rates are covered through interest rate swaps (IRS).

Particulars	31-Mar-25	31-Mar-24
Variable rate borrowings	22,844.95	16,329.90
Fixed rate borrowings	9,643.08	9,902.58

Sensitivity	Impact on profit after tax	
	31-Mar-25	31-Mar-24
Increase in interest rates by 100 bps	(163.72)	(108.14)
Decrease in interest rates by 100 bps	163.72	108.14

iii) Price risk

The Group's exposure to equity securities price risk arises from investments held by the group and classified in the balance sheet either as fair value through OCI or at fair value through statement of profit and loss. To manage its price risk from investments in equity securities, the Group diversifies its portfolio. The impact of the changes in price risk is not material.

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37 FINANCIAL RISK MANAGEMENT – (continued)

(D) Impact of hedging activities

i) Disclosure of effects of hedge accounting on financial position

a) Disclosure of effects of hedge accounting on financial position as at 31-03-2025

Type of hedge and risks	Nominal value		Carrying amount hedging instrument		Maturity Date	Changes in fair value of hedging instrument	Changes in the value of hedged item used as the basis for recognising hedge effectiveness
	Assets	Liabilities	Assets	Liabilities			
Cash flow hedge							
(i) Foreign exchange forward contracts, PCFC	751.76	-	15.73	14.57	Apr'24 to Dec'24	1.16	(1.16)
(ii) Principal only swaps & Interest rate swaps	-	600.26	-	-	Jun'24 to Dec'24	-	-

b) Disclosure of effects of hedge accounting on financial position as at 31-03-2024

Type of hedge and risks	Nominal value		Carrying amount hedging instrument		Maturity Date	Changes in fair value of hedging instrument	Changes in the value of hedged item used as the basis for recognising hedge effectiveness
	Assets	Liabilities	Assets	Liabilities			
Cash flow hedge							
(i) Foreign exchange forward contracts, PCFC	975.65	(8.46)	-	15.29	Apr'24 to Dec'24	(15.29)	15.29
(ii) Principal only swaps & Interest rate swaps	-	1,665.99	90.67	13.98	Jun'24 to Dec'24	90.67	(90.67)

ii) Disclosure of effects of hedge accounting on financial performance :

a) for the year ended 31-03-2025

Type of hedge	Change in the value of hedging instrument recognised in other comprehensive income	Hedge ineffectiveness recognised in statement of profit and loss	Amount reclassified from cash flow hedging reserve to statement of profit and loss	Line item affected in statement of profit and loss because of the reclassification
Cash flow hedge : Foreign exchange forward contracts, PCFC & Interest Rate Swap	(7.24)	-	(3.77)	Revenue and Borrowing Cost

b) for the year ended 31-03-2024

Type of hedge	Change in the value of hedging instrument recognised in other comprehensive income	Hedge ineffectiveness recognised in statement of profit and loss	Amount reclassified from cash flow hedging reserve to statement of profit and loss	Line item affected in statement of profit and loss because of the reclassification
Cash flow hedge : Foreign exchange forward contracts, PCFC & Interest Rate Swap	(17.32)	-	(1.35)	Revenue and Borrowing Cost

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38 FINANCIAL RISK MANAGEMENT RELATING TO LOANS RECEIVABLE FROM FINANCING ACTIVITY

Credit Risk

Credit Risk refers to the risk that a counterparty will default on its contractual obligations resulting in financial loss to the company. The company has adopted a policy of only dealing with creditworthy counterparties and obtaining sufficient collateral, where appropriate, as a means of mitigating the risk of financial loss from defaults. The exposure is continuously monitored to determine significant increase in credit risk. The Companies involved in financing activity monitors the credit assessment on a portfolio basis, assesses all credit exposures in excess of designated limits. The Companies involved in financing activity does a risk grading based upon the credit worthiness of the borrowers. All these factors are taken into consideration for computation of ECL.

Other financial assets

Credit risk with respect to other financial assets are extremely low. Based on the credit assessment the historical trend of low default is expected to continue. No provision for Expected Credit Loss (ECL) has been created for Other financial Assets.

Loans

The following table sets out information about credit quality of retail loan assets measured at amortised cost based on number of days past due information. The amount represents gross carrying amount.

Particulars	As at 31-03-2025	As at 31-03-2024
Gross carrying value of loan assets:		
Stage-1 (less than 30 days)	30,157.98	24,359.13
Stage-2 (30-90 days)#	1,529.54	1,305.94
Stage-3 (more than 90 days)*	1,059.49	742.80
Total gross carrying value on reporting date	32,747.01	26,407.87

Includes restructured contracts under one time resolution framework vide RBI circular dated August 6, 2020 and RBI/2 021- 22/31/ DOR.STR.REC.11 /21.04.048/2021-22 dated 5 May 2021 irrespective of days past due on the reporting date.

* Includes restructured contracts under Prudential Framework for Resolution of Stressed Assets vide circular RBI/2018-19/203 DBR.No.BP.BC.45/21.04.048/2018-19 dated 7th June 2019 irrespective of days past due on the reporting date.

Credit Quality

Financial services business has a comprehensive framework for monitoring credit quality of its retail and other loans based on days past due monitoring. Repayment by individual customers and portfolio is tracked regularly and required steps for recovery is taken through follow ups and legal recourse.

Inputs considered in the ECL model

In assessing the impairment of loans assets under Expected Credit Loss (ECL) Model, the loan assets have been segmented into three stages.

The three stages reflect the general pattern of credit deterioration of a financial instrument. The differences in accounting between stages relate to the recognition of expected credit losses and the calculation and presentation of interest revenue.

The Companies involved in financing activity categorises loan assets into stages based on the days past due status:

- Stage 1: 30 days past due
- Stage 2: 31-90 days past due
- Stage 3: more than 90 days past due

Assumptions considered in the ECL model

The financial services business has made the following assumptions in the ECL Model:

- "Loss given default" (LGD) is common for all three stages and is based on loss in past portfolio. Actual cash flows are discounted with average rate for arriving loss rate. Effective Interest Rate (EIR) has been taken as discount rate for all loans.

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Notes to Financial Statements - (continued)

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38 FINANCIAL RISK MANAGEMENT RELATING TO LOANS RECEIVABLE FROM FINANCING ACTIVITY - (continued)

Estimation Technique

The financial services business has applied the following estimation technique in its ECL model:

- "Probability of default" (PD) is applied on Stage 1 and Stage 2 on portfolio basis and for Stage 3 PD is 100%.
- Probability of default for Stage 1 loan assets is calculated as average of historical trend from Stage 1 to Stage 3 in next 12 months.
- Probability of default for Stage 2 loan assets is calculated based on the lifetime PD as average of historical trend from Stage 2 to Stage 3 for the remaining tenor.
- Loss given default is calculated based on discounted actual cash flow on past portfolio in default along with reversals.

The Companies involved in financing activity considers a broad range of forward looking information with reference to external forecasts of economic parameters such as GDP growth, government borrowing, private consumption expenditure, policy interest rates, etc., as considered relevant so as to determine the impact of macroeconomic factors on the Companies involved in financing activity ECL estimates. The internal estimates of PD, LGD rates used in the ECL model may not always capture all the characteristics of the market / external environment as at the date of the financial statements. To reflect this, qualitative adjustments or overlays are made as temporary adjustments to reflect the emerging risks reasonably.

Assessment of significant increase in credit risk

When determining whether the risk of default has increased significantly since initial recognition, the financial services business considers both quantitative and qualitative information and analyses based on the business historical experience, including forward-looking information. The financial services business considers reasonable and supportable information that is relevant and available without undue cost and effort.

The financial services business uses the number of days past due to classify a financial instrument in low credit risk category and to determine significant increase in credit risk in retail. As a backstop, the financial services business considers that a significant increase in credit risk occurs no later than when an asset is more than 30 days past due.

In accordance with the board approved moratorium policy read with the Reserve Bank of India (RBI) guidelines dated March 27, 2020 and April 17, 2020 relating to 'COVID-19 – Regulatory Package', the Companies involved in financing activity has offered moratorium upto six months on the payment of installments falling due between March 1, 2020 and August 31, 2020 to all eligible borrowers. The Companies involved in financing activity has extended One-Time Resolution framework as for COVID-19-related Stress to eligible customers as per applicable RBI guidelines and as per the policy of the Company. The Companies involved in financing activity has classified all restructured accounts done under Prudential Framework for Resolution of Stressed Assets vide circular RBI/2018-19/203 DBR.No.BP.BC.45/21.04.048/2018-19 dated 7th June 2019 in Stage 3 and with regard to restructured contracts done under one time resolution framework vide RBI circular dated August 6, 2020 and RBI/2021- 22/ 31/DOR.STR.REC.11 /21.04.048/2021-22 dated 5th May 2021 in Stage 2 irrespective of days past due status on the reporting date.

COVID-19 (including second wave) has severe impact on global as well as domestic macro and micro economies, businesses and consumers. Due to this uncertainty, Companies involved in financing activity assessments of impairment loss allowance on its loans are subject to a number of management judgements and estimates. Since the Companies involved in financing activity impairment loss allowance estimates are inherently uncertain, actual results may differ from these estimates.

Definition of default

The definition of default used for internal credit risk management purposes is based on RBI Guidelines. Under Ind AS, financial asset to be in default when it is more than 90 days past due. The financial services business considers Loans under default as 'credit impaired' and classified as Stage 3 except for restructured contracts as disclosed above.

Impairment loss

The expected credit loss allowance provision is determined as follows:

Particulars	Stage 1	Stage 2	Stage 3	Total
Gross balance as at 31 st March, 2025	30,157.98	1,529.54	1,059.49	32,747.01
Expected Credit Loss	324.45	328.45	647.79	1,300.69
Expected Credit Loss Rate	1.08%	21.47%	61.14%	3.97%
Net of impairment provision	29,833.53	1,201.09	411.70	31,446.32

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Notes to Financial Statements - (continued)

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38 FINANCIAL RISK MANAGEMENT RELATING TO LOANS RECEIVABLE FROM FINANCING ACTIVITY - (continued)

Particulars	Stage 1	Stage 2	Stage 3	Total
Gross balance as at 31 st March, 2024	24,359.13	1,305.94	742.80	26,407.87
Expected Credit Loss	289.49	253.53	393.04	936.06
Expected Credit Loss Rate	1.19%	19.41%	52.91%	3.54%
Net of impairment provision	24,069.64	1,052.41	349.76	25,471.81

Reconciliation of Expected Credit Loss

Particulars	Stage 1	Stage 2	Stage 3	Grand Total
Balance as at 1st April, 2023	264.75	138.78	306.54	710.07
Transfer to Stage 1	(15.17)	8.74	18.25	11.82
Transfer to Stage 2	13.19	(55.32)	41.91	(0.22)
Transfer to Stage 3	8.78	4.45	(13.17)	0.06
Loan that have derecognised during the period	(39.36)	(48.01)	(113.34)	(200.71)
New Loans originated during the year	114.54	59.15	49.21	222.90
Net Remeasurement of Loss Allowance	(57.24)	145.74	103.64	192.14
Balance as at 31st March, 2024	289.49	253.53	393.04	936.06
Transfer to Stage 1	(19.07)	8.66	10.42	0.01
Transfer to Stage 2	13.19	(117.15)	103.96	-
Transfer to Stage 3	5.27	2.57	(7.84)	-
Loan that have derecognised during the period	(51.64)	(67.96)	(104.94)	(224.54)
New Loans originated during the year	91.52	47.32	50.74	189.58
Net Remeasurement of Loss Allowance	(118.06)	117.74	(20.21)	(20.53)
On account of Business combination	113.75	83.74	222.62	420.11
Balance as at 31st March, 2025	324.45	328.45	647.79	1,300.69

Concentration of Credit Risk

The business manages concentration of risk primarily by geographical region. The following details show the geographical concentrations of the loans at the year end:

Concentration by geographical region in India

Carrying value	31-Mar-25	31-Mar-24
South	11,837.25	10,637.99
West	7,807.03	7,256.11
East	4,737.26	4,252.84
North	8,365.47	4,260.93
Total Loans as at reporting period	32,747.01	26,407.87

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Notes to Financial Statements - (continued)

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39 CAPITAL MANAGEMENT

(a) Risk management

The Group's objectives when managing capital are to

- safeguard their ability to continue as a going concern, so that they can continue to provide returns for shareholders and benefits for other stakeholders, and
- maintain an optimal capital structure to reduce the cost of capital.

In order to maintain or adjust the capital structure, the Group may adjust the amount of dividends paid to shareholders, return capital to shareholders, issue new shares or sell assets to reduce debt.

Consistent with others in the industry, the Group monitors capital on the basis of the following gearing ratio:

Net debt (total borrowings net of cash and cash equivalents) divided by Total 'equity' (as shown in the balance sheet).

The group's strategy is to maintain an optimum gearing ratio. The gearing ratios were as follows:

Particulars	31-Mar-25	31-Mar-24
Net debt (including debt from financing activity)	27,781.00	23,411.60
Total equity	10,156.41	6,991.71
Net debt to equity ratio	2.74	3.35

The Group also monitors interest coverage ratio:

Group's Earnings Before Interest and Taxes (EBIT) divided by interest.

The Group's strategy is to maintain a optimum interest coverage ratio. The interest coverage ratio were as follows:

Particulars	31-Mar-25	31-Mar-24
EBIT (before exceptional item) without including financing activity)	2,709.43	3,073.59
Interest	185.87	287.17
Interest coverage ratio	14.58	10.70

(b) Dividends

Particulars	31-Mar-25	31-Mar-24
(i) <i>Equity shares</i>		
Dividend declared by the Company for the year ended 31 March, 2025 of ₹ 93 per fully paid share during 2024-25	188.16	-
Dividend declared by the Company for the year ended 31 March, 2024 of ₹ 94 per fully paid share during 2023-24	-	190.18
(ii) <i>Dividends not recognised at the end of the reporting period</i>	-	-

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(Rupees in crores)

40 OTHER DISCLOSURES

(i) Contingent liabilities

Details	31-Mar-25	31-Mar-24
(i) Claims against the Group not acknowledged as debt		
- Income tax	65.43	687.17
- Service tax	7.17	8.08
- Value added tax / Sales tax	-	-
- Excise	23.90	33.14
- Customs	-	-
- GST	56.07	14.65
- Others	13.15	6.15
(ii) Guarantees excluding Financial Guarantees	-	100.79
(iii) Other money for which the company is contingently liable	332.08	250.99
Total	497.80	1,100.97

The Group is in the process of filing the appeals with the respective appellate authorities wherever necessary. These appeals are proposed to be filed within the respective due dates.

(ii) Capital commitments

Details	31-Mar-25	31-Mar-24
(i) Estimated amount of contracts remaining to be executed on capital account and not provided for	345.08	252.41
(ii) Investments	0.92	3.72
(iii) Undrawn Loans sanctioned to customers by financial enterprise	41.29	63.47
(iv) Estimated Indemnity amount on account of tax paid due to interpretational difference in GST tax rate	15.94	15.94

(iii) Borrowing Costs Capitalised :

Borrowing cost capitalised during the year ₹ Nil (last year - ₹ 1.78 Cr)

(iv) Composite scheme of arrangement :

On 9th February 2022, the board of directors of the Company approved a composite scheme of arrangement (the Scheme) of Sundaram-Clayton Limited ("Transferee Company" or "Demerged Company") and TVS Holdings Private Limited ("Transferor Company 1") and VS Investments Private Limited ("Transferor Company 2") and Sundaram-Clayton DCD Limited ("Resulting Company") subject to necessary approvals of shareholders, creditors, SEBI, Stock Exchanges, National Company Law Tribunal, Chennai, (NCLT), other governmental authorities and third parties as may be required.

During the year under review, NSE and BSE by their respective letter dated July 29, 2022, issued to the Company have conveyed their "No Objection" on the Scheme, and based on their No Objection, the Company filed an application with Hon'ble National Company Law Tribunal, Chennai Bench, ("Hon'ble NCLT") for approval of the Composite Scheme.

Hon'ble NCLT vide their Order dated November 9, 2022, directed to convene the meetings of the Equity Shareholders, Unsecured Creditors of the Company, and Secured Creditors of Transferor Company 2, on December 16, 2022 ("NCLT Convened Meeting") for their approval. Pursuant to the directions of Hon'ble NCLT, the NCLT Convened Meetings were held, and the resolutions were passed with requisite majority. Post the approval of the shareholders and creditors, the Company filed a petition with Hon'ble NCLT, and the Composite Scheme was sanctioned vide its Order dated March 6, 2023.

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Notes to Financial Statements - (continued)

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40 OTHER DISCLOSURES - (continued)

The Board at its meeting held on March 13, 2023, noted the Hon'ble NCLTs Order and the first part of the Scheme was made effective on March 14, 2023. The Board also authorised the issuance of bonus NCRPS, by fixations of Record Date as March 24, 2023, for the purpose of determining the eligible shareholders of the Company. The third part of the scheme was made effective on June 16, 2023. As part of third part of scheme of arrangement, the carrying value of the assets, liabilities, and reserves of TVS Holding Private Limited as appearing in the consolidated financial statements of the Company have been recognised in the standalone financial statements of the TVS Holdings Limited prior to the demerger, which is in accordance with Ind-AS 103, read with Ind AS Transition Facilitation Group (ITFG). Fourth part of the scheme was made effective on August 4, 2023. The Last part of the scheme was made effective on August 11, 2023.

During the quarter ended 31st March, 2024, TVS Holdings Limited received Certificate of Registration as Core Investment Company ("CIC") from Reserve Bank of India ("RBI") with CIC code-N-07-00904 to commence / carry on the business of non-banking financial institution without accepting public deposits subject to the conditions specified in the Certificate of Registration.

The Comparative Consolidated financial information of corresponding previous year ended taking the merger and demerger into effect is given below:

Particulars	31-Mar-25	31-Mar-24
Revenue from operations	44,993.16	39,881.66
Profit before tax (after Exceptional Item)	3,593.63	2,751.12
Profit after tax (after Exceptional Item)	2,379.34	1,757.42

(v) Leases:

Group as a Lessee

The Group has taken land, warehouses and sales offices across the country on lease for lease period ranging from 6-99 years. Group also has other assets on leases, the lease term here ranges from 2-9 Years.

Wherever the lease includes extension option and it is reasonably certain to exercise that option, the same is considered for computing the lease term. In other cases, the term is limited to initial lease period. Lease term includes non-cancellable period and expected lease period.

Payment made towards short term leases during the year is ₹ 125.48 Cr (Previous year: ₹ 97.52 Cr)

Payment made towards low value asset leases during the year is ₹ Nil (Previous year: ₹ Nil)

Payment relating to leases are disclosed in Cash flow statement

Income from sub-leasing of Right of use asset ₹ 0.39 Cr. (Previous year: ₹ Nil.)

(vi) ADDITIONAL REGULATORY DISCLOSURES AS PER SCHEDULE III OF COMPANIES ACT, 2013

- (i) As per the Group's accounting policy, Property, Plant and Equipment (including Right of Use Assets) and intangible assets are carried at historical cost (less accumulated depreciation & impairment, if any), hence the revaluation related disclosures required as per Additional Regulatory Information of Schedule III (revised) to the Companies Act, is not applicable /do not apply.
- (ii) The Group has not granted Loans or Advances in the nature of loan to any promoters, Directors, KMPs and the related parties (As per Companies Act, 2013), which are repayable on demand or without specifying any terms or period of repayments.
- (iii) No proceedings have been initiated or pending against any Company in the Group for holding any Benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and the rules made thereunder.
- (iv) The Group has sanctioned facilities from banks on the basis of security of current assets. The periodic returns filed by the Companies in the Group with such banks are in agreement with the books of accounts of the Companies in the Group.
- (v) All the Companies in the Group has adhered to debt repayment and interest service obligations on time. "Wilful defaulter" related disclosures required as per Additional Regulatory Information of Schedule III (revised) to the Companies Act, is not applicable /do not apply.

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(Rupees in crores)

40 OTHER DISCLOSURES - (continued)

- (vi) There are no transactions with the companies whose names were struck off under Section 248 of the Companies Act, 2013 or Section 560 of Companies Act, 1956 during the year ended 31st March, 2025.
- (vii) The Group has complied with the number of layers prescribed under clause (87) of Section 2 of the Companies Act, 2013 read with Companies (Restriction on number of Layers) Rules, 2017.
- (viii) The Group has not advanced or loaned or invested funds to any other person(s) or entity(ies), including foreign entities (Intermediaries) with the understanding that the Intermediary shall:
 - (a) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the company (ultimate beneficiaries) or
 - (b) provide any guarantee, security or the like to or on behalf of the ultimate beneficiary
- (ix) The Group has not received any fund from any person(s) or entity(ies), including foreign entities (Funding Party) with the understanding (whether recorded in writing or otherwise) that the Company shall:
 - (a) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (Ultimate Beneficiaries) or
 - (b) provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.
- (x) The Group has not operated in any crypto currency or Virtual Currency transactions.
- (xi) During the year no Company in the Group has not disclosed or surrendered, any income other than the income recognised in the books of accounts in the tax assessments under Income Tax Act, 1961.

41 AMOUNT RECOGNISED IN THE BALANCE SHEET AND THE MOVEMENTS IN THE NET DEFINED BENEFIT OBLIGATION / OTHER EMPLOYEE BENEFITS

Particulars	Defined benefit obligation						Other employee benefits		
	Gratuity			Pension			Leave salary		
	Present value of obligation	Fair value of plan assets	Net amount	Present value of obligation	Fair value of plan assets	Net amount	Present value of obligation	Fair value of plan assets	Net amount
April 1, 2024	290.59	295.57	(4.98)	215.42	-	215.42	156.09	-	156.09
Incumbent Subsidiary									
Balance from incumbent subsidiary	-	-	-	-	-	-	-	-	-
Current service cost	52.15	-	52.15	0.30	-	0.30	0.06	-	0.06
Interest expense / (income)	19.25	18.73	0.52	13.88	-	13.88	6.07	-	6.07
Experience (gains) / losses	-	-	-	-	-	-	-	-	-
Total amount recognised in statement of profit and loss	71.40	18.73	52.67	14.18	-	14.18	6.13	-	6.13
Remeasurements									
Return on plan assets, excluding amounts included in interest expense / (income)	-	5.33	(5.33)	-	-	-	-	-	-
(Gain) / loss from change in financial / demographic assumptions	7.19	-	7.19	12.34	-	12.34	2.55	-	2.55
Experience (gains) / losses	(9.13)	-	(9.13)	0.39	-	0.39	22.31	-	22.31
Total amount recognised in other comprehensive income	(1.94)	5.33	(7.27)	12.73	-	12.73	24.86	-	24.86
Employer contribution	-	43.19	(43.19)	-	-	-	-	-	-
Benefit payments	(29.21)	(29.21)	-	(8.89)	-	(8.89)	(19.24)	-	(19.24)
Effect of Business combination / Disposal	(6.32)	(22.07)	15.75	(16.02)	-	(16.02)	(64.40)	-	(64.40)
March 31, 2025	324.52	311.54	12.98	217.42	-	217.42	103.44	-	103.44

TVS Holdings Limited
(Formerly known as Sundaram-Clayton Limited)

Consolidated Financial Statements of TVS Holdings Limited

Notes to Financial Statements - (continued)

(Rupees in crores)

41 AMOUNT RECOGNISED IN THE BALANCE SHEET AND THE MOVEMENTS IN THE NET DEFINED BENEFIT OBLIGATION / OTHER EMPLOYEE BENEFITS - (continued)

Particulars	Defined benefit obligation						Other employee benefits		
	Gratuity			Pension			Leave salary		
	Present value of obligation	Fair value of plan assets	Net amount	Present value of obligation	Fair value of plan assets	Net amount	Present value of obligation	Fair value of plan assets	Net amount
April 1, 2023	269.15	275.17	(6.02)	193.69	-	193.69	129.05	-	129.05
Balance from incumbent subsidiary	0.58	0.66	(0.08)	-	-	-	1.19	-	1.19
Current service cost	43.14	-	43.14	-	-	-	31.87	-	31.87
Interest expense / (income)	18.59	14.97	3.62	13.41	-	13.41	0.45	-	0.45
Experience (gains) / losses	-	-	-	-	-	-	-	-	-
Total amount recognised in statement of profit and loss	61.73	14.97	46.76	13.41	-	13.41	32.32	-	32.32
Remeasurements									
Return on plan assets, excluding amounts included in interest expense / (income)	-	7.93	(7.93)	-	-	-	-	-	-
(Gain) / loss from change in demographic assumptions	4.77	-	4.77	1.79	-	1.79	0.07	-	0.07
(Gain) / loss from change in financial assumptions	-	-	-	-	-	-	-	-	-
Experience (gains)/losses	(0.55)	-	(0.55)	16.75	-	16.75	1.34	-	1.34
Total amount recognised in other comprehensive income	4.22	7.93	(3.71)	18.54	-	18.54	1.41	-	1.41
Employer contribution	-	50.48	(50.48)	-	-	-	-	-	-
Benefit payments	(22.09)	(22.09)	-	(5.49)	-	(5.49)	(0.28)	-	(0.28)
Effect of Business combination / Disposal	(23.00)	(31.55)	8.55	(4.73)	-	(4.73)	(7.60)	-	(7.60)
March 31, 2024	290.59	295.57	(4.98)	215.42	-	215.42	156.09	-	156.09

(i) Post-Employment benefits

Certain companies in the group has an obligation towards gratuity, a defined benefit retirement plan covering eligible employees. The company has created an Employees' Group Gratuity Fund which has taken a Group Gratuity Assurance Scheme with the Life Insurance Corporation of India. Company's contributions are based on actuarial valuation arrived at the end of each year and charged to Statement of Profit and Loss.

Significant estimates: actuarial assumptions and sensitivity

The significant actuarial assumptions were as follows:

Details	Gratuity		Pension		Leave salary	
	March 31, 2025	March 31, 2024	March 31, 2025	March 31, 2024	March 31, 2025	March 31, 2024
Discount rate	6.51%	6.95%	6.39%	7.06%	6.97%	6.97%
Salary growth rate	5.75%	5.63%	5.75%	6.63%	5.50%	5.50%
Pre- Retirement Mortality rate	IALM (2006-08) Ultimate					
Post- Retirement Mortality rate	LIC Ann (1996-98)					
Attrition Rate	3%	3%	0%	0%	3%	3%

Assumptions regarding future mortality are set based on actuarial advice in accordance with published statistics and experience. These assumptions translate into an average life expectancy in years for a pensioner retiring at 58 years.

TVS Holdings Limited
(Formerly known as Sundaram-Clayton Limited)

Consolidated Financial Statements of TVS Holdings Limited

Notes to Financial Statements - (continued)

(Rupees in crores)

41 AMOUNT RECOGNISED IN THE BALANCE SHEET AND THE MOVEMENTS IN THE NET DEFINED BENEFIT OBLIGATION / OTHER EMPLOYEE BENEFITS - (continued)

(ii) Sensitivity analysis

The sensitivity of the defined benefit obligation to changes in the weighted principal assumptions is:

Gratuity	Change in assumption		Impact on defined benefit obligation			
			Increase in assumption		Decrease in assumption	
Details	March 31, 2025	March 31, 2024	March 31, 2025	March 31, 2024	March 31, 2025	March 31, 2024
Discount rate	0.50%	0.50%	296.84	266.00	320.58	287.15
Salary growth rate	0.50%	0.50%	320.61	287.24	296.67	265.83
Mortality rate	5.00%	5.00%	307.79	274.36	307.72	274.26

Pension	Change in assumption		Impact on defined benefit obligation			
			Increase in assumption		Decrease in assumption	
Details	March 31, 2025	March 31, 2024	March 31, 2025	March 31, 2024	March 31, 2025	March 31, 2024
Discount rate	1.00%	1.00%	197.90	181.31	240.43	220.75
Salary growth rate	1.00%	1.00%	241.60	221.92	196.69	180.12
Mortality rate	5.00%	5.00%	215.27	197.59	219.68	201.31

Leave salary	Change in assumption		Impact on defined benefit obligation			
			Increase in assumption		Decrease in assumption	
Details	March 31, 2025	March 31, 2024	March 31, 2025	March 31, 2024	March 31, 2025	March 31, 2024
Discount rate	0.50%	0.50%	1.32	2.97	10.05	3.20
Salary growth rate	0.50%	0.50%	10.08	3.20	1.25	2.97
Mortality rate	5.00%	5.00%	5.53	0.97	5.51	0.97

The above sensitivity analysis are based on a change in an assumption while holding all other assumptions constant. In practice, this is unlikely to occur, and changes in some of the assumptions may be correlated. When calculating the sensitivity of the defined benefit obligation to significant actuarial assumptions the same method (present value of the defined benefit obligation calculated with the projected unit credit method at the end of the reporting period) has been applied when calculating the defined benefit liability recognised in the balance sheet.

(iii) Risk exposure

Through its defined benefit plans, The Group is exposed to a number of risks, the most significant of which are detailed below:

Asset volatility: The plan liabilities are calculated using a discount rate set with reference to bond yields; if plan assets underperform this yield, this will create a deficit. Most of the plan asset investments is in fixed income securities with high grades and in government securities. These are subject to interest rate risk and the fund manages interest rate risk with derivatives to minimise risk to an acceptable level. A portion of the funds are invested in equity securities and in alternative investments which have low correlation with equity securities. The equity securities are expected to earn a return in excess of the discount rate and contribute to the plan deficit. The group has a risk management strategy where the aggregate amount of risk exposure on a portfolio level is maintained at a fixed range. Any deviations from the range are corrected by rebalancing the portfolio. The group intends to maintain the above investment mix in the continuing years.

TVS Holdings Limited
(Formerly known as Sundaram-Clayton Limited)

Consolidated Financial Statements of TVS Holdings Limited

Notes to Financial Statements - (continued)

41 AMOUNT RECOGNISED IN THE BALANCE SHEET AND THE MOVEMENTS IN THE NET DEFINED BENEFIT OBLIGATION / OTHER EMPLOYEE BENEFITS - (continued)

Changes in bond yield: A decrease in bond yields will increase plan liabilities, although this will be partially offset by an yields increase in the value of the plans' bond holdings.

Inflation risks: In the pension plans, the pensions in payment are not linked to inflation, so this is a less material risk.

Life expectancy: The pension plan obligations are to provide benefits for the life of the member, so increases in life expectancy will result in an increase in the plan liabilities. This is particularly significant where inflationary increases result in higher sensitivity to changes in life expectancy.

(iv) Defined contribution plans:

The Group's contribution to defined contribution plan i.e., provident fund of ₹ 117.65 crores (previous year ₹ 91.22 crores) has been recognised in the Consolidated of Profit and Loss.

42 RELATED PARTY DISCLOSURES

LIST OF RELATED PARTIES

- | | |
|------------------------|--|
| a) Reporting entity: | TVS Holdings Limited, Chennai |
| b) Controlling entity: | (i) VS Trust (Mr. Venu Srinivasan, Trustee) (from 16 th June, 2023) |
| c) Subsidiaries: | (i) TVS Motor Company Limited, Chennai
(ii) Home Credit India Finance Private Limited (w.e.f. 3 rd February, 2025)
(iii) TVS Digital Limited, Chennai (Formerly known as TVS Housing Limited) (w.e.f. 16 th September, 2024)
(iv) TVS Emerald Limited (Formerly known as Emerald Haven Realty Limited) (Upto 31 st December, 2024)
(v) Sundaram-Clayton (USA) Limited, USA (upto 10 th August, 2023)
(vi) Sundaram-Clayton DCD Limited, Chennai (upto 10 th August, 2023)
(vii) Sundaram Holding USA Inc, Delaware, USA (upto 10 th August, 2023)
(viii) Sundaram-Clayton GmbH, Germany (upto 10 th August, 2023)
(vii) TVS Holdings (Singapore) Pte. Limited (from 11 th January, 2024) |

Subsidiary companies of TVS Motor Company Limited:

- | | |
|--------|--|
| (i) | Sundaram Auto Components Limited, Chennai |
| (ii) | TVS Digital Limited (Formerly known as TVS Housing Limited), Chennai (upto 16 th September, 2024) |
| (iii) | TVS Motor Services Limited, Chennai |
| (iv) | TVS Credit Services Limited, Chennai |
| (v) | TVS Motor (Singapore) Pte. Limited, Singapore |
| (vi) | TVS Motor Company (Europe) B.V, Amsterdam |
| (vii) | PT. TVS Motor Company Indonesia, Jakarta |
| (viii) | TVS Electric Mobility Limited, Chennai |
| (ix) | TVS Motor Company, DMCC, UAE (w.e.f. 27 th June, 2024) |
| (x) | DriveX Mobility Private Limited, Coimbatore (Formerly known as Nkars Mobility Millennial Solutions Private Limited) (w.e.f. 23 rd December, 2024) |

TVS Holdings Limited
(Formerly known as Sundaram-Clayton Limited)

Consolidated Financial Statements of TVS Holdings Limited

Notes to Financial Statements - (continued)

42 RELATED PARTY DISCLOSURES - (continued)

Associate companies:

- (i) Sundram Non-Conventional Energy Systems Limited, Chennai (upto 10th August, 2023)
- (ii) TVS Training and Services Limited, Chennai

Associate companies of TVS Motor Company Limited:

- (i) Ultraviolette Automotive Private Limited, Bengaluru
- (ii) Tagbox Solutions Private Limited, Bengaluru (upto 30th March, 2024)
- (iii) DriveX Mobility Private Limited, Coimbatore (Formerly known as Nkars Mobility Millennial Solutions Private Limited) (upto 22nd December, 2024)
- (iv) Indian Foundation for Quality Management, Bengaluru (upto 10th March, 2025)

Subsidiary companies of TVS Credit Services Limited:

- (i) Harita ARC Services Private Limited, Chennai
- (ii) Harita Two Wheeler Mall Private Limited, Chennai
(Formerly known as TVS Two Wheeler Mall Private Limited, Chennai)
- (iii) TVS Housing Finance Private Limited, Chennai

Subsidiary companies of TVS Motor (Singapore) Pte Limited:

- (i) The Norton Motorcycle Co Limited, UK
- (ii) TVS Digital Pte Limited, Singapore
- (iii) The GO Corporation, Switzerland (GO AG),
- (iv) Swiss E-mobility (Group) Holding AG, Switzerland
- (v) EBCO Limited, UK
- (vi) Celerity Motor GmbH, Germany

Associate Companies of TVS Motor (Singapore) Pte Ltd

- (i) Killwatt GmbH, Germany
- (ii) ION Mobility Pte. Ltd., Singapore

Subsidiary companies of Sundaram Holding USA Inc, Delaware, USA (upto 10th August, 2023]

- (i) Green Hills Land Holding LLC, USA
- (ii) Component Equipment Leasing LLC, USA
- (iii) Sundaram-Clayton USA LLC, USA
- (iv) Premier Land Holding LLC, USA

Subsidiary company of GO AG, Zurich:

- (i) EGO Movement Stuttgart, GmbH, Germany

Subsidiary company of Swiss E-mobility (Group) Holding AG, Switzerland:

- (i) Swiss E-Mobility Group (Schweiz) AG Switzerland
- (ii) Colag E-Mobility GmbH, Germany
- (iii) Alexand'Ro Edouard'O Passion Vélo Sàrl, Switzerland
- (iv) Swiss E-mobility group (österreich) GmbH, Austria

Associate Companies of TVS Digital Pte Ltd, Singapore:

- (i) Predictronic Corp, USA
- (ii) Tagbox Pte Ltd, Singapore (upto 19th June, 2024)
- (iii) Altizon Inc, USA
- (iv) Scienaptic Systems Inc, USA (upto 27th December, 2024)

TVS Holdings Limited
(Formerly known as Sundaram-Clayton Limited)

Consolidated Financial Statements of TVS Holdings Limited

Notes to Financial Statements - (continued)

42 RELATED PARTY DISCLOSURES - (continued)

Subsidiaries of TVS Emerald Limited

(Formerly Known as Emerald Haven Realty Limited) (upto 31st December, 2024)

- (i) Emerald Haven Projects Private Limited, Chennai
- (ii) Emerald Haven Property Development Limited, Chennai
- (iii) Happiness Harmony Property Developers Private Limited
- (iv) Emerald Haven Realty Developers (Paraniputhur) Private Limited, Chennai
- (v) Emerald Haven Towers Limited, Chennai
- (vi) Emerald Haven Development Limited, Chennai
- (vii) Emerald Haven Life Spaces (Radial Road) Limited, Chennai
- (viii) Emerald Haven Town & Country Limited, Chennai
- (ix) Emerald Haven Residences Private Limited, Chennai (from 19th June, 2023)
- (x) Emerald Haven Properties Private Limited, Chennai (from 8th January, 2024)
- (xi) Emerald Haven Builders Private Limited, Chennai (from 9th January, 2024)
- (xii) Radial Road Phase II IT Park Private Limited
- (xiii) Radial Road Phase III IT Park Private Limited

Associate of TVS Emerald Limited

(Formerly Known as Emerald Haven Realty Limited) [Upto 31st December, 2024]

Emerald Haven Housing Private Limited, Chennai

- | | |
|--|---|
| d) Enterprises under common control | <ul style="list-style-type: none"> (i) Sundaram-Clayton Limited, Chennai (ii) TVS Emerald Limited (Formerly known as Emerald Haven Realty Ltd), Chennai (from 1st January, 2025) (iii) Sundaram-Clayton (USA) Limited, USA (iv) Sundaram-Clayton DCD Limited, Chennai (v) Sundaram Holding USA Inc, Delaware, USA (vi) Sundaram-Clayton GmbH, Germany |
| e) Enterprises in which directors are interested | <ul style="list-style-type: none"> (i) Trichur Sundaram Santhanam & Family Private Limited, Chennai (ii) T.V Sundram Iyengar & Sons Private Limited, Madurai (iii) Dua Associates, Delhi (iv) Dua Consulting Private Limited, Delhi (v) McCann-Erickson (India) Private Limited, Delhi (vi) Lakshmi Energy and Environment Design Private Limited, Coimbatore (vii) TVS Organics Private Limited, Chennai (viii) Adwaith Lakshmi Industries Private Limited, Coimbatore (from 01st April, 2023) (ix) ROCAF SDN BHD, Malaysia (x) Bayswater Partners Investments (xi) Harita Accessories LLP, Chennai (xii) Future Accessories LLP, Chennai (xiii) Khaitan & Co, Mumbai (xiv) VEE ESS Trading Private Limited |

TVS Holdings Limited
(Formerly known as Sundaram-Clayton Limited)

Notes to Financial Statements - (continued)

42 RELATED PARTY DISCLOSURES - (continued)

- | | |
|---------|---|
| (xv) | TVS Emerald Limited (Formerly known as Emerald Haven Realty Limited)
(w.e.f. 31 st December, 2024) |
| (xvi) | TVS Automobile Solutions Private Limited |
| (xvii) | TVS Cheema Scholarship Foundation |
| (xviii) | Veeyes Charities Foundation |
| f) | <p>Key management personnel (KMP) <u>Executive Directors:</u></p> <p>(i) Mr. Venu Srinivasan, Chairman Emeritus and Managing Director (upto 10th August, 2023)</p> <p>(ii) Dr. Lakshmi Venu, Managing Director (upto 10th August, 2023)</p> <p>(iii) Mr. Sudarshan Venu, Managing Director (w.e.f 11th September, 2023)</p> <p>(iv) Mr. K Gopala Desikan, Director & Group CFO</p> <p><u>Non-Executive Directors:</u></p> <p>(i) Mr. Venu Srinivasan, Chairman (w.e.f 11th August, 2023)</p> <p>(ii) Mr. R Gopalan</p> <p>(iii) Mr. Sudarshan Venu (upto 10th September, 2023)</p> <p>(iv) Mr. Rajesh Narasimhan (upto 11th August, 2023)</p> <p><u>Independent Directors:</u></p> <p>(i) Ms. Sasikala Varadachari</p> <p>(ii) Mr. C R Dua</p> <p>(iii) Mr. Anuj Shah</p> <p>(iv) Mr. Timm Tiller (w.e.f 11th September, 2023)</p> |
| g) | Relative of KMP (i) Dr. Malini Srinivasan |
| h) | Others (i) Srinivasan Trust |
| | (ii) Srinivasan Services Trust |
| | (iii) TVSM Employees Stock Option Trust |
| i) | Post employment benefit plans (i) Sundaram-Clayton Limited Employees Provident Fund, Chennai (upto 10 th August, 2023) |
| | (ii) Sundaram-Clayton Limited Employees Gratuity Fund, Chennai (upto 10 th August, 2023) |
| | (iii) TVS Motor Company Employees' Gratuity Fund |
| | (iv) TVS Motor Company Employees' Provident Fund |

TVS Holdings Limited
(Formerly known as Sundaram-Clayton Limited)

Consolidated Financial Statements of TVS Holdings Limited

Notes to Financial Statements - (continued)

42 RELATED PARTY DISCLOSURES - (continued)

(Rupees in crores)

Sl No	Nature of transactions	Name of the Company	Holding Company	Associates	KMP	Relative of KMP	Enterprise in which directors are interested	Enterprise under common control	Other related party	Total
1	Purchase of goods	Sundaram-Clayton Limited, Chennai	-	-	-	-	-	426.83	-	426.83
		TVS Organics Private Limited, Chennai	-	-	-	-	0.90	-	-	0.90
		Ultraviolette Automotive Private Limited, Bengaluru	-	0.85	-	-	-	-	-	0.85
			-	0.85	-	-	0.90	426.83	-	428.58
			-	(1.40)	-	-	(0.70)	(255.24)	-	(257.34)
2	Sale of goods (including sub contract charges)	DriveX Mobility Private Limited, Coimbatore (upto 22 nd December, 2024)	-	0.21	-	-	-	-	-	0.21
		Sundaram- Clayton Limited, Chennai	-	-	-	-	-	20.49	-	20.49
			-	0.21	-	-	-	20.49	-	20.70
			-	(0.06)	-	-	-	(9.60)	-	(9.66)
3	Purchase of power	Sundram Non Conventional Energy Systems Limited, Chennai	-	-	-	-	-	-	-	-
			-	(0.37)	-	-	-	-	-	(0.37)
4	Purchase of asset	Sundaram-Clayton Limited, Chennai	-	-	-	-	-	108.00	-	108.00
		Trichur Sundaram Santhanam & Family Private Limited, Chennai	-	-	-	-	1.87	-	-	1.87
		Key Management Perssonel	-	-	18.71	-	-	-	-	18.71
			-	-	-	-	-	-	-	128.58
			-	(0.61)	-	-	-	-	-	(0.61)
5	Sale of Assets	Trichur Sundaram Santhanam & Family Private Limited, Chennai	-	-	-	-	0.35	-	-	0.35
			-	-	-	-	-	-	-	0.35
			-	-	-	-	-	(0.29)	-	(0.29)
6	Rendering of services	Future Accessories LLP, Chennai	2.13	-	-	-	-	-	-	2.13
		Harita Accessories LLP, Chennai	0.04	-	-	-	-	-	-	0.04
		TVS Emerald Limited (with effect from 1 st January, 2025)	-	-	-	-	-	1.73	-	1.73
		Sundaram-Clayton Limited, Chennai	-	-	-	-	-	10.09	-	10.09
			2.17	-	-	-	-	11.82	-	13.99
			-	(1.38)	-	-	-	(6.74)	-	(8.12)
7	Availing of services	Sundaram-Clayton Limited, Chennai	-	-	-	-	-	6.54	-	6.54
		TVS Emerald Limited (with effect from 1 st January, 2025)	-	-	-	-	-	0.24	-	0.24
		McCann-Erickson (India) Private Limited, Delhi	-	-	-	-	0.90	-	-	0.90
		Dua Associates, Delhi	-	-	-	-	0.06	-	-	0.06
		Dua Consulting Private Limited, Delhi	-	-	-	-	1.12	-	-	1.12
		Trichur Sundaram Santhanam & Family Private Limited, Chennai	-	-	-	-	0.16	0.03	-	0.19
		TVS Training & Services Limited, Chennai	-	0.03	-	-	-	-	-	0.03
		TVS Automobile Solutions Private Limited	-	-	-	-	0.17	-	-	0.17
		Director of Subsidiary	-	-	-	-	-	-	8.57	8.57
		Khaitan & Co LLP	-	-	-	-	-	0.58	-	0.58
		Khaitan & Co, Mumbai	-	-	-	-	-	0.95	-	0.95
			-	0.03	-	-	2.41	8.34	8.57	19.35
			-	(0.37)	-	-	(11.83)	(13.58)	-	(25.78)

TVS Holdings Limited
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Consolidated Financial Statements of TVS Holdings Limited

Notes to Financial Statements - (continued)

42 RELATED PARTY DISCLOSURES - (continued)

(Rupees in crores)

Sl No	Nature of transactions	Name of the Company	Holding Company	Associates	KMP	Relative of KMP	Enterprise in which directors are interested	Enterprise under common control	Other related party	Total
8	Remuneration paid	Key Management Personnel	-	-	144.35	-	-	-	-	144.35
			-	-	(72.05)	-	-	-	-	(72.05)
9	Investments	VEE ESS Trading Private Limited (Sale of TVS Emerald Limited shares)	-	-	-	-	485.85	-	-	485.85
			-	(141.88)	-	(44.67)	-	-	(42.92)	(229.47)
10	Dividend paid	VS Trust (Mr. Venu Srinivasan, Trustee)	-	-	-	-	-	-	206.21	206.21
		TVS Holdings Limited	-	-	-	-	-	-	-	-
			-	-	-	-	-	-	-	-
			-	-	-	-	-	-	-	-
11	Donation	TVS Cheema Scholarship Foundation	-	-	-	-	39.98	-	-	39.98
		Veeyes Charities Foundation	-	-	-	-	7.00	-	-	7.00
			-	-	-	-	46.98	-	-	46.98
			-	-	-	-	(8.30)	-	-	(8.30)
12	Others	Srinivasan Services Trust - CSR contribution	-	-	-	-	-	-	54.02	54.02
		TVS Employees Stock Option Trust - Purchase of Shares	-	-	-	-	-	-	95.27	95.27
			-	-	-	-	-	-	139.29	139.29
			-	-	-	-	-	-	(30.00)	(30.00)
13	Contribution to post employment benefit plans	Sundaram-Clayton Limited Employees Provident Fund, Chennai	-	-	-	-	-	-	0.21	0.21
		Sundaram-Clayton Limited Employees Gratuity Fund, Chennai	-	-	-	-	-	-	0.01	0.01
		TVS Motor Company Employees Provident Fund, Chennai	-	-	30.37	-	-	-	-	30.37
		TVS Motor Company Employees Gratuity Fund, Chennai	-	-	142.75	-	-	-	-	142.75
			-	-	173.12	-	-	-	0.22	173.34
			-	-	-	-	-	-	(214.66)	(214.66)
14	Outstanding as on 31 st March, 2025 Receivables	Ultraviolette Automotive Private Limited, Bengaluru	-	0.02	-	-	-	-	-	0.02
		TVS Training and Services Limited, Chennai (Associates)	-	0.12	-	-	-	-	-	0.12
		Trichur Sundaram Santhanam & Family Private Limited, Chennai	-	-	-	-	0.21	-	-	0.21
		Sundaram-Clayton Limited, Chennai	-	-	-	-	-	4.59	-	4.59
		TVS Emerald Limited	-	-	-	-	-	15.36	-	15.36
		Emerald Haven Development Limited, Chennai (with effect from 1 st January, 2025)	-	-	-	-	-	0.16	-	0.16
		TVS Cheema Scholarship Foundation	-	-	-	-	0.48	-	-	0.48
			-	0.14	-	-	0.21	4.59	-	4.94
			-	(0.18)	-	-	(0.54)	(1.25)	-	(1.97)
15	Outstanding as on 31 st March, 2025 Payables	Sundaram-Clayton Limited, Chennai	-	-	-	-	-	3.31	-	3.31
		T.V Sundram Iyengar & Sons Private Limited, Madurai	-	-	-	-	0.03	-	-	0.03
		TVS Emerald Limited	-	-	-	-	-	-	0.26	0.26
			-	-	-	-	0.03	3.31	0.26	3.60
			-	(0.11)	-	-	(0.42)	(1.35)	-	(1.88)

Previous year's figures are furnished in brackets

TVS Holdings Limited
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Consolidated Financial Statements of TVS Holdings Limited

Notes to Financial Statements - (continued)

(Rupees in crores)

43 SEGMENT REVENUES, RESULTS AND OTHER INFORMATION

Information about primary business segments

Particulars	Business Segments							
	Automotive Vehicle and Parts		Financial Services		Others		Total	
	2024-25	2023-24	2024-25	2023-24	2024-25	2023-24	2024-25	2023-24
External sales - domestic	28,619.76	26,284.07	7,413.56	6,210.16	427.16	367.54	36,460.48	32,861.77
- exports	9,216.31	8,032.94	-	-	-	-	9,216.31	8,032.94
Inter segment sales	-	-	-	-	-	-	-	-
Total sales	37,836.07	34,317.01	7,413.56	6,210.16	427.16	367.54	45,676.79	40,894.71
Less: Inter segment sales	102.84	745.87	541.10	196.10	-	36.64	643.94	978.61
Net Revenue (excluding other operating revenue)	37,733.23	33,571.14	6,872.46	6,014.06	427.16	330.90	45,032.85	39,916.10
Segment results before interest and tax	2,850.52	2,245.92	1,195.75	883.44	(18.27)	30.74	4,028.00	3,160.10
Add: Share of Associate profit							(74.54)	(43.62)
Less: Interest							359.83	365.36
Profit / (Loss) before tax from continuing operations							3,593.63	2,751.12
Less: Taxes of continuing operation							1,214.29	993.70
Profit after tax from continuing operations							2,379.34	1,757.42
Profit / (Loss) before tax from Discontinued operations							22.49	35.30
Less: Taxes of discontinued operation							(7.42)	10.34
Profit after tax from Discontinued operations							29.91	24.96
Profit / (Loss) after tax							2,409.25	1,782.38
Segment Assets	15,958.71	13,761.47	38,222.50	28,553.02	-	2,412.26	54,181.21	44,726.75
Segment Liabilities	12,354.75	10,411.38	31,670.05	25,169.55	-	2,154.11	44,024.80	37,735.04
Segment Depreciation	999.36	943.44	65.29	65.01	2.20	2.57	1,066.85	1,011.02

Note:

Previous year's figures have been regrouped wherever necessary to conform to this year's classification.

TVS Holdings Limited
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Consolidated Financial Statements of TVS Holdings Limited

Notes to Financial Statements - (continued)

(Rupees in crores)

44 REVENUE FROM CONTRACT WITH CUSTOMERS

A Disaggregated revenue

Revenue from contracts with customers are disaggregated into categories that depict how the nature, amount, timing and uncertainty of revenue and cash flows are affected by economic factors. The Group identifies the product lines, amongst others to indicate the factors as mentioned above. The details of revenue from contracts with customers on the basis of various product lines are as under :

Sl. No.	Particulars	For the year ended 31-03-2025	For the year ended 31-03-2024
	Geographical markets		
1.	Domestic	36,018.11	32,065.65
2.	Exports	8,975.05	7,816.01
		44,993.16	39,881.66

B The Group operates in the segments of automotive vehicle and its parts, Automotive components and financial services. The information provided above is in line with the segmental information provided under Ind AS 108 in Note. 43.

C Reconciliation of contracts with customers

Contract Assets

Particulars	For the year ended 31-03-2025	For the year ended 31-03-2024
Trade Receivables	1,788.99	1,903.74
Unbilled Revenue	14.88	—
	1,803.87	1,903.74

Contract Liabilities

Particulars	For the year ended 31-03-2025	For the year ended 31-03-2024
Advance from customers	394.01	295.18
Unearned revenue	—	1,595.16
	394.01	1,890.34

Movement of contract liabilities for the reporting period given below:

Particulars	For the year ended 31-03-2025	For the year ended 31-03-2024
Contract Liabilities at the beginning of the period	1,890.34	355.81
Add / (Less) :		
Due to business Combination	-	1,595.16
Due to transfer of business	(1,595.16)	-
Consideration received during the year as advance	394.01	295.18
Revenue recognized from contract liability	(295.18)	(355.81)
Contract Liabilities at the end of the period	394.01	1,890.34

Payment is received in advance towards contracts entered with customers, and is recognised as a contract liability. As and when the performance obligation is met the same is recognized as revenue.

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Consolidated Financial Statements of TVS Holdings Limited

Notes to Financial Statements - (continued)

(Rupees in crores)

44 REVENUE FROM CONTRACT WITH CUSTOMERS - (continued)

D Transaction price allocated to the remaining performance obligations

The Group's contracts with customers are short term(i.e., the performance obligations are expected to be met within one year or less). Therefore, taking the practical expedient, the details on transaction price allocated to the remaining performance obligations are not disclosed.

E Reconciliation of revenue with contract price

Sl. No.	Particulars	For the year ended 31-03-2025	For the year ended 31-03-2024
(i)	Contract price	43,561.05	38,649.55
(ii)	Adjustments :		
	Incentive schemes	829.73	705.62
	Transport cost	602.38	526.49
(iii)	Revenue from operations	44,993.16	39,881.66

45 DISCONTINUED OPERATIONS- IND AS 105

During the year 2024-25, the Sundaram Auto Components Ltd (subsidiary) entered in to Business Transfer Agreement with Pricol precision products private limited on 2nd December, 2024 and with Uno Minda Limited on 22nd March, 2025 to transfer the Injection moulding business and seating business, respectively, by way of slump sale.

On 31st January 2025, the subsidiary company completed the sale and transferred its Moulding business as outlined in the Business Transfer agreement and recognized pre-tax gain of ₹ 0.98 Cr for the period ending 31st March, 2025. This gain has been reported under discontinued operations.

Subsequently, on 31st March, 2025, the subsidiary company consummated the sale and transfer of seating business as outlined in the Business transfer agreement and recognized pre tax gain of ₹12.53 Cr for the period ending 31st March, 2025, also included under discontinued operations.

Particulars	As at 31 st March 2025	As at 31 st March 2024
1 Assets and Liabilities disposed through slump sale		
Group of Assets disposed through slump sale	338.97	400.95
Liabilities associated with the group of assets disposed through slump sale	142.06	254.84
2 Major Class of Assets disposed through slump sale		
Property, plant and equipment	137.22	204.68
Capital work in progress	3.48	2.58
Other Intangible assets	17.18	13.67
Right of use of assets	8.99	10.92
Inventories	46.52	44.96
Other Financial assets	6.61	8.04
Trade receivables	102.85	96.79
Other assets	16.11	19.31
Total assets	338.96	400.95
Trade payables	109.30	99.41
Other liabilities and provision	32.76	155.43
Total liability	142.06	254.84
Net assets	196.90	146.11

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Notes to Financial Statements - (continued)

45 DISCONTINUED OPERATIONS- IND AS 105 - (continued)

(Rupees in crores)

Particulars	As at 31 st March 2025	As at 31 st March 2024
3 Financial performance related to Discontinued operations		
Revenue and other Income	744.65	764.33
Less: Expenses	722.16	729.03
Profit before tax	22.49	35.30
Exceptional items (net)	-	-
Profit before tax	22.49	35.30
Tax expenses of discontinued operations - Current tax	2.63	5.79
Tax expenses of discontinued operations - Deferred tax	(10.05)	4.55
Profit after tax	29.91	24.96
4 Cash flow disclosure with respect to Discontinued operations		
Cash and cash equivalents at the beginning of the year	4.44	(1.85)
Cash flow from Operating activities	20.73	58.97
Cash flow from Investing activities	212.18	288.91
Cash flow from Financing activities	(202.99)	(339.04)
Net cash flow generated from Discontinued operations	34.36	6.99

46 EMPLOYEE STOCK OPTION PLAN

(A) Subsidiary (TVS Motor Company) Employee Stock Option Plan

The Subsidiary Company introduced TVS Motor Company Employee Stock Option Plan to provide equity-based incentives to the eligible employees of the Parent Company. The plan is administered by the Nomination and Remuneration Committee of the Parent Company through a Trust.

A maximum of 11,87,717 options may be granted under the Plan. Each option granted under the plan entitles the holder to one equity share of the Parent Company at an exercise price, which is approved by the Nomination and Remuneration Committee (NRC).

As per the plan, NRC grants options to the employees of the Parent Company. The vesting period of the option is one to ten years from the date of grant. Options granted under the Scheme can be exercised within a period of four years from the date of vesting.

Accordingly, NRC granted 3,51,000 options under the Plan and the Trust acquired shares from secondary market for the purpose of implementation of the Plan.

The movement in options are as below:

Particulars	For the year ended 31-03-2025	For the year ended 31-03-2024
Outstanding at the beginning of the year	-	-
Options granted during the year	351,000	-
Options forfeited during the year	-	-
Options exercised during the year	-	-
Outstanding at the end of the year	351,000	-
Options exercisable at the end of the year	-	-

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Consolidated Financial Statements of TVS Holdings Limited

Notes to Financial Statements - (continued)

(Rupees in crores)

46 EMPLOYEE STOCK OPTION PLAN - (continued)

Fair value measurement:

The fair value at grant date is determined using the Black-Scholes Model which takes into account the exercise price, the term of the option, the share price at grant date and expected price volatility of the underlying share, the expected dividend yield and the risk free interest rate for the term of the option.

The key inputs used in Black-Scholes Model for calculating fair value of options under the scheme as on the date of grant are as follows:

The weighted average remaining contractual life of the options outstanding as of 31st March, 2025 was 4 months.

The fair value of the options is estimated on the date of grant using the Black-Scholes Model with the following assumptions:

Particulars	For the year ended 31-03-2025	For the year ended 31-03-2024
No of options granted	3,51,000	-
Dividend yield (%)	0.39%	-
Implied volatility factor (%)	24.66%	-
Risk free rate (%)	7.04%	-
Expected life of options (years)	1.12	-
Weighted average fair value of options per share (₹)	1,263.66	-
Weighted average share price (₹)	1,858.95	-

(B) Subsidiary - TVS Credit Services Limited Employee Stock Option Plan

The Employee Stock Options Scheme titled “ESOP 2024” or “Plan” was approved by the shareholders of the TVS Credit Services Company through the special resolution passed on 11th November, 2024. The Plan grants upto 5,34,800 options. The Plan allows the issue of options to employees who are permanent employees of the TVS Credit Services Company which are convertible to one equity share of the Company subject to payment / recovery of requisite exercise price. As per the Plan, the Nomination and Remuneration Committee grants the options to the employees deemed eligible. The options granted vest over a period of 4 years from the date of the grant in proportions specified in the ESOP Plan. The fair value as on the date of the grant of the options, representing Stock compensation charge, is expensed over the vesting period.

Details of ESOP granted during the year is as follows:

Plan	No. of options granted	Grant Date	No of options outstanding	Vesting condition and vesting period	Exercise Price	Weighted average fair value of the options at the grant date
ESOP 2024	1,55,400	12 th November, 2024	1,55,400	1,461 days	₹ 440	₹ 178.45

TVS Holdings Limited
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Notes to Financial Statements - (continued)

(Rupees in crores)

46 EMPLOYEE STOCK OPTION PLAN - (continued)

Method used for accounting for share based payment plan:

The Company has used the fair value method to account for the compensation cost of stock options to employees. The fair value of options granted are estimated on the date of grant using the Black – Scholes Model. The key assumptions used in Black – Scholes Model for calculating fair value as on the date of respective grants are:

Grant Date	Waited average fair value of the options at the grant date	Weighted average share price	Exercise Price	Expected Volatility*	Option life (years)	Dividend yield (%)	Risk-free interest rate (%)
12 th November, 2024	₹ 178.45	₹ 461.54	₹ 440	33.16%	4	-	6.86%

* Expected volatility calculation is based on volatility of stock prices of comparable companies on NSE based on ex-dividend price.

For the year ended 31st March, 2025, the company has accounted expense of ₹ 0.27 crores as employee benefits expense (note no. 32) on the aforementioned employee stock option plan (Previous year: Nil)

Movement in ESOP

Particulars	As at 31 st March 2025		As at 31 st March 2024	
	No. of options	Weighted average fair value of the options at the grant date (₹ per share)	No. of options	Weighted average fair value of the options at the grant date (₹ per share)
Outstanding at the beginning of the year	-	-	-	-
Granted during the year	1,55,400	178.45	-	-
Forfeited/ cancelled during the year	-	-	-	-
Exercised during the year	-	-	-	-
Outstanding at the end of the year	1,55,400	178.45	-	-
Exercisable at the end of the year	-	-	-	-

Particulars	As at 31 st March 2025 (In days)	As at 31 st March 2024 (In days)
Weighted average remaining contractual life of options outstanding as at year end	1,321	-

TVS Holdings Limited
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Notes to Financial Statements - (continued)

(Rupees in crores)

47 BUSINESS COMBINATION

On 1st October, 2015, our Subsidiary Sundaram Auto Components Limited (SACL) acquired an automobile seat manufacturing business at Nalagarh, Himachal Pradesh to expand its business.

On 7th September, 2017, the TVS Motor Company Limited acquired 16,20,000 (81%) equity shares of M/s. TVS Motor Services Limited, Chennai. This would further strengthen the retail financing for the customers of the Company through its subsidiaries.

On 16th September, 2021, 91,20,858 (80%) equity shares of The GO Corporation (The GO AG) and on 27th January, 2022, 1,14,658 (75%) equity shares of Swiss E-Mobility Group (Holding) AG (SEMG) were acquired.

During the year ended 31st March, 2022, our subsidiary TVS Motor (Singapore) Pte. Ltd. acquired majority stake in two E-Mobility companies in Europe to establish its presence in e-personal mobility space.

On 1st April 2022, 70 (70%) equity shares of EBCO Limited, UK were acquired. Further on 12th April, 2022, (100%) equity shares of Alexand'Ro Edouard'O Passion Vélo Sàrl ("Passion Vélo"), Germany were acquired through its subsidiary Swiss E-Mobility Group (Holding) AG (SEMG).

During the year ended 31st March, 2023, our subsidiary TVS Motor (Singapore) Pte. Ltd. acquired majority stake in two E-Mobility companies in Europe to further strengthen its presence in e-personal mobility space.

On 23rd December, 2024, the Company has acquired further stake of 39.11% in the equity share capital in DriveX Mobility Private Limited, Coimbatore (DriveX) and thereby the Company's holding in DriveX has been increased to 87.38%; consequent to this acquisition, DriveX has become the subsidiary of the Company.

Details of the purchase consideration and goodwill are follows:

Particulars	Business acquired by SACL	TVS Motor Services	GO AG	SEMG	EBCO	Passion Velo	Drive-X	Total
Consideration transferred	9.00	1.62	131.46	488.60	11.64	23.96	97.69	763.97
Non-controlling interest in the acquired entity	-	136.05	(1.12)	55.52	(1.32)	-	0.38	189.50
Acquisition date fair value of previously held equity interest	-	0.38	-	-	-	-	120.55	120.93
Less : Net identifiable assets acquired	6.80	(48.06)	71.23	222.07	(4.40)	11.1	82.04	340.78
Less : Transferred to MI		92.55	29.71	161.87	7.40	-	-	291.53
Goodwill on consolidation	2.20	93.56	29.40	160.18	7.32	12.86	136.58	442.10
Less: Derecognition of Goodwill upon sale of seat manufacturing business	(2.20)	-	-	-	-	-	-	(2.20)
Total goodwill recognised in books								439.90

The goodwill is attributable to the expected synergies on acquisition of the financial services business and e-personal mobility business.

Goodwill is tested for impairment on an annual basis and whenever there is an indication that goodwill may be impaired, relying on a number of factors including operating results, business plans and future cash flows. For the purpose of impairment testing, goodwill acquired in a business is allocated to the Group's cash generating units (CGU) or groups of CGUs expected to benefit from the synergies arising from the business combination.

Total impairment loss of a CGU is allocated first to reduce the carrying amount of goodwill allocated to the CGU and then to the other assets of the CGU pro-rate on the basis of carrying amount of each asset in CGU. An impairment loss on goodwill is recognized in net profit in the Consolidated Statement of Profit and Loss and is not reversed in the subsequent period.

Company assessed impairment of goodwill based on the expected earnings growth of the acquired business.

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Notes to Financial Statements - (continued)

48 INTERESTS IN OTHER ENTITIES

The Group's subsidiaries at 31st March, 2025 are set out below. Unless otherwise stated, they have share capital consisting solely of equity shares that are held directly by the Group, and the proportion of ownership interests held equals the voting rights held by the Group. The country of incorporation or registration is also their principal place of business.

Name of entity	Place of business / country of incorporation	Ownership interest held by the Group		Ownership interest held by non-controlling interests		Principal activities
		31-Mar-25	31-Mar-24	31-Mar-25	31-Mar-24	
TVS Motor Company Limited	India	50.26%	50.26%	49.74%	49.74%	Motor vehicles manufacturing
TVS Digital Limited	India	50.26%	50.26%	49.74%	49.74%	IT Services
Sundaram Auto Components Limited (SACL)	India	50.26%	50.26%	49.74%	49.74%	Automotive components
TVS Motor Company (Europe) B.V., Amsterdam	Netherlands	50.26%	50.26%	49.74%	49.74%	Others
TVS Motor (Singapore) Pte. Limited, Singapore	Singapore	50.26%	50.26%	49.74%	49.74%	Others
PT.TVS Motor Company Indonesia, Jakarta	Indonesia	50.26%	50.26%	49.74%	49.74%	Motor vehicles manufacturing
The Norton Motorcycle Co. Ltd, UK	United Kingdom	50.26%	50.26%	49.74%	49.74%	Motor vehicles manufacturing
TVS Digital Pte Limited, Singapore	Singapore	50.26%	50.26%	49.74%	49.74%	Others
GO AG, Zurich	Switzerland	50.26%	41.63%	49.74%	58.37%	Others
Swiss E-Mobility (Group) Holding AG, Switzerland	Switzerland	50.26%	50.26%	49.74%	49.74%	Others
Premier Land Holding LLC, USA	USA	NA	NA	NA	NA	Others
EGO Movement Stuttgart, GmbH	Germany	50.26%	41.63%	49.74%	58.37%	Others
Swiss E-Mobility Group (Schweiz) AG Switzerland, Zurich	Switzerland	50.26%	50.26%	49.74%	49.74%	Others
Swiss E-Mobility Group, Austria	Austria	50.26%	50.26%	49.74%	49.74%	Others
Colag E-Mobility GmbH, Germany, Nuremberg	Germany	50.26%	50.26%	49.74%	49.74%	Others
TVS Electric Mobility Ltd	India	50.26%	50.26%	49.74%	49.74%	Others

TVS Holdings Limited
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Notes to Financial Statements - (continued)

48 INTERESTS IN OTHER ENTITIES - (continued)

Name of entity	Place of business / country of incorporation	Ownership interest held by the Group		Ownership interest held by non-controlling interests		Principal activities
		31-Mar-25	31-Mar-24	31-Mar-25	31-Mar-24	
TVS Motor Services Limited	India	50.26%	50.26%	49.74%	49.74%	Financial Service
TVS Credit Services Limited	India	44.93%	40.70%	55.07%	59.30%	Financial Service
Harita ARC Private Limited	India	44.93%	40.70%	55.07%	59.30%	Financial Service
TVS Housing Finance Private Limited	India	44.93%	40.70%	55.07%	59.30%	Financial Service
Harita Two Wheeler Mall Private Limited	India	44.93%	40.70%	55.07%	59.30%	Financial Service
EBCO Limited, UK	United Kingdom	50.26%	35.18%	49.74%	64.82%	Others
Alexand'Ro Edouard'O Passion Velo Sarl, Switzerland	Switzerland	50.26%	50.26%	49.74%	49.74%	Others
Celerity Motor GmbH, Germany	Germany	50.26%	50.26%	49.74%	49.74%	Others
TVS Motor Company, DMCC, UAE	UAE	50.26%	NA	49.74%	NA	Others
TVS Emerald Limited (Formerly known as Emerald Haven Realty Ltd)	India	NA	89.26%	NA	10.74%	Others
TVS Holdings Singapore Pte Ltd	Singapore	100.00%	100.00%	NA	NA	Financial Service
Home Credit India Finance Private Limited	India	81.04%	NA	18.96%	NA	Financial Service
DriveX Mobility Private Limited	India	40.77%	NA	59.23%	NA	Others

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Notes to Financial Statements - (continued)

49 ADDITIONAL INFORMATION ON NET ASSETS AND SHARE OF PROFITS AS AT 31st MARCH 2025

Name of the entity	Net Assets (Total Assets - Total Liabilities)		Share in profit or (loss)		Share in other comprehensive income		Share in total comprehensive income	
	As % of consolidated net assets	Amount ₹ in crores	As % of consolidated profit or loss	Amount ₹ in crores	As % of other comprehensive income	Amount ₹ in crores	As % of total comprehensive income	Amount ₹ in crores
1	2	3	4	5	6	7	8	9
Parent								
TVS Holdings Limited, Chennai	34.37%	1,611.12	30.25%	352.14	-9.31%	(2.43)	29.38%	349.71
Subsidiaries - Indian								
TVS Motor Company Limited, Chennai	16.61%	778.48	231.34%	2,693.25	124.98%	32.62	229.01%	2,725.87
TVS Credit Services Limited, Chennai	85.40%	4,003.17	53.52%	623.05	-46.86%	(12.23)	51.32%	610.82
TVS Motor Services Limited, Chennai	7.08%	332.04	-0.31%	(3.61)	0.00%	-	-0.30%	(3.61)
Sundaram Auto Components Limited, Chennai*	1.39%	65.13	-0.53%	(6.19)	-0.73%	(0.19)	-0.54%	(6.38)
Sundaram Auto Components Limited, Chennai^	0.00%	-	2.57%	29.91	0.00%	-	2.51%	29.91
TVS Digital Limited, Chennai	0.10%	4.64	-0.01%	(0.15)	0.00%	-	-0.01%	(0.15)
TVS Electric Mobility Limited, Chennai	0.02%	1.00	0.00%	-	0.00%	-	0.00%	-
Drivex Mobility private limited, Coimbatore	5.24%	245.39	-0.93%	(10.82)	0.00%	-	-0.91%	(10.82)
TVS Emerald Limited [Upto 31 st December, 2024]	0.00%	-	-2.33%	(27.07)	-1.84%	(0.48)	-2.31%	(27.55)
Home Credit India Finance Private Limited	33.82%	1,585.25	-4.88%	(56.81)	18.16%	4.74	-4.37%	(52.07)
Subsidiaries - Foreign								
TVS Motor (Singapore) Pte Limited, Singapore	14.96%	701.35	-14.03%	(163.39)	30.08%	7.85	-13.07%	(155.54)
TVS Motor Company Europe B.V., Amsterdam	0.00%	(0.02)	-0.13%	(1.54)	0.23%	0.06	-0.12%	(1.48)
PT. TVS Motor Company Indonesia, Jakarta	12.39%	580.82	1.68%	19.54	-26.40%	(6.89)	1.06%	12.65
The Norton Motorcycle Co Limited, UK	9.19%	430.58	-33.25%	(387.07)	32.34%	8.44	-31.81%	(378.63)
TVS Motor company DMCC, Dubai	9.45%	443.06	-0.45%	(5.21)	12.41%	3.24	-0.17%	(1.97)
TVS Digital Pte Limited, Singapore	2.32%	108.56	-3.86%	(44.89)	40.19%	10.49	-2.89%	(34.40)
GO AG, Zurich	2.54%	119.19	-5.44%	(63.38)	-6.17%	(1.61)	-5.46%	(64.99)
Swiss E- Mobility (Group) Holding AG, Switzerland	8.94%	418.90	-30.32%	(352.98)	20.27%	5.29	-29.21%	(347.69)
EBCO Limited, UK	0.29%	13.81	-1.48%	(17.18)	-9.35%	(2.44)	-1.65%	(19.62)
Celerity Motor GmbH, Germany	0.96%	45.02	0.02%	0.24	20.84%	5.44	0.48%	5.68
Sub-total		11,487.49		2,577.84		51.90		2,629.74
Non Controlling Interest in all subsidiaries	116.68%	5,469.02	106.95%	1,245.07	87.93%	22.95	106.53%	1,268.02
Sub-total		6,018.47		1,332.77		28.95		1,361.72

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Notes to Financial Statements - (continued)

49 ADDITIONAL INFORMATION ON NET ASSETS AND SHARE OF PROFITS AS AT 31st MARCH 2025 - (continued)

Name of the entity	Net Assets (Total Assets - Total Liabilities)		Share in profit or (loss)		Share in other comprehensive income		Share in total comprehensive income	
	As % of consolidated net assets	Amount ₹ in crores	As % of consolidated profit or loss	Amount ₹ in crores	As % of other comprehensive income	Amount ₹ in crores	As % of total comprehensive income	Amount ₹ in crores
1	2	3	4	5	6	7	8	9
Add: Associates								
(Investment as per the equity method)								
TVS Training and Services Limited, Chennai	0.07%	3.07	-0.04%	(0.44)	0.00%	-	-0.04%	(0.44)
Ultraviolette Automotive Private Limited, Bengaluru	1.35%	63.49	-3.05%	(35.45)	0.00%	-	-2.98%	(35.45)
Predictronics Corp, USA	0.37%	17.37	-0.04%	(0.48)	0.00%	-	-0.04%	(0.48)
Scienaptic Systems Inc., USA	0.00%	-	-0.05%	(0.55)	0.00%	-	-0.05%	(0.55)
Altizon Inc., USA	0.48%	22.59	-0.06%	(0.68)	0.00%	-	-0.06%	(0.68)
DriveX Mobility Private Limited, Coimbatore	1.06%	49.77	-1.62%	(18.88)	0.00%	-	-1.59%	(18.88)
Ion Mobility Pte Ltd, Singapore	0.00%	-	-1.30%	(15.08)	0.00%	-	-1.27%	(15.08)
Killwatt GmbH, Germany	1.36%	63.68	-0.26%	(3.00)	0.00%	-	-0.25%	(3.00)
Indian Foundation for Quality Management, Bengaluru	0.00%	-	0.00%	-	0.00%	-	0.00%	-
Sub-total	133.09%	6,238.44	108.08%	1,258.21	110.92%	28.95	108.14%	1,287.16
Less: Effect of intercompany eliminations	33.09%	1,551.05	8.08%	94.03	10.94%	2.85	8.14%	96.88
Total - Attributable to owners	100%	4,687.39	100%	1,164.18	100%	26.10	100%	1,190.28

Note: The above amounts / percentage of net assets and net profit or (loss) in respect of the parent company, its subsidiaries and associates are determined based on the standalone/consolidated financial statements amounts of the respective entities included in consolidated financial statements before inter-company eliminations / consolidation adjustments

* Continued operations

^ Discontinued operations

50 Previous Year's figures have been regrouped wherever necessary to conform to the current year's classification

VENU SRINIVASAN
Chairman
DIN: 00051523

SUDARSHAN VENU
Managing Director
DIN: 03601690

As per our report annexed
For N.C.RAJAGOPAL & CO.
Chartered Accountants
Firm Regn. No. 003398S

K GOPALA DESIKAN
Director & Group Chief Financial Officer
DIN: 00067107

R RAJA PRAKASH
Company Secretary

ARJUN S
Partner
Membership No. 230448

Place : Chennai
Date : 28th April 2025

TVS Holdings Limited
(Formerly known as Sundaram-Clayton Limited)

Consolidated Financial Statements of TVS Holdings Limited

Annexure

Form AOC-I

Statement containing salient features of the financial statement of subsidiary / associate companies

(Pursuant to first proviso to sub-section (3) of Section 129 of the Companies Act, 2013 read with Rule 5 of Companies (Accounts) Rules, 2014)

Part "A": Subsidiaries

Information in respect of each subsidiary

(Rupees in crores)

Sl.No	Particulars	Indian Subsidiaries										
		TVS Motor Company Limited	Sundaram Auto Components Limited	TVS Motor Services Limited	TVS Credit Services Limited	TVS Two-Wheeler Mall Private Limited	Harita ARC Private Limited	TVS Housing Finance Private Limited	TVS Electric Mobility Limited	Home Credit finance India Pvt Ltd	TVS Digital Limited	Drive-X
		(1)	(2)	(3)	(4)	(5)	(6)	(7)	(8)	(9)	(10)	(11)
1	Date on which subsidiary was acquired	15-11-2001	01-04-2003	07-09-2017	07-09-2017	07-09-2017	07-09-2017	08-09-2017	13-12-2021	03-02-2025	21-06-2010	23-12-2024
2	Reporting period	01-04-2024 to 31-03-2025										
3	Reporting currency	Indian Rupees										
	Closing Exchange rate	Not applicable										
4	Share capital	47.51	11.94	149.63	254.65	^	^	12.00	1.00	1,131.81	3.05	0.02
5	Reserves & Surplus	9,889.14	57.32	15.52	4,693.27	(0.02)	(0.02)	4.30	-	453.44	1.59	36.95
6	Total assets	19,962.89	97.66	224.70	31,052.46	-	-	16.57	1.00	5,970.51	9.59	88.81
7	Total Liabilities	10,026.24	28.40	59.55	26,104.54	0.02	0.02	0.27	-	4,385.26	4.95	51.84
8	Investments	9,271.42	0.48	30.96	299.75	-	-	-	-	-	-	-
9	Turnover from Continuing operations	36,251.32	0.97	0.09	6,630.03	-	-	1.08	-	268.05	27.82	15.28
9	Turnover from Discontinued operations	-	744.64	-	-	-	-	-	-	-	-	-
10	Profit before taxation from Continuing operations	3,628.79	(6.99)	(3.61)	1,025.44	-	-	1.08	-	(62.89)	0.67	(21.66)
11	Profit before taxation from Discontinued operations	-	22.48	-	-	-	-	-	-	-	-	-
12	Provision for taxation from Continuing operations	918.25	(0.69)	-	258.19	-	-	0.27	-	(6.08)	0.17	(14.48)
13	Provision for taxation from Discontinued operations	-	(7.42)	-	-	-	-	-	-	-	-	-
14	Profit after taxation from Continuing operations	2,710.54	(6.30)	(3.61)	767.25	-	-	0.81	-	(56.81)	0.50	(7.18)
15	Profit after taxation from Discontinued operations	-	29.91	-	-	-	-	-	-	-	-	-
16	Proposed Dividend	-	-	-	-	-	-	-	-	-	-	-
17	% of shareholding	50.26	50.26 [#]	50.26 [#]	44.93 [#]	44.93 [#]	44.93 [#]	44.93 [#]	50.25 [#]	81.04	100.00	89.40 [#]

^ Share capital of INR 25,000. # Held through Subsidiary

TVS Holdings Limited
(Formerly known as Sundaram-Clayton Limited)

Consolidated Financial Statements of TVS Holdings Limited

Part "A": Subsidiaries - (continued)

(Rupees in crores)

Sl.No	Particulars	Foreign Subsidiaries									
		TVS Motor Company (Europe) B.V.*	PT TVS Motor Company Indonesia	TVS Motor (Singapore) Pte. Ltd	The Norton Motorcycle Co. Limited	TVS Digital Pte Limited	The GO Corporation*	Swiss E-Mobility Group (Holding) AG *	Celerity Motor GmbH*	EBCO Ltd	TVSM DMCC*
		(12)	(13)	(14)	(15)	(16)	(17)	(18)	(19)	(20)	(21)
1	Date on which subsidiary was acquired	21-07-2005	05-09-2005	21-10-2005	03-04-2020	24-05-2021	16-09-2021	27-01-2022	06-12-2022	01-04-2022	27-06-2024
2	Reporting period	01-04-2024 to 31-03-2025									
3	Reporting currency	USD	IDR	SGD	GBP	SGD	CHF	CHF	EUR	GBP	AED
	Closing Exchange rate	INR 85.48/ USD	INR 0.52/ IDR 100	INR 63.71/ SGD	INR 110.70/ GBP	INR 63.71/ SGD	INR 96.84/ CHF	INR 96.84/ CHF	INR 92.09/ EUR	INR 110.70/ GBP	INR 23.27/ AED
4	Share capital	126.52	906.08	5,308.10	1,607.82	138.78	2.63	2.40	0.22	0.02	210.78
5	Reserves & Surplus	(129.71)	(619.41)	(550.05)	(1,225.70)	(205.35)	4.85	72.73	(17.62)	(1.81)	(1.97)
6	Total assets	0.10	1,087.42	5,427.36	787.63	182.24	85.51	679.84	47.58	19.39	443.14
7	Total Liabilities	3.29	800.75	669.31	405.51	248.81	78.03	604.71	64.98	21.18	234.33
8	Investments	-	-	3,581.72	-	-	-	-	-	-	-
9	Turnover	-	914.52	254.73	41.54	8.93	21.94	506.40	28.92	12.35	0.16
10	Profit before taxation	(1.54)	21.37	(377.88)	(395.57)	(69.25)	(53.74)	(324.75)	0.24	(17.18)	(5.21)
11	Provision for taxation	-	1.83	(1.30)	(8.50)	-	0.03	6.35	-	-	-
12	Profit after taxation	(1.54)	19.54	(376.58)	(387.07)	(69.25)	(53.77)	(331.10)	0.24	(17.18)	(5.21)
13	Proposed Dividend	-	-	-	-	-	-	-	-	-	-
14	% of shareholding	50.26 [#]	50.26 [#]	50.26 [#]	50.26 [#]	50.26 [#]	50.26 [#]	50.26 [#]	50.26 [#]	50.26 [#]	50.26 [#]

* Unaudited financial statement. [#] Held through Subsidiary

- The GO AG, Switzerland includes the consolidation of its subsidiary viz, EGO Movement Stuttgart, GmbH, Germany.
- Swiss E-Mobility Group (Holding) AG include the consolidation of its subsidiaries viz, Swiss E-Mobility Group (Schweiz) AG, Zurich, Switzerland, Colag E-Mobility GmbH, Nuremberg, Germany and Alexand'Ro Edouard'O Passion Vélo Sàrl ("Passion Vélo"), Germany.

Notes:

- Subsidiaries which are yet to commence operations: (1) TVS Two Wheeler Mall Private Ltd, (2) Harita ARC Private Ltd, (3) TVS Electric Mobility Ltd.

TVS Holdings Limited
(Formerly known as Sundaram-Clayton Limited)

Consolidated Financial Statements of TVS Holdings Limited

Part "B": Associates

Statement pursuant to Section 129 (3) of the Companies Act, 2013 related to Associate Companies

(Rupees in crores)

S. No.	Name of Associate	TVS Training and Services Limited	Ultraviolette Automotive Private Limited*	Predictronics Corp*	Altizon Inc*	Kilwatt GmbH*
1.	Latest audited Balance Sheet Date	31-03-2025	31-03-2024	31-12-2023	**	**
2.	Date on which the Associate was acquired	20-02-2013	09-08-2018	17-08-2019	01-02-2021	04-04-2023
3.	Shares of Associate held by the Company on the year end					
	(i) No. of shares	19,06,709	27,166	24,827	8,06,429	24,500
	(ii) Amount of investment in Associates/Joint Venture	1.90	121.00	22.36	25.34	71.50
	(iii) Extent of holding %	21.07	30.83	23.49	20.00	49.00
4.	Description of how there is significant influence	Holding more than 20% of share capital	Subsidiary holding more than or equal to 20% of share capital			
5.	Reason why the associate/ joint venture is not consolidated	Not applicable				
6.	Net worth attributable to Shareholding as per latest audited Balance Sheet	3.27	112.98	0.35	0.46	31.98
7.	Profit / (Loss) for the year:					
	(i) Considered in consolidation	(0.44)	(35.45)	(0.48)	(0.68)	(3.00)
	(ii) Not considered in consolidation	Not Applicable				

* Unaudited financial statements up to 31-03-2025 has been consolidated.

** Audit of financial statements are not mandated by the regulations of the respective country in which the Company is incorporated.

Notes:

- Associates which have been liquidated or sold during the year - Tag box Pte Limited.
- TVS Motor (Singapore) Pte Limited, a wholly owned subsidiary, has divested its stake in ION Mobility Pte. Ltd., and thereby it ceased to be an associate of the Company and that of its wholly owned subsidiary.
- Indian Foundation for Quality Management (IFQM) ceased to be an Associate of the Company as the Company's shareholding had reduced below 20% upon further allotment of shares to other Investors.
- The Company has acquired further stake of 39.11% in the equity share capital in DriveX Mobility Private Limited, Coimbatore (Drive-X) and thereby the Company's holding in Drive-X has been increased to 87.38%; consequent to this acquisition, Drive-X has ceased to be an associate and become the subsidiary of the Company.
- TVS Digital Pte Ltd, Singapore, a step down wholly owned subsidiary of the Company has redeemed part of its stake held in Scienaptic Systems Inc., (Scienaptic) and thereby Scienaptic ceased to be an associate of the Company and that of its step down wholly owned subsidiary.

VENU SRINIVASAN
Chairman
DIN: 00051523

SUDARSHAN VENU
Managing Director
DIN: 03601690

As per our report annexed
For N.C.RAJAGOPAL & CO.
Chartered Accountants
Firm Regn. No. 003398S

K GOPALA DESIKAN
Director & Group Chief Financial Officer
DIN: 00067107

R RAJA PRAKASH
Company Secretary

ARJUN S
Partner
Membership No. 230448

Place : Chennai
Date : 28th April 2025