

13th February 2026

PRINCIPAL TERMS AND CONDITIONS FOR ISSUE OF NON-CONVERTIBLE REDEEMABLE PREFERENCE SHARES OF TVS MOTOR COMPANY LIMITED

Security Name	6% Cumulative Non-Convertible Redeemable Preference Shares
Issuer	TVS Motor Company Limited
Type of Instrument	Cumulative Non-Convertible Redeemable Preference Shares
Nature of Instrument (Secured or Unsecured)	Unsecured
Seniority	Claims of the NCRPS holder shall rank senior to claims by any holder of equity shares of the Company and shall rank pari passu with all other preference shares issued by the Company. Claims of the NCRPS holder shall be subordinate to both secured and unsecured creditors of the Company.
Eligible Shareholders	Each Allottee whose name is recorded in the register of members of our Company and/or the records of the depository(ies) as equity shareholder of our Company on the Record Date i.e., August 25, 2025
Listing (including name of stock Exchange(s) where it will be listed and timeline for listing) / Designated Stock Exchange)	The NCRPS shall be listed on BSE and NSE. NSE shall be the Designated Stock Exchange.
Rating of the Instrument	"A1+" by CARE Ratings Limited vide rating letter dated September 5, 2025 revalidated vide letter dated January 23, 2026
Issue	Bonus 6% Cumulative Non-Convertible Redeemable Preference Shares of face value of ₹ 10 each for an amount aggregating up to ₹ 19,00,34,84,560/-
Issue Size	The Company has issued 1,90,03,48,456 NCRPS of the face value of ₹10 each aggregating to ₹ 19,00,34,84,560/-

Minimum Subscription	Not Applicable
Option to Retain Oversubscription Amount	Not Applicable
Objects of the Issue	<p>The Board of Directors of the Company formulated the Scheme of Arrangement for issuance of NCRPS of our Company by way of bonus, to each Allottee whose name is recorded in the register of members of our Company and/or the records of the depository(ies) as equity shareholder of our Company on the Record Date, by utilizing its general reserves/ retained earnings, 4 NCRPS of our Company of face value of ₹ 10 each fully paid up for every 1 equity share of ₹ 1 each fully paid up held by such Allottee.</p> <p>Kindly refer the section titled "<i>Scheme of Arrangement</i>" on page 40.</p>
Details of the utilisation of the Proceeds	Not Applicable
Dividend Rate	<p>6% per annum payable at annual rests</p> <p>The payment of coupon/ dividend will be at completion of 12 month and for the balance period if, the term extends beyond 12 months, the coupon/ dividend shall be adjusted proportionately for such balance period and paid at the time of the redemption.</p>
Step Up/Step Down Coupon Rate	Not Applicable
Dividend Payment Frequency	The dividend shall be paid out of profits, as and when declared by the Board.
Dividend Payment Date	The dividend shall be paid as and when declared by the Board.
Cumulative / non cumulative, in case of dividend	Cumulative
Coupon Type (Fixed, floating or other structure)	Fixed
Coupon/ Reset rates, Process spread,	Not Applicable

effective date, interest rate cap and floor etc.)	
Day Count Basis	Actual / Actual
Interest on application money	Not Applicable
Default Interest rate	Not Applicable
Tenor	12 months from the Date of Allotment i.e., September 1, 2025
Redemption Date(s)	12 months from the Date of Allotment i.e., September 1, 2025
Redemption Amount	₹ 2014,36,93,634 (Principal repayment of ₹ 1900,34,84,560, Dividend payout of ₹ 114,02,09,074)
Redemption Premium / Discount	At par of ₹ 10
Issue Price	₹ 10 per NCRPS
Discount at which security is issued and the effective yield as a result of such discount	Not Applicable
Put Date	Not Applicable
Put Price	Not Applicable
Call Date	Not Applicable
Call Price	Not Applicable
Put Notification Time (Timelines by which the investor need to intimate Issuer before exercising the put)	Not Applicable
Call Notification Time (Timelines by which the investor need to intimate Issuer before exercising the call)	Not Applicable
Face Value	₹ 10 per NCRPS
Minimum Application size and in multiples of NCRPS thereafter	Not Applicable The Company has allotted 4 NCRPS of face value of ₹ 10 each fully paid up for every 1

	equity share of ₹ 1 each fully paid up held by such Allottee
Issue Timing	Not Applicable
Issue Opening Date	Not Applicable
Issue Closing Date	Not Applicable
Date of earliest closing of the issue, if any	Not Applicable
Pay-in date	Not Applicable
Deemed Date of Allotment	September 1, 2025
Settlement mode of the Instrument	Payment of dividend and Redemption Amount will be made by way of RTGS / NEFT / any other electronic mode / any other permissible mode of payment.
Depositories	National Securities Depository Limited and Central Depository Services (India) Limited.
Disclosure of Dividend / redemption dates	Dividend shall be given only in case of profits. The Redemption Date shall be 12 months from the Date of Allotment i.e., September 1, 2025.
Record Date for issuance of NCRPS	August 25, 2025
All covenants of the issue (including side letters, accelerated payment clause, etc.)	NA
Description regarding Security (where applicable) including type of security (movable/immovable/tangible etc.), type of charge (pledge/hypothecation/ mortgage etc.), date of creation of security/ likely date of creation of security, minimum security cover, revaluation, replacement of security, interest to the debenture holder over and above the coupon rate as specified in the Trust Deed and disclosed in the Disclosure Document	NA

Transaction Documents	This Information Memorandum read with the Scheme of Arrangement
Conditions Precedent to Disbursement	Not Applicable
Conditions Subsequent to Disbursement	Not Applicable
Events of Defaults (including manner of voting /conditions of joining Inter Creditor Agreement)	Not Applicable
Creation of recovery expense fund	Our Company has created recovery expense fund with the Designated Stock Exchange for the purpose of the Issue.
Conditions for breach of covenants (as specified in Debenture Trust Deed)	Not Applicable
Role and Responsibilities of Debenture Trustee	Not Applicable
Risk factors pertaining to the issue	As specified in section titled "Risk Factors" on page 11 of the Information Memorandum
Governing Law and Jurisdiction	The NCRPS are governed by and shall be construed in accordance with the existing laws of India. Any dispute arising thereof will be subject to the exclusive jurisdiction of the courts at Chennai, Tamil Nadu in India.

For TVS Motor Company Limited



K S Srinivasan
Company Secretary