

TVS MOTOR COMPANY LIMITED TVS

CIN: L35921TN1992PLC022845

Registered Office and Corporate Office : "Chaitanya", No.12, Khader Nawaz Khan Road, Nungambakkam, Chennai - 600 006. Tel: 044-2833 2115

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STATUTORY ADVERTISEMENT ISSUED IN COMPLIANCE OF PART-II PARA 5 OF MASTER CIRCULAR SEBI/HO/CFD/POD-2/P/CIR/2023/93 DATED JUNE 20, 2023, READ WITH ANNEXURE-XII-A, PART II, PARA 1 OF MASTER CIRCULAR SEBI/HO/DDHS/DDHS-POD-1/P/CIR/2025/000000103 DATED JULY 11, 2025 PURSUANT TO GRANT OF RELAXATION BY SECURITIES AND EXCHANGE BOARD OF INDIA (SEBI) VIDE THEIR LETTER NO. HO/49/12/16(4)/2026-CFD-RAC-DCR1 DATED FEBRUARY 9, 2026 FROM THE APPLICABILITY OF THE RULE 19(2)(b) OF THE SECURITIES CONTRACT (REGULATIONS) RULES, 1957.

SCHEME OF ARRANGEMENT BETWEEN TVS MOTOR COMPANY LIMITED AND ITS SHAREHOLDERS

This is reference to the Scheme of Arrangement between TVS Motor Company Limited ("Company") and its shareholders approved under sections 230 to 232 and other applicable provisions of the Companies Act, 2013 ("Scheme"). The Scheme was sanctioned by the Hon'ble National Company Law Tribunal, Chennai ("NCLT") vide order dated July 31, 2025 ("NCLT Order").

The Scheme is divided into III parts, which broadly provides as follows: (i) Part I deals with definitions, share capital and date of taking effect and implementation of the Scheme; (ii) Part II deals with issue of Preference Shares by way of bonus; and (iii) Part III deals with general terms and conditions that would be applicable to the Scheme.

The Company filed the NCLT Order in e-Form INC 28 on August 12, 2025, with the Registrar of Companies, Chennai and the Scheme became effective from August 12, 2025. For more details, Scheme is available on website of the Company at www.tvsmotor.com.

Accordingly, in order to implement Part II of the Scheme, the Scheme Implementation Committee of the Board of Directors of the Company on September 01, 2025 has allotted 190,03,48,456 Cumulative Non-Convertible Redeemable Preference Shares ("NCRPS" / "Preference Shares"), as per the ratio prescribed in the Scheme i.e. 4 NCRPS of face value of INR 10 each fully paid up to each equity shareholder of the Company holding every 1 equity share of INR 1 each fully paid up, whose name is recorded in the register of members of the Company and/or the records of the depositary(ies) as equity shareholder of the Company as on Record Date, i.e., August 25, 2025, by way of bonus issue. The NCRPS will be carrying coupon of 6% per annum and were allotted on September 01, 2025 ("Allotment Date"). The NCRPS will be redeemed at par value of ₹ 10 each on the date falling 12 months from the Allotment Date, i.e. September 01, 2025. The NCRPS are proposed to be listed at National Stock Exchange of India Limited ("NSE") and BSE Limited ("BSE") together with NSE referred to as "Stock Exchanges".

The Company has made applications to Stock Exchanges for listing and trading of NCRPS and has received In-Principle approval for listing of NCRPS at NSE and BSE vide their letter no. NSE/LIST/50825 dated November 21, 2025, and letter no. DCS/AMAL/BW/PI/3919/2025-26 dated November 20, 2025, respectively. Further the Company has received exemption letter dated February 9, 2026 from Securities Exchange Board of India ("SEBI") under Rule 19(7) of Securities and Contracts (Regulation) Rules 1957 ("SCR") granting relaxation from provisions of Rule 19(2)(b) of SCR.

DISCLOSURES IN COMPLIANCE WITH PART-II PARA 5 OF MASTER CIRCULAR SEBI/HO/CFD/POD-2/P/CIR/2023/93 DATED JUNE 20, 2023, READ WITH ANNEXURE-XII-A, PART II, PARA 1 OF MASTER CIRCULAR SEBI/HO/DDHS/DDHS-POD-1/P/CIR/2025/000000103 DATED JULY 11, 2025 PURSUANT TO GRANT OF RELAXATION BY SECURITIES AND EXCHANGE BOARD OF INDIA (SEBI) VIDE THEIR LETTER NO. HO/49/12/16(4)/2026-CFD-RAC-DCR1 DATED FEBRUARY 9, 2026 FROM THE APPLICABILITY OF THE RULE 19(2)(b) OF THE SECURITIES CONTRACT (REGULATIONS) RULES, 1957:

a. Name of the Company: TVS Motor Company Limited

b. Address of Registered Office and Corporate Office of Company: Chaitanya, No.12, Khader Nawaz Khan Road, Nungambakkam, Chennai - 600006, Tamil Nadu, India.

c. Details of change of name and/or object clause:

(i) Below are the details of changes in name of the Company :

S. No.	Date	Event / Change	Name after Change	Remarks
1.	June 10, 1992	Incorporation as a private limited company under the Companies Act, 1956	Sundaram Auto Engineers (India) Private Limited	Certificate of Incorporation issued by ROC, Chennai on June 10, 1992
2.	September 4, 1995	Conversion from private limited to public limited company	Sundaram Auto Engineers (India) Limited	Word "Private" deleted from the name
3.	April 25, 2000	Change of name	TVS Suzuki Limited	—
4.	November 7, 2001	Change of name	TVS Motor Company Limited	Present name of the Company

(ii) Below are the details of changes in object clause of the Company :

Year	Changes in object clause
2000	A. The main objects to be pursued by the Company on its incorporation are: -
	To carry on the business of retail and wholesale dealers in petrol, diesel, gas and oil agents, garage proprietors, repairers, cleaners and storers of taxicab, omni bus, auto-rickshaw, motor car, lorry, and other public or private conveyances and omni bus, motor car, lorry, motor-cycle, scooter, scooter, moped or other vehicle repairers, garage builders, dealers in automotive components and accessories of all kinds and automobile engineers.
	To carry on the business of electricians, electrical engineers, electrical contractors and repairers of all electronic equipment used on all types of applications, and manufacturers of all kinds of electrical machinery and electrical apparatus for any purpose whatsoever.
	To carry on the business of founders of ferrous and non-ferrous metals, sheet-metal work, press shop apparatus, welding engineers, refrigerator and air conditioning and environmental control systems engineers.

(Inserted vide special resolution passed at the extra-ordinary general meeting of the Company held on 24th April 2000)

B. The objects incidental or ancillary to the attainment of the main objects are:-

Subject to the provisions of the Companies Act, 1956, to provide for the welfare of the directors, Trustees and Employees or Ex-Directors, Ex-Trustees or Ex-Employees of the Company and the wives, widows and families or the dependants or connections of such persons, by building or contributing to the building of houses, dwellings, by grants of money, pensions, gratuities, allowances, bonuses or other payments; or by creating and from time to time subscribing or contributing to provident and other associations, institutions, funds or trusts and by providing or subscribing or contributing towards places of instruction and recreation or hospitals and dispensaries, medical and other attendance and other assistance as the Company shall think fit and to subscribe or contribute or otherwise assist or to guarantee money to charitable, benevolent, religious, scientific, national or allied institutions, bodies and objects which shall have moral or other claims to the support or aid by the Company either by reason of locality of operation or public and general utility but not for political purposes.

(The words "or otherwise" after the words "general utility" be replaced with the words "but not for political purposes" vide special resolution passed at the extra-ordinary general meeting held on 24th April 2000).

Other Objects of the Company not included in (A) and (B) are:

1. (i) To carry on and undertake the businesses of trading, hire purchase and leasing company and to finance lease/hire purchase operations of all kinds either singly/jointly/or on a syndication/consortium/participative/lead basis including import leasing/hire purchase, cross border leasing/hire purchase, lease / hire purchase funding, lease / hire management, provide venture capital, vendor plans, purchasing, selling, hiring or letting on hire, all kinds of plant and machinery and equipment that the company may think fit and to assist in financing of all and every kind and description of hire purchase or deferred payment or similar transactions and to subsidise, finance or assist in subsidising or financing the sale or maintenance of any goods, articles or commodities of all and every kind and description upon any terms whatsoever and to purchase or otherwise deal in all forms of immovable and movable property including land and buildings, plant and machinery, equipment, ship, aircraft, automobiles including two wheelers and three wheelers, tractors, tillers, threshers, dryers, motor vehicles of all kinds, engines, generators, computer software and hardware, all types and kinds of appliances, domestic or otherwise, computers and all consumer, commercial and industrial items and to lease or otherwise deal with them in any manner whatsoever including resale thereof, regardless of whether the property purchased and leased be new and/or used.

(ii) To undertake and carry on all operations and transactions in regard to business of any kind in the same way as an individual capitalist may lawfully undertake and carry out, in particular, the financing of hire purchase contracts relating to property or assets of any description, either fixed or movable, such as houses, lands, vehicles and government bonds.

(iii) To carry on the businesses of finance, foreign exchange, investment company and an investment trust company and to invest in and / or finance and / or promote and / or establish in its own name or as a holding company, or by entering into partnership with others, investment companies, finance companies and brokerage houses, borrow and raise monies to underwrite, sub-underwrite, to invest in, to acquire and hold, sell, buy or otherwise deal in shares, debentures, debenture stocks, bonds, units, obligations and securities issued or guaranteed by Indian or Foreign Governments, States, Dominions, Sovereigns, Municipalities, or Public Authorities or bodies and shares, stocks, debentures, debenture stocks, bonds, obligations and securities issued and guaranteed by any company, corporation, society, firm or person whether incorporated or established in India or elsewhere but not to do the business of banking as defined in the Banking Regulation Act, 1949.

(iv) To carry on the business of bill discounting, hundi discounting, cheque discounting and discounting of any other type of negotiable instruments and other type of instruments, to purchase, accept, assign debts and to carry on the business of accepting, co-accepting of negotiable instruments and related activities.

(v) To undertake and execute or constitute any trust and to subscribe and act as and to undertake and carry on the office or offices and duties of trustees, custodian trustees, executors, administrators, liquidators, receivers, trustees, attorneys, nominees and agents and to manage the funds of all kinds of trusts and to render periodic advice on investments, finance, taxation and to invest these funds from time to time in various forms including shares, term loans, debentures etc. and carry on custodial services and as a custodian to send on behalf of clients, the securities for registration of transfers, collect dividends and other returns/incomes and to carry on all other functions as are normally carried on by custodians and to safekeep the securities etc.

(vi) To give advice on or to offer, give, take, circulate and/or otherwise organise, accept or implement any take-overs, mergers, demergers, amalgamation or acquisitions or schemes for diversification, rehabilitation or restructuring of any business, concern, undertaking, company, body corporate, partnership or other firm or any association of persons, whether incorporated or not, by acquisition of shares or assets and liabilities and whether as a going concern or as a part of the concern or otherwise as may be required, having regard to business exigencies, and to promote or procure the incorporation, formation or setting up of any concern or undertaking whether as Company, body corporate, partnership or any other association of persons for engaging in any industrial, commercial or business activities.

(vii) To carry on the business of money changers and to deal in foreign exchange in cash, traveller's cheques or in any other form.

(viii) To undertake trading dealing in foreign exchange in all markets both domestic and international and to conduct any other activities related to these markets.

(Clause 1 was amended vide special resolution passed at the extra-ordinary general meeting of the Company held on 24th April 2000).

14. (i) To carry on the business of an investment company and for that purpose to invest in, acquire any shares, stocks, debentures, debenture-stock, bonds, obligations or securities by original subscription, participation in syndicates, tender, purchase, exchange or otherwise and to subscribe for the same whether or not fully paid up, either conditionally or otherwise, to guarantee the subscription thereof and to exercise all rights and powers conferred by or incidental to the ownership thereof and to advance, deposit or lend money against securities and properties to or with any company, body corporate, firm, person or association or without security and on such terms as may be determined from time to time.

(ii) To accept gift of properties movable or immovable and to deal with such properties in any manner as may seem expedient.

(iii) To act as technical advisors or consultants, investment advisors, financial consultants, management consultants, market surveyors and provide advice, services and consultancy in various fields, such as, general, administrative, commercial, financial, legal, economic, labour, industrial, public relations, scientific, technical, direct and indirect taxation and other levies, statistical, accountancy, quality control, inventory control, data processing, human behaviour, portfolio management, and / or to offer such services or technical know-how and / or management services to any company, body corporate, firm or person or persons and also all merchant banking activities and organising collections and repayment of public deposits to various corporate bodies.

(Clause 14 amended vide special resolution passed at the extra-ordinary general meeting of the Company held on 24th April 2000).

All other object clauses of the Memorandum of Association were renumbered vide special resolution passed at the extra-ordinary general meeting of the Company held on 24th April 2000

d. Capital structure - pre and post Scheme:

Pre-Scheme:

Particulars	Amount (in ₹)
Authorised Share Capital	50,00,00,000
50,00,00,000 Equity Shares of face value of ₹1 each	50,00,00,000
Total Authorised Share Capital	50,00,00,000
Issued, Subscribed and paid-up share capital	47,50,87,114
47,50,87,114 Equity Shares of face value of ₹1 each	47,50,87,114
Total	47,50,87,114

The post-scheme share capital of our Company is set forth below:

Post-Scheme:

Particulars	Amount (in ₹)
Authorised Share Capital	50,00,00,000
50,00,00,000 Equity Shares of face value of ₹1 each	50,00,00,000
Total Authorised Share Capital	2050,00,00,000
Issued, Subscribed and paid-up share capital	47,50,87,114
47,50,87,114 Equity Shares of face value of ₹1 each	47,50,87,114
Shares of ₹ 10 each	190,03,48,456
Total	1947,85,71,674

e. Shareholding pattern giving details of its promoter group shareholding, group companies – pre and post Scheme and debt structure – pre and post Scheme:

(i) Details of pre and post Scheme EQUITY shareholding pattern of the Company based on shareholding of the Company as on August 25, 2025, i.e., Record Date under the Scheme:

Sr. No.	Description	Pre-Scheme		Post-Scheme*	
		Number of equity shares	%	Number of equity shares	%
(A) Shareholding of Promoter and Promoter Group					
1	Indian				
a	Promoter	23,87,82,786	50.26	23,87,82,786	50.26
b	Promoter Group	30,000	0.01	30,000	0.01
2	Foreign	-	-	-	-
	Total shareholding of Promoter and Promoter Group (A)=(A1) + (A2)	23,88,12,786	50.27	23,88,12,786	50.27
(B) Public shareholding					
1	Institutions	19,58,24,160	41.22	19,58,24,160	41.22
2	Non-Institutions	3,99,72,141			

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		Value Retail Limited (xxxvii) Future Capital Financial Services Limited (xxxviii) Haribhakti Moti India Private Limited (xxxix) Overseas Infrastructure Alliance (India) Private Limited (xxxx) Kotak Mahindra Trusteeship Services Limited (xli) The Investment Trust of India Limited (xlii) LIC Pension Fund Limited (xliii) Financial Planning Corporation India Private Limited (xliiv) Milestone Capital Advisors Private Limited (xlv) JM Financial Aasset Reconstruction Company Limited (xlvii) Mentorcap Management Private Limited (xlviii) Bluevine Technologies Private Limited (xlviii) Quadrum Solutions Private Limited (xli) Fintool Insights And Resources Private Limited (l) Landmarks Financial Advisory Services Private Limited (li) First Policy Insurance Brokers Private Limited (lii) Cloud Infosolutions Private Limited (liii) Acme Wind Power (Tenkasi One Private Limited (lii) Wasteland Trustee & Executors Private Limited (liii) Ecofirst Services Limited (lv) Future People Services Limited (lvii) Creative Collaboration Advisors Private Limited (lviii) ESG Minds Private Limited (lx) Desai Haribhakti Consulting Private Limited (lx) Neue Allianz Corporate Services Private Limited (lxii) For Audit Quality Private Limited (lxii) Financial Planning Supervisory Foundation (lxiii) Next-Gen Finance Enablers
		Current Directorships Indian Companies: (i) ICICI Bank Limited; (ii) TVS Credit Services Limited; (iii) Nippon Life India Asset Management Limited; (iv) Indialdeas.com Limited; (v) TVS Supply Chain Solutions Limited; (vi) National Bank for Financing Infrastructure and Development (NabFID); Foreign Companies: Nil
		Past Directorships (i) Home Credit India Finance Private Limited; (ii) Dreamplug Technologies Private Limited; (iii) National Highways Infra Investment Managers Private Limited; (iv) Multi Commodity Exchange of India Limited; (v) Gujarat State Energy Generation Limited; (vi) National Bulk Handling Corporation Private Limited; (vii) SBI Business Process Management Services Private Limited; (viii) SBI Factors Limited; (ix) SBI Cards and Payment Services Limited; (x) SBICAP Securities Limited; (xi) SBI Foundation; (xii) IDBI Bank Limited; (xiii) SBI General Insurance Company Limited; (xiv) Unitedech Limited; (xv) SBI DFHI Limited; (xvi) Protovista Business Advisors Limited; (xvii) SBI Life Insurance Company Limited
Mr.Balasubramanyam Sriram Designation: Independent Director Age: 67 years Appointment Date: January 24, 2023 DIN: 02993708	<p>Mr. B Sriram has held several key executive positions in his career including Managing Director & CEO, IDBI Bank Ltd.; Managing Director, State Bank of India and Managing Director, State Bank of Bikaner & Jaipur. He has held various key assignments in the State Bank Group in Credit and Risk, Retail Operations, IT, Treasury, Investment Banking, International Operations, Payment and Settlement Systems and Small Scale Industry. He was a part-time member of the Insolvency & Bankruptcy Board of India. He is also an External Investment Committee member of British International Investment, UK.</p>	

4. The Preference Shares will be a listed security and while giving near-cash (traded, encashable) instrument in the hands of shareholders, give increased flexibility to the Company in managing its liquidity until redemption.
5. In view of the aforesaid factors, the Company has concluded that it can optimally utilize its surplus reserves by distributing a considerable portion of the same to its equity shareholders. In order to maintain high level of corporate governance and transparency, the Company had proposed issuance of Preference Shares by way of bonus to its equity shareholders under Sections 230 to 232 of the Act which will be subject to necessary statutory, regulatory and corporate approvals. The Scheme is in the interest of the shareholders of the Company and it is not detrimental to the interest of other stakeholders.

k. Audited Financials for the previous three financial years and audit qualifications:

The standalone and consolidated audited financial statements along with notes to accounts for the last 3 financial years ended March 31, 2025, March 31, 2024 and March 31, 2023 are available on the website of the Company at <https://www.tvsmotor.com/>. Below is the summary of audited financial statements of the Company for the last 3 financial years ended March 31, 2025, March 31, 2024 and March 31, 2023:

(i) Summary of audited financial statements of the Company on standalone basis:

BALANCE SHEET	(₹ In Crore)		
	As at 31.03.2025	As at 31.03.2024	As at 31.03.2023
ASSETS			
Non-current assets			
Property, plant and equipment	3,880.22	3,442.18	3,260.17
Capital work in progress*	1,238.82	930.14	627.73
Other intangible assets	466.14	329.67	335.72
Financial assets			
i. Investments	9,038.23	6,828.07	5,491.95
ii. Other financial assets	28.00	152.69	482.54
Deferred Tax Assets (Net)			
Other non-current assets ^	229.61	161.67	109.73
Total non-current assets	14,881.02	11,844.42	10,307.84
Current assets			
Inventories	1,725.76	1,370.80	1,236.36
Financial assets			
i. Trade receivables	1,280.06	1,302.14	979.29
ii. Cash and cash equivalents	293.56	485.83	234.35
iii. Bank balances other than (i) above	264.77	45.13	7.61
iv. Investments	233.19	163.19	191.92
v. Other financial assets	97.55	77.25	62.83
Current tax assets (Net)			
Other current assets	1,186.98	773.48	972.19
Total current assets	5,081.87	4,217.82	3,684.55
Total Assets	19,962.89	16,062.24	13,992.39
EQUITY AND LIABILITIES			
Equity			
Equity share capital	47.51	47.51	47.51
Other equity	9,889.14	7,683.53	6,000.34
Total equity	9,936.65	7,731.04	6,047.85
Liabilities			
Non-current liabilities			
Financial liabilities			
i. Borrowings	834.51	986.91	1,211.54
ii. Lease liability	192.63	313.07	313.24
iii. Other Non Current Liabilities	28.00	31.50	37.13
Provisions	255.94	205.87	175.88
Deferred tax liabilities (Net)	265.92	187.05	198.20
Total non-current liabilities	1,577.00	1,724.40	1,935.99
Current liabilities			
Financial liabilities			
i. Borrowings	900.43	526.53	1,033.04
ii. Lease liability	108.39	137.11	105.54
iii. Trade payables	6,153.66	5,112.17	4,130.56
iv. Other financial liabilities	310.92	126.95	121.65
Other current liabilities			
Provisions	754.31	526.63	513.29
Current tax liabilities (Net)	184.13	143.60	98.54
Other current liabilities	37.40	33.81	5.93
Total current liabilities	8,449.24	6,606.80	6,008.55
Total liabilities	10,026.24	8,331.20	7,944.54
Total equity and liabilities	19,962.89	16,062.24	13,992.39

* Includes Intangible assets under development

^ Includes non current tax assets

STATEMENT OF CASH FLOWS	(₹ In Crore)		
	Year ended 31.03.2025	Year ended 31.03.2024	Year ended 31.03.2023
A. CASH FLOW FROM OPERATING ACTIVITIES			
Net profit before tax			
Add: Depreciation and amortisation for the year	3,628.79	2,780.66	2,003.37
Loss on sale / scrapping of property, plant and equipment	744.60	700.35	631.23
Profit on sale of property, plant and equipment	-8.42	-2.63	-2.82
Unrealised exchange (gain) / loss *	9.88	6.07	0.62
Dividend income	-100.27	-2.61	-2.25
Interest income	-19.87	-18.88	-6.21
Fair value of financial assets & financial liabilities	78.27	26.93	61.69
Interest expense ^	171.47	181.63	140.66
Profit on sale of investments	-1.15	-145.39	-22.01
Operating profit before working capital changes	874.51	745.47	677.53
Adjustments for:			
Inventories	-354.96	-134.44	-113.68
Trade Receivables	109.4	-329.85	-11.01
Other financial assets	-231.76	-24.68	-23.23
Other non-current assets	10.31	-53.76	7.39
Other current assets	-413.50	198.71	-248.24
Trade Payables	1,042.68	977.79	104.82
Provisions	95.14	52.98	2.60
Other financial liabilities (excluding current maturities of debt)	205.06	5.14	-3.72
Other current liabilities	229.81	15.46	79.64
593.72	707.35	-205.43	
Cash generated from operations	5,097.02	4,233.48	2,475.47
Direct taxes paid	-831.35	-616.19	-482.61
Net cash from operating activities (A)	4,265.67	3,617.29	1,992.86
B. CASH FLOW FROM INVESTING ACTIVITIES			
Additions to property, plant and equipment (including Capital work in progress)	-1,798.47	-1,088.81	-1,015.56
Sale of property, plant and equipment	18.76	33.31	18.74
Purchase of investments \$	-2,263.78	-1,490.99	-1,322.15
Sale of investments	53.66	630.88	-
Investment in Term deposits	-	-	-
Closure of Term deposits	-	-	-
Interest received	18.74	17.37	4.92
Dividend received	100.27	1.98	2.25
Net cash from/(used in) investing activities (B)	-3,870.82	-1,896.26	-2311.80
C. CASH FLOW FROM FINANCING ACTIVITIES			
Net Borrowings:			
Term loans availed/(repaid)	219.99	-289.49	347.59
Short term borrowings availed/ (repaid)	-	440.00	310.00
Interest paid	-138.42	-213.73	-137.10
Dividend and dividend tax paid	-475.09	-380.07	-291.81
Repayment of lease liabilities #	-193.60	-146.26	-4.14
-587.12	-1,469.55	224.54	
D. NET INCREASE / (DECREASE) IN CASH AND CASH EQUIVALENTS (A+B+C)			
Cash and cash equivalents at the beginning of the year	-192.27	251.48	-94.40
Cash and Bank balances	485.83	234.35	328.75
Cash credit balance	-	485.83	-
Cash and cash equivalents at the end of the year	293.56	485.83	234.35
Cash and Bank balances	-	293.56	-
Cash credit balance	-	485.83	-

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Limited reviewed consolidated financial results of the Company for nine months period ended December 31, 2025:

(₹ In Crore)

STATEMENT OF PROFIT AND LOSS		Nine months ended 31.12.2025
Income		
Revenue from operations	41,016.79	
Other income	15.36	
Total income	41,032.15	
Expenses		
Cost of materials consumed *	24,981.37	
Changes in inventories of finished goods, work-in-process and Stock-in-Trade	372.96	
Employee benefit expenses	3,240.52	
Finance costs	1,664.00	
Depreciation and amortisation expense	958.10	
Other expenses	6,215.52	
Total expenses	37,432.47	
Profit before exceptional items and tax	3,599.68	
Exceptional items - income / (expense) ^	-76.07	
Profit before tax	3,523.61	
Income tax expense		
Current tax !	1167.38	
Deferred tax charge/(credit) @	-10.65	
Profit for the year	2366.88	
Other comprehensive income		
Items that will not be reclassified to profit and loss		
Remeasurement of post employment benefit obligations	-12.15	
Change in fair value of equity instruments \$	165.31	
Income tax relating to these items	-18.18	
Items that will be reclassified to profit and loss		
Transactions relating to Derivative instruments &	171.64	
Income tax relating to these items	0.84	
Other comprehensive income for the year, net of tax	307.46	
Total comprehensive income for the year #	2,674.34	
Earnings per share		
Basic & Diluted earnings per share	47.29	

*Includes purchase of stock in trade

^Includes Share of net profit/(loss) from associates using equity method and profit before tax from discontinued operations

\$ Includes Share of other comprehensive income of an associate

& Includes FCTR

! Includes NCI portion

@ Includes Current tax from Discontinued operations

@Includes tax from Discontinued operations

(₹ In Crore)

STATEMENT OF PROFIT AND LOSS		Year ended 31.03.2025	Year ended 31.03.2024	Year ended 31.03.2023
Income				
Revenue from operations	44,089.01	38,778.82	31,973.99	
Other income	69.56	105.82	138.00	
Total income	44,158.57	38,884.64	32,111.99	
Expenses				
Cost of materials consumed *	26,803.06	24,593.59	20,987.19	
Changes in inventories of finished goods, work-in-process and Stock-in-Trade	-79.22	-323.37	-140.93	
Employee benefit expenses	3,580.88	3,297.72	2,890.25	
Finance costs	2,093.25	1,916.60	1,367.89	
Depreciation and amortisation expense	1,045.56	956.15	858.86	
Other expenses	7,135.57	5,732.86	4,170.10	
Total expenses	40,578.10	36,173.55	30,133.36	
Profit before exceptional items and tax	3,578.47	2,711.09	1,978.63	
Exceptional items - income / (expense) ^	-51.63	-8.17	-42.60	
Profit before tax	3,527.84	2,702.92	1,936.03	
Income tax expense				
Current tax !	1,192.80	1,012.63	703.46	
Deferred tax charge/(credit) @	-44.77	-88.25	-76.89	
Profit for the year	2,379.81	1,778.54	1,309.46	
Other comprehensive income				
Items that will not be reclassified to profit and loss				
Remeasurement of post employment benefit obligations	-4.35	-28.42	-27.62	
Change in fair value of equity instruments \$	23.27	0.33	-13.52	
Income tax relating to these items	-1.78	3.93	10.38	
Items that will be reclassified to profit and loss				
Transactions relating to Derivative instruments &	30.26	-35.55	95.02	
Income tax relating to these items	-0.18	6.24	-4.98	
Other comprehensive income for the year, net of tax	47.22	-53.47	59.28	
Total comprehensive income for the year #	2,427.03	1,725.07	1,368.74	
Earnings per share				
Basic & Diluted earnings per share	47.05	35.50	27.97	

* Includes Purchases of stock in trade

^ Includes Share of net profit / (loss) from associates using equity method and Profit before tax from Discontinued operations

\$ Includes Share of other comprehensive income of an associate

& Includes FCTR

Includes NCI portion

! Includes Current tax from Discontinued operations

@ Includes tax from Discontinued operations

i. Latest restated audited financials along with notes to accounts and any audit qualifications.

Not Applicable

m. Change in accounting policies in the last three years and their effect on profits and reserves

There has been no change in accounting policies by the Company in last three years.

n. Summary table of contingent liabilities:

The details of contingent liabilities are as follows:

(₹ In Crore)

Details	March 31, 2025	March 31, 2024	March 31, 2023
(a) Claims against the company not acknowledged as debts*:			
(i) Excise	23.90	23.89	52.44
(ii) Service tax	7.17	8.08	8.65
(iii) Customs	-	-	39.67
(iv) Sales tax	-	2.00	2.74
(v) Income tax	48.07	54.99	73.67
(vi) GST	55.03	16.28	3.46
(vii) Legal cases filed by customers	-	-	4.04
(viii) Legal cases filed by borrowers against the Company	13.15	6.15	-
(b) Other money for which the company is contingently liable:			
(i) On bills discounted with banks	330.98	250.99	146.91
(ii) On factoring arrangements	-	-	-
(c) Commitments:			
(i) Estimated amount of contracts remaining to be executed on capital account and not provided for	343.18	252.41	281.43
(ii) On Investments	-	1.88	3.90
(iii) Undrawn loans sanctioned to customers by financial enterprises	41.29	63.47	43.58
(iv) Estimated Indemnity amount on account of tax paid due to inter暫ional difference in GST tax rate	15.94	15.94	-
(d) Other commitments:			
On import of capital goods under Export Promotion Capital Goods Scheme	-	-	-
Total	878.71	696.08	660.49

* The future cash flows on the above items are determinable only on receipt of the decisions/judgments that are pending at various forums/authorities. The future cash flows on the above items are determinable only on receipt of the decisions/judgments that are pending at various forums/authorities.

o. Summary table of related party transactions in last 3 years as disclosed in the restated financial statements:

For details of the related party transactions for the last three financial years ended March 31, 2025, March 31, 2024 and March 31, 2023 in accordance with the requirements under Ind AS 24 "Related Party Disclosures" notified under Section 133 of the Companies Act read with the Companies (Indian Accounting Standards) Rules 2015, as amended from time to time, see section titled "Financial Information" of the Information Memorandum issued by the Company. Further refer to Information Memorandum (i) page F41 – Note 35; (ii) page F79 – Note 41; (iii) page F111– Note 34; (iv) page F148 – Note 39; (v) page F181 – Note 34, (vi) page F220 – Note 39 for related party transactions: (i) for the period ended March 31, 2025 on consolidated basis; (ii) for the period ended March 31, 2025 on consolidated basis; (iii) for the period ended March 31, 2024 on stand-alone basis; (iv) for the period ended March 31, 2024 on consolidated basis; (v) for the period ended March 31, 2023 on stand-alone basis; (vi) for the period ended March 31, 2023 on consolidated basis, respectively. The Information Memorandum is uploaded to the website of the Company at www.tvsmotor.com.

p. Details of its other group companies including their capital structure and financial statements:

In terms of SEBI (Issue And Listing of Non-Convertible Securities) Regulations, 2021 ("NCS Regulations") the term "group companies" includes (i) such companies, other than promoter(s), subsidiary/subsidiaries, with which there were related party transactions, during the period for which financial information is disclosed in the offer documents, as covered under the applicable accounting standards and (ii) other companies as considered material by the board of the issuer. Accordingly, all such companies which our Company had related party transactions as per the last three years audited financial statements have been considered group companies in terms of NCS Regulations.

Based on the above following is the summary of capital structure and financials of the identified group companies:

Ultraviolet Automotive Private Limited was incorporated on 18th December 2015 as a private limited company under the Companies Act 2013 at RoC – Bangalore, bearing CIN - U34102KA2015PTC084804. The company was born out of the unique vision of creating top-of-the line mobility solutions that's driven by progressive design and energy efficient technology. Ultraviolet Automotive is developing India's first ecosystem of high-performance electric vehicles and future-ready energy infrastructure. The financial information derived from last three years audited financial statements of the Company is given below:

Particulars	FY 2025	FY 2024	FY 2023
Authorised share capital (₹ Cr)	81.48	80.60	71.83
Paid-up Equity (₹ Cr)	77.26	76.80	71.09
Reserves & Surplus (₹ Cr)	289.75	270.05	334.34
Revenue from Operations (₹ Cr)	32.33	15.08	8.67
Profit After Tax (₹ Cr)	(116.01)	(61.86)	(7.40)
EPS (₹)	(202)	(107)	(13)
NetAsset Value per Equity Share (₹)	637	602	703

DriveX Mobility Private Limited was incorporated on 1st April 2020 as a Private Limited Company under the Companies Act 2013, at RoC – Coimbatore, bearing CIN – U63040TZ2020PTC033680. The Company is engaged in business of buying, refurbishing and selling of pre-owned two wheelers and in automobile spare parts, accessories and engine oils. The financial information derived from last three years audited financial statements of the Company is given below:

Particulars	FY 2025	FY 2024	FY 2023
Authorised share capital (₹ Cr)	1.60	1.60	1.60
Paid-up Equity (₹ Cr)	0.02	0.02	0.02
Reserves & Surplus (₹ Cr)	36.93	43.28	74.24
Revenue from Operations (₹ Cr)	59.97	33.99	5.79
Profit After Tax (₹ Cr)	(46.33)	(30.98)	(11.12)
EPS (₹)	(22,540.18)	(15,314.03)	(7,544.86)

