

9th June 2023

BSE Limited,
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai 400 001.
Scrip code: 532343

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

Dear Sir(s) / Madam

Reg: Disclosure in terms of Regulation 30 and 51 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Pursuant to the provisions of Regulation 30 and 51 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**SEBI Listing Regulations**"), we hereby wish to inform you that the board of directors of TVS Motor Company Limited ("**TVSM / Company**") at its meeting held on 9 June 2023, *inter alia*, has accorded its approval for execution of a share subscription agreement to be executed by and amongst the Company, TVS Credit and PI Opportunities Fund-I Scheme-II ("**PI**"); and a shareholders' agreement to be executed by and amongst the Company, the Investor and TVS Credit; in connection with an aggregate investment of INR 480,00,00,122 by PI in TVS Credit Services Limited ("**TVS Credit**"), a material subsidiary of the Company. The Company is also informed that the Board of Directors of TVS Credit, at their meeting held on 9 June 2023, have approved execution of certain share purchase agreements entered into between PI, TVS Credit and certain existing shareholders of TVS Credit, whereby PI shall acquire certain additional equity shares of TVS Credit for an aggregate consideration of INR 257,01,90,672.

Upon completion of the proposed primary and secondary investments, PI will hold approximately 9.72% of the paid-up share capital of TVS Credit, on a fully diluted basis. Completion of the Proposed Transaction is subject to completion of applicable conditions precedent, including applicable regulatory approvals as set out in the definitive agreements.

Relevant particulars as required under the SEBI Circular No. CIR/CFD/CMD/4/2015 dated 9 September 2015 are provided in Annexure I hereto.

Thanking you,

Yours truly,

For **TVS MOTOR COMPANY LIMITED**

K S Srinivasan
Company Secretary

ANNEXURE I

Relevant particulars as required under the SEBI Circular No. CIR/CFD/CMD/4/2015 dated 9 September 2015 are provided hereunder:

S. No	Particulars	Details
1.	Name(s) of parties with whom the agreement is entered.	TVS Motor Company Limited, TVS Credit Services Limited, and PI Opportunities Fund-I Scheme-II ("PI").
2.	Purpose of entering into the agreement.	TVS Credit is raising the proposed investment from PI to ensure sufficient capital for its growth plans.
3.	Size of the Agreement	TVS Motor is party to the agreement, involving a primary investment of INR 480,00,00,122 in TVS Credit.
4.	Shareholding, if any, in the entity with whom the agreement is executed	TVS Motor Company Limited currently holds 85.63% of the paid-up share capital of TVS Credit
5.	Significant terms of the agreement (in brief) special rights like right to appoint directors, first right to share subscription in case of issuance of shares, right to restrict any change in capital structure, etc.	The Investor will have special rights in TVS Credit, such as right to a Board seat, preemptive rights, affirmative voting rights, exit rights, and tag-along rights.
6.	Whether, the said parties are related to promoter/promoter group/ group companies in any manner. If yes, nature of relationship	TVS Credit is a material subsidiary of TVS Motor Company Limited. PI is not a related party to TVS Motor Company Limited, or any of its promoter / promoter group / group companies.
7.	Whether the transaction would fall within related party transactions? If yes, whether the same is done at "arms length"	Not Applicable

S. No	Particulars	Details
8.	In case of issuance of shares to the parties, details of issue price, class of shares issued	TVS Credit proposes to issue an aggregate of 1,52,14,911 compulsorily convertible preference shares to PI, for an aggregate investment of INR 480,00,00,122.
9.	In case of loan agreements, details of lender, nature of the loan, total amount of loan granted, total amount outstanding, date of execution of the loan agreement/sanction letter, details of the security provided to the lenders for such loan	Not applicable
10.	any other disclosures related to such agreements, viz., details of nominee on the board of directors of the listed entity, potential conflict of interest arising out of such agreements, etc	<p>PI will also be acquiring equity shares in TVS Credit from existing shareholders, for an aggregate consideration of INR 257,01,90,672.</p> <p>The Proposed Investment is subject to completion of certain conditions precedent, including applicable regulatory approvals.</p>
11.	<p>In case of termination or amendment of agreement, listed entity shall disclose additional details to the stock exchange(s):</p> <p>(a) name of parties to the agreement;</p> <p>(b) nature of the agreement;</p> <p>(c) date of execution of the agreement; and</p> <p>(d) details of amendment and impact thereof or reasons of termination and impact thereof</p>	Not applicable