

Form No. MGT-8

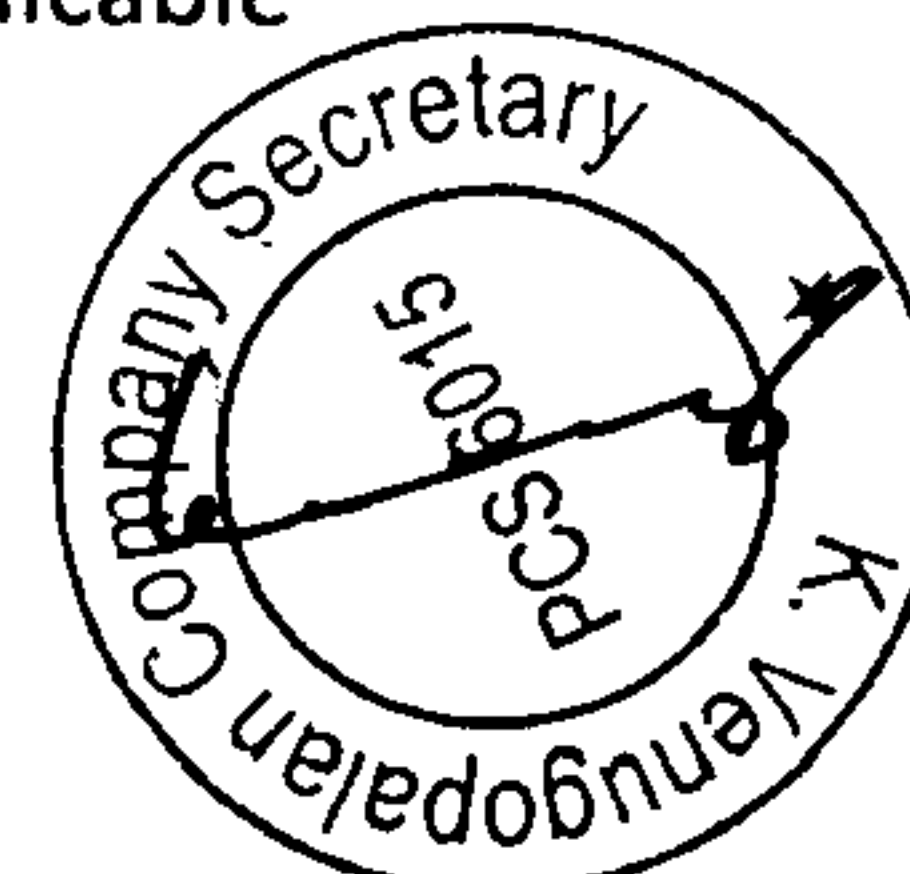
[Pursuant to section 92(2) of the Companies Act, 2013 and rule 11(2) of
Companies (Management and Administration) Rules, 2014]

CERTIFICATE BY A COMPANY SECRETARY IN PRACTICE

I have examined the registers, records and books and papers of **TVS SUPPLY CHAIN SOLUTIONS LIMITED** (the Company) having its registered office at 10, Jawahar Road, Chokkikulam, Madurai - 625002, as required to be maintained under the Companies Act, 2013 (the Act) and the rules made thereunder for the financial year ended on 31.03.2023. In my opinion and to the best of my information and according to the examinations carried out by me and explanations furnished to me by the company, its officers and agents, I certify that:

- A. The Annual Return states the facts as at the close of the aforesaid financial year correctly and adequately.
- B. During the aforesaid financial year, the Company has complied with provisions of the Act & Rules made there under, in respect of:

1. its status under the Act;
2. maintenance of registers/records & making entries therein within the time prescribed therefor;
3. filing of forms and returns as stated in the annual return, with the Registrar of Companies, Regional Director, Central Government, the Tribunal, Court or other authorities as the case may be within/beyond the prescribed time;
4. calling/ convening/ holding meetings of Board of Directors or its committees and the meetings of the members of the company on due dates as stated in the annual return in respect of which meetings, proper notices were given and the proceedings including the circular resolutions have been properly recorded in the Minute Book/registers maintained for the purpose and the same have been signed;
5. closure of Register of Members / Security holders, as applicable.
6. advances/loans to its directors and/or persons or firms or companies referred in Section 185 of the Act, as applicable;
7. contracts/arrangements with related parties as specified in Section 188 of the Act;
8. issue or allotment or transfer or transmission or buy back of securities/ redemption of preference shares or debentures/ alteration or reduction of share capital/ conversion of shares/ securities and issue of security certificates in all instances, as applicable;
9. keeping in abeyance the rights to dividend, rights share and bonus shares pending registration of transfer of shares in compliance with the provisions of the Act; Not applicable



10. declaration/ payment of dividend, transfer of unpaid/ unclaimed dividend/other amounts as applicable to the Investor Education and Protection Fund in accordance with Section 125 of the Act; Not Applicable

11. signing of audited financial statement as per the provisions of Section 134 of the Act and Report of Directors is as per sub - sections (3), (4) and (5) thereof;

12. constitution/ appointment/ re-appointments/ retirement/ filling up casual vacancies/ disclosures of the Directors, Key Managerial Personnel and the remuneration paid to them, as the case may be;

13. appointment/ reappointment/ filling up casual vacancies of auditors as per the provisions of Section 139 of the Act, as the case may be; Not applicable

14. approvals required to be taken from the Central Government, Tribunal, Regional Director, Registrar, Court or such other authorities under the various provisions of the Act, as applicable;

15. acceptance/ renewal/ repayment of deposits; Not applicable

16. borrowings from its directors, members, public financial institutions, banks and others and creation/ modification/ satisfaction of charges in that respect, wherever applicable;

17. loans and investments or guarantees given or providing of securities to other bodies corporate or persons falling under the provisions of Section 186 of the Act as applicable ;

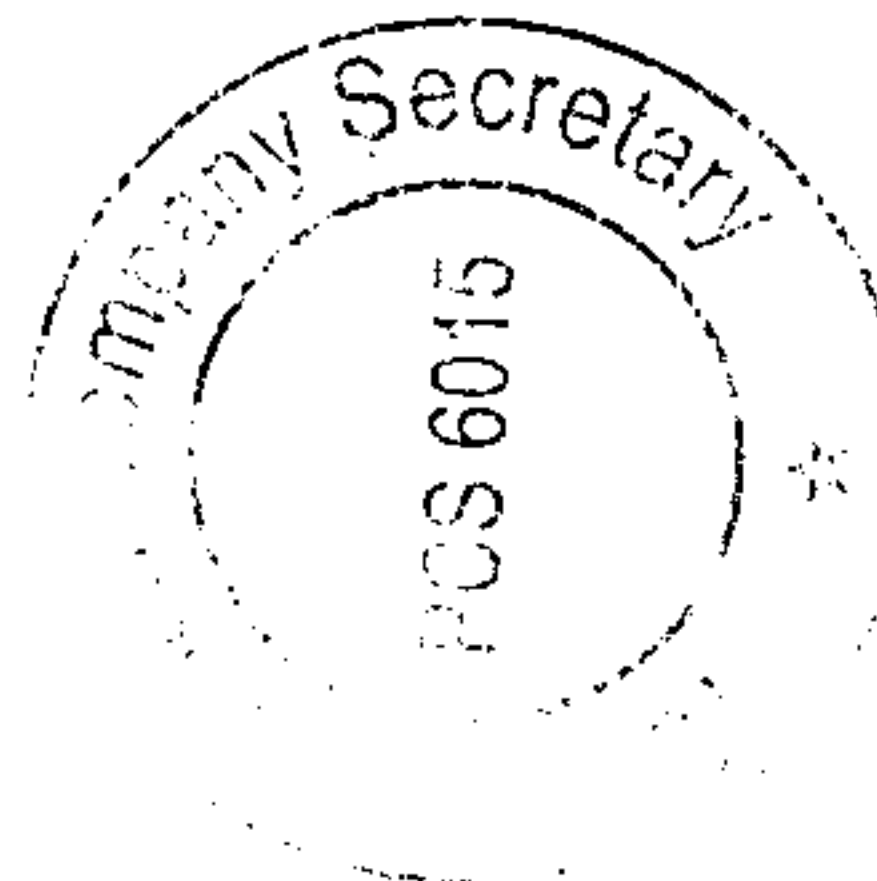
18. alteration of the provisions of the Memorandum and/ or Articles of Association of the Company; - as applicable;

Place: Chennai

Date: 03.10.2023



Signature



K Venugopalan
Practising Company Secretary
(Membership Number: 2526
C.P. No.: 6015)
UDIN NO.F002526E001167316

TVS SUPPLY CHAIN SOLUTIONS LIMITED
LIST OF SHAREHOLDERS AS ON 31.03.2023

| Class: Equity Shares of INR 1/- each | | | |
|--------------------------------------|---|--------------|-------|
| S.no | Name of Shareholder | Shares | % |
| 1 | R NARESH | 12,48,200.00 | 0.35 |
| 2 | SHOBHANA RAMACHANDHRAN | 9,66,750.00 | 0.27 |
| 3 | NITYA KALYANEE INVESTMENT LIMITED | 575710.00 | 0.16 |
| 4 | R DINESH | 72,12,620.00 | 1.98 |
| 5 | MITSUBISHI CORPORATION | 1798550.00 | 0.49 |
| 6 | EXOR ALTERNATIVE INVESTMENTS MASTER FUND ICAV-EXOR SPECIAL OPPORTUNITIES MASTER FUND | 42569160.00 | 11.70 |
| 7 | VENKATARAMAN ANANTHA NAGESWARAN | 140000.00 | 0.04 |
| 8 | M V SUBRAMANIAN | 2500.00 | 0.00 |
| 9 | BISWAJIT ANNA SUBRAMANIAN | 180040.00 | 0.05 |
| 10 | HERAMB RAVINDRA HAJARNAVIS | 100000.00 | 0.03 |
| 11 | SUPRIYA DEVGUN | 26700.00 | 0.01 |
| 12 | MAHALINGAM SETURAMAN | 250000.00 | 0.07 |
| 13 | V SHANKAR | 50000.00 | 0.01 |
| 14 | BASKAR LAKSHMANAN | 70000.00 | 0.02 |
| 15 | K VENKATRANGAM | 4660.00 | 0.00 |
| 16 | K R ANANTHAKRISHNAN | 50000.00 | 0.01 |
| 17 | WESTERN INDIA LOGISTICS COMPANY PRIVATE LIMITED | 1591490.00 | 0.44 |
| 18 | GOPAL SRINIVASAN | 667970.00 | 0.18 |
| 19 | MALINI SRINIVASAN | 667970.00 | 0.18 |
| 20 | SHEELA BALAJI | 618560.00 | 0.17 |
| 21 | C S BALAJI | 71250.00 | 0.02 |
| 22 | ARVIND BALAJI T K | 618420.00 | 0.17 |
| 23 | SURESH KRISHNA | 1649310.00 | 0.45 |
| 24 | KHUBCHANDANI RAJU PRITO | 18850.00 | 0.01 |
| 25 | ANITA R RATNAM | 784300.00 | 0.22 |
| 26 | PRITHA RATNAM | 1094340.00 | 0.30 |
| 27 | SRINATH R RAJAM | 1639100.00 | 0.45 |
| 28 | NIRMALA DEVI JAGADISAN | 35250.00 | 0.01 |
| 29 | SHANKAR R | 315000.00 | 0.09 |
| 30 | DRSR LOGISTICS SERVICES PRIVATE LIMITED | 37502140.00 | 10.30 |
| 31 | T S RAJAM RUBBERS PRIVATE LIMITED | 65613570.00 | 18.03 |
| 32 | DHINRAMA MOBILITY SOLUTION PRIVATE LIMITED | 5314930.00 | 1.46 |
| 33 | VITTORIO MARINO FAVATI | 1433820.00 | 0.39 |
| 34 | TVS MOBILITY PRIVATE LIMITED | 107273430.00 | 29.48 |
| 35 | JANARDANA IYER H | 237500.00 | 0.07 |
| 36 | RAMESH K | 10000.00 | 0.00 |
| 37 | TATA CAPITAL FINANCIAL SERVICES LTD | 1454880.00 | 0.40 |
| 38 | SHAILENA MUTHANA | 268000.00 | 0.07 |

| | | | |
|----|---|-------------|------|
| 39 | TVS MOTOR COMPANY LIMITED | 10662200.00 | 2.93 |
| 40 | MAYANK GARG | 16000.00 | 0.00 |
| 41 | S RAVICHANDRAN | 920380.00 | 0.25 |
| 42 | NAMRATA R KHUBCHANDANI | 15000.00 | 0.00 |
| 43 | R HARESH | 1527620.00 | 0.42 |
| 44 | ROHAN R KHUBCHANDANI | 7500.00 | 0.00 |
| 45 | RINA SALIM KHUBCHANDANI | 7500.00 | 0.00 |
| 46 | PRITHA RATNAM | 250000.00 | 0.07 |
| 47 | RAMKUMAR S | 1000.00 | 0.00 |
| 48 | B GANAPATHI SARMA | 160000.00 | 0.04 |
| 49 | S SANTHANAGOPALAN | 37500.00 | 0.01 |
| 50 | SATISH KUMAR S | 18110.00 | 0.00 |
| 51 | K MEERA | 10000.00 | 0.00 |
| 52 | R VISWANATHAN | 11080.00 | 0.00 |
| 53 | RAVIPRAKASH VENKATASUBBARAYA BHAGAVATHULA | 10000.00 | 0.00 |
| 54 | RAMESH PADMANABHAN | 5130.00 | 0.00 |
| 55 | N KRISHNAMOORTHY | 37500.00 | 0.01 |
| 56 | VENKATRAMAN RAMASWAMY | 47500.00 | 0.01 |
| 57 | PADMANABHA RAO RAHAVENDHRA | 2420.00 | 0.00 |
| 58 | B SUBRAMANIAN | 3130.00 | 0.00 |
| 59 | PADMA PRIYA R | 20000.00 | 0.01 |
| 60 | AKSHAY MURALIDHARAN | 1000.00 | 0.00 |
| 61 | SUDHA GOPALAKRISHNAN | 4921020.00 | 1.35 |
| 62 | TARUN KHANNA | 550060.00 | 0.15 |
| 63 | MAYURAM SWAMINATHAN KRISHNAN | 189920.00 | 0.05 |
| 64 | SRINIVASA RAGHAVAN GOPALAN | 40000.00 | 0.01 |
| 65 | DAVID ALAN ROBBINS | 2289980.00 | 0.63 |
| 66 | SANJIVE SHARMA | 400020.00 | 0.11 |
| 67 | NAGESH NAGARAJAN | 3130.00 | 0.00 |
| 68 | LIPL TVS SUPPLY CHAIN OFS SHARES ESCROW DEMAT ACCOUNT | 4280960.00 | 1.18 |
| 69 | KOTAK SPECIAL SITUATIONS FUND | 16403390.00 | 4.51 |
| 70 | MAHOGANY SINGAPORE COMPANY PTE. LTD. | 18839310.00 | 5.18 |
| 71 | OMEGA TC HOLDINGS PTE LTD | 15858470.00 | 4.36 |
| 72 | RAMACHANDRAN . | 35000.00 | 0.01 |
| 73 | THANGARAJ CHINNADURAI | 178130.00 | 0.05 |
| 74 | PRANABH DINESH MODY | 1230250.00 | 0.34 |
| 75 | WINEVER INDUSTRIAL ENTERPRISES PRIVATE LIMITED | 793470 | 0.22 |
| 76 | ANAY PRABHAKAR SHUKLA . | 118750 | 0.03 |
| 77 | ARPIT BHAURAO BENDLE | 2420 | 0.00 |
| 78 | SHIVAPRAKASH SIVASUBRAMANIAM | 9000 | 0.00 |
| 79 | VIKRAM MANSUKHANI | 48300 | 0.01 |
| 80 | D VENKATA KRISHNAN | 2420 | 0.00 |

| | | | |
|----|-------------------|---------------------|---------------|
| 81 | SRINIVASAN MURALI | 40000 | 0.01 |
| 82 | SACHIN TAPARIA | 59380 | 0.02 |
| | Total | 363938920.00 | 100.00 |

Class- Non- Convertible Preference Shares of INR 10/- each

| S.no | Name of the Shareholders | Shares | % |
|------|----------------------------|--------------|---------------|
| 1 | Tata International Limited | 7677 | 50.01 |
| 2 | Tata Industries Limited | 7674 | 49.99 |
| | Total | 15351 | 100.00 |

Compulsorily Convertible Preference Shares of INR 100/- each

| S.no | Name of the Shareholders | Shares | % |
|------|--|------------------|---------------|
| 1 | State Bank o f India | 26,88,172 | 85.25 |
| 2 | Latha Kumar | 26,881 | 0.85 |
| 3 | Srinivasan B | 26,881 | 0.85 |
| 4 | K Thiagarajan | 26,881 | 0.85 |
| 5 | K Ravi Kumar | 26,881 | 0.85 |
| 6 | T Kannan | 53,763 | 1.71 |
| 7 | Uma Kannan | 53,763 | 1.71 |
| 8 | Geetaa Samuel Abraham | 8,064 | 0.26 |
| 9 | Durgamma Wellness Private Trust | 1,34,408 | 4.26 |
| 10 | Preetha Balan Ramanathan | 53,763 | 1.71 |
| 11 | New Age Financial Advisory Private Limited | 53,763 | 1.71 |
| | Total | 31,53,220 | 100.00 |

Compulsorily Convertible Preference Shares of INR 1/- each

| S. No | Name of Shareholder | Shares | % |
|-------|------------------------------------|------------------|---------------|
| 1 | Bajaj Holding & Investment Limited | 27,77,778 | 28.57 |
| 2 | Hero Enterprise Partner Ventures | 69,44,444 | 71.43 |
| | Total | 97,22,222 | 100.00 |

FORM NO. MGT-7

[Pursuant to sub-Section(1) of section 92 of the Companies Act, 2013 and sub-rule (1) of rule 11of the Companies (Management and Administration) Rules, 2014]



Annual Return (other than OPCs and Small Companies)

Form language ☒ English ☐ Hindi

Refer the instruction kit for filing the form.

I. REGISTRATION AND OTHER DETAILS

(i) * Corporate Identification Number (CIN) of the company

U63011TN2004PLC054655

Pre-fill

Global Location Number (GLN) of the company

* Permanent Account Number (PAN) of the company

AACCT1412E

(ii) (a) Name of the company

TVS SUPPLY CHAIN SOLUTIONS

(b) Registered office address

10, Jawahar Road, Chokkikulam NA
Madurai
Madurai
Tamil Nadu
625002

(c) *e-mail ID of the company

krishnaprasad@tvsscs.com

(d) *Telephone number with STD code

04466857777

(e) Website

(iii) Date of Incorporation

16/11/2004

| (iv) | Type of the Company | Category of the Company | Sub-category of the Company |
|------|---------------------|---------------------------|-------------------------------|
| | Public Company | Company limited by shares | Indian Non-Government company |

(v) Whether company is having share capital

☒ Yes

☐ No

(vi) *Whether shares listed on recognized Stock Exchange(s)

☒ Yes

☐ No

(a) Details of stock exchanges where shares are listed

| S. No. | Stock Exchange Name | Code |
|--------|--|-------|
| 1 | BSE Limited | 1 |
| 2 | National Stock Exchange of India Limited | 1,024 |

(b) CIN of the Registrar and Transfer Agent

U67190MH1999PTC118368

Pre-fill

Name of the Registrar and Transfer Agent

LINK INTIME INDIA PRIVATE LIMITED

Registered office address of the Registrar and Transfer Agents

C-101, 1st Floor, 247 Park,
Lal Bahadur Shastri Marg, Vikhroli (West)

(vii) *Financial year From date 01/04/2022 (DD/MM/YYYY) To date 31/03/2023 (DD/MM/YYYY)

(viii) *Whether Annual general meeting (AGM) held ☒ Yes ☐ No

(a) If yes, date of AGM 10/08/2023

(b) Due date of AGM 30/09/2023

(c) Whether any extension for AGM granted ☐ Yes ☒ No

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

*Number of business activities 1

| S.No | Main Activity group code | Description of Main Activity group | Business Activity Code | Description of Business Activity | % of turnover of the company |
|------|--------------------------|------------------------------------|------------------------|---|------------------------------|
| 1 | H | Transport and storage | H5 | Services incidental to land, water & air transportation | 94.28 |

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES (INCLUDING JOINT VENTURES)

*No. of Companies for which information is to be given 70

Pre-fill All

| S.No | Name of the company | CIN / FCRN | Holding/ Subsidiary/Associate/ Joint Venture | % of shares held |
|------|----------------------------|-----------------------|--|------------------|
| 1 | TVS SCS GLOBAL FREIGHT SOL | U63010TN2007PLC064282 | Subsidiary | 95.21 |
| 2 | FIT 3PL WAREHOUSING PRIVA | U63090TN1997PTC037441 | Subsidiary | 100 |

| | | | | |
|----|---------------------------------|-----------------------|------------|-------|
| 3 | WHITE DATA SYSTEMS INDIA P | U72200TN2015PTC129978 | Subsidiary | 100 |
| 4 | FLEXOL PACKAGING (INDIA) LI | U74990TN2010PLC076131 | Subsidiary | 100 |
| 5 | TVS TOYOTA TSUSHO SUPPLY | U74999TN2014PLC098233 | Subsidiary | 60 |
| 6 | SPC INTERNATIONAL (INDIA) P | U72501KA2008PTC048570 | Subsidiary | 100 |
| 7 | TVS INDUSTRIAL & LOGISTICS P | U45200MH2005PTC154628 | Associate | 47.62 |
| 8 | TVS PACKAGING SOLUTIONS P | U74999TN2017PTC116321 | Subsidiary | 100 |
| 9 | PAN ASIA FREIGHT FORWARDI | U63040MH2011FTC213986 | Subsidiary | 99.99 |
| 10 | TVS Logistics Investment UK Lt | | Subsidiary | 100 |
| 11 | TVS Supply Chain Solutions Lir | | Subsidiary | 100 |
| 12 | Rico Logistics Spain | | Subsidiary | 100 |
| 13 | Multipart Limited, UK | | Subsidiary | 100 |
| 14 | TVS Autoserv GmbH, Germany | | Subsidiary | 51 |
| 15 | TVS Supply Chain Solutions Gr | | Subsidiary | 100 |
| 16 | TVS Logistics Iberia, S.L.U | | Subsidiary | 100 |
| 17 | Peter Thomas & Co (Refurbishi | | Subsidiary | 100 |
| 18 | Rico Logistics Limited, UK | | Subsidiary | 100 |
| 19 | Linfox TVS Solutions Pty Ltd | | Subsidiary | 100 |
| 20 | Ricochet Spain S.L | | Subsidiary | 100 |
| 21 | Eltec IT Services, S.L.U | | Subsidiary | 100 |
| 22 | Tri-Tec Computer Support Lim | | Subsidiary | 100 |
| 23 | Tri-Tec Support Limited, Irelan | | Subsidiary | 100 |
| 24 | Rico Logistique, France | | Subsidiary | 100 |
| 25 | TVS SCS Rico Italia SRL | | Subsidiary | 100 |
| 26 | Triage Holdings Limited | | Subsidiary | 100 |
| 27 | Triage Services Limited | | Subsidiary | 100 |

| | | | | |
|----|----------------------------------|--|------------|-----|
| 28 | Order Logic Limited | | Subsidiary | 100 |
| 29 | Rico Logistics Pty Limited, Aust | | Subsidiary | 100 |
| 30 | Circle Express Limited | | Subsidiary | 95 |
| 31 | SPC International Limited, UK | | Subsidiary | 100 |
| 32 | TVS Logistics Investments USA | | Subsidiary | 100 |
| 33 | TVS America INC | | Subsidiary | 100 |
| 34 | TVS Supply Chain Solutions No | | Subsidiary | 100 |
| 35 | TVS Transport Solutions, USA | | Subsidiary | 100 |
| 36 | TVS Supply Chain Solutions de | | Subsidiary | 100 |
| 37 | TVS Packaging Solutions Inc. U | | Subsidiary | 100 |
| 38 | TVS Logistics Siam Limited, Tha | | Subsidiary | 100 |
| 39 | TVS Supply Chain Solutions Pte | | Subsidiary | 100 |
| 40 | TVS SCS International Freight (| | Subsidiary | 100 |
| 41 | TVS SCS Logistics (Thailand) Li | | Subsidiary | 100 |
| 42 | TVS Supply Chain Solutions (Th | | Subsidiary | 100 |
| 43 | TVS Supply Chain Solutions Ho | | Subsidiary | 100 |
| 44 | TVS SCS Logistics Managemen | | Subsidiary | 100 |
| 45 | TVS Supply Chain Solutions Au | | Subsidiary | 100 |
| 46 | TVS SCS Singapore Pte. Ltd. | | Subsidiary | 100 |
| 47 | TVS SCS International Freight (| | Subsidiary | 100 |
| 48 | TVS SCS International Freight (| | Subsidiary | 100 |
| 49 | T.I.F. Holdings Pty Ltd | | Subsidiary | 100 |
| 50 | TVS SCS (Aust) Pty. Ltd. | | Subsidiary | 100 |
| 51 | KANH Nominees Pty Ltd | | Subsidiary | 100 |
| 52 | TVS SCS New Zealand Limited | | Subsidiary | 100 |

| | | | | |
|----|----------------------------------|--|------------|-----|
| 53 | SPC International (Engineering | | Subsidiary | 100 |
| 54 | Pitcomp 171 Limited | | Subsidiary | 100 |
| 55 | SPC EBT Trustees Limited | | Subsidiary | 100 |
| 56 | SPC Int Limited | | Subsidiary | 100 |
| 57 | Transtar International Freight (| | Subsidiary | 100 |
| 58 | Transtar International Freight S | | Subsidiary | 100 |
| 59 | TVS SCS International Pte. Ltd. | | Subsidiary | 100 |
| 60 | TVS SCS Korea Ltd. | | Subsidiary | 100 |
| 61 | TVS SCS Hong Kong Limited | | Subsidiary | 100 |
| 62 | Pan Asia Container Line Pte Lim | | Subsidiary | 100 |
| 63 | TVS SCS Deutschland GmbH | | Subsidiary | 100 |
| 64 | TVS SCS Vietnam Company Lin | | Subsidiary | 95 |
| 65 | PT Pan Asia Logistics Indonesia | | Subsidiary | 90 |
| 66 | TVS SCS Taiwan Limited | | Subsidiary | 100 |
| 67 | TVS SCS International Freight H | | Subsidiary | 100 |
| 68 | TVS SCS Malaysia Sdn. Bhd. | | Subsidiary | 100 |
| 69 | SPC International Inc. | | Subsidiary | 100 |
| 70 | SPC International s.r.o. | | Subsidiary | 100 |

IV. SHARE CAPITAL, DEBENTURES AND OTHER SECURITIES OF THE COMPANY

(i) * SHARE CAPITAL

(a) Equity share capital

| Particulars | Authorised capital | Issued capital | Subscribed capital | Paid up capital |
|---|--------------------|----------------|--------------------|-----------------|
| Total number of equity shares | 582,600,000 | 363,938,920 | 363,938,920 | 363,938,920 |
| Total amount of equity shares (in Rupees) | 582,600,000 | 363,938,920 | 363,938,920 | 363,938,920 |

Number of classes

1

| Class of Shares | Authorised capital | Issued capital | Subscribed capital | Paid up capital |
|---|--------------------|----------------|--------------------|-----------------|
| Equity | | | | |
| Number of equity shares | 582,600,000 | 363,938,920 | 363,938,920 | 363,938,920 |
| Nominal value per share (in rupees) | 1 | 1 | 1 | 1 |
| Total amount of equity shares (in rupees) | 582,600,000 | 363,938,920 | 363,938,920 | 363,938,920 |

(b) Preference share capital

| Particulars | Authorised capital | Issued capital | Subscribed capital | Paid-up capital |
|---|--------------------|----------------|--------------------|-----------------|
| Total number of preference shares | 34,354,000 | 12,890,793 | 12,890,793 | 12,890,793 |
| Total amount of preference shares (in rupees) | 357,400,000 | 325,197,732 | 325,197,732 | 325,197,732 |

Number of classes

3

| Class of shares | Authorised capital | Issued capital | Subscribed capital | Paid up capital |
|---|--------------------|----------------|--------------------|-----------------|
| Preference Shares INR.1 Each | | | | |
| Number of preference shares | 30,000,000 | 9,722,222 | 9,722,222 | 9,722,222 |
| Nominal value per share (in rupees) | 1 | 1 | 1 | 1 |
| Total amount of preference shares (in rupees) | 30,000,000 | 9,722,222 | 9,722,222 | 9,722,222 |
| Class of shares | Authorised capital | Issued capital | Subscribed capital | Paid up capital |
| Preference Shares of INR.10 Each | | | | |
| Number of preference shares | 1,200,000 | 15,351 | 15,351 | 15,351 |
| Nominal value per share (in rupees) | 10 | 10 | 10 | 10 |
| Total amount of preference shares (in rupees) | 12,000,000 | 153,510 | 153,510 | 153,510 |
| Class of shares | Authorised capital | Issued capital | Subscribed capital | Paid up capital |
| Preference Shares of INR.100 Each | | | | |
| Number of preference shares | 3,154,000 | 3,153,220 | 3,153,220 | 3,153,220 |
| Nominal value per share (in rupees) | 100 | 100 | 100 | 100 |
| Total amount of preference shares (in rupees) | 315,400,000 | 315,322,000 | 315,322,000 | 315,322,000 |

(c) Unclassified share capital

| Particulars | Authorised Capital |
|-------------------------------------|--------------------|
| Total amount of unclassified shares | 0 |

(d) Break-up of paid-up share capital

| Class of shares | Number of shares | | | Total nominal amount | Total Paid-up amount | Total premium |
|---|------------------|-------------|-----------|----------------------|----------------------|---------------|
| Equity shares | Physical | DEMAT | Total | | | |
| At the beginning of the year | 11,728,200 | 350,909,030 | 362637230 | 362,637,230 | 362,637,230 | |
| Increase during the year | 0 | 1,301,690 | 1301690 | 1,301,690 | 1,301,690 | 0 |
| i. Public Issues | 0 | 0 | 0 | 0 | 0 | |
| ii. Rights issue | 0 | 0 | 0 | 0 | 0 | 0 |
| iii. Bonus issue | 0 | 0 | 0 | 0 | 0 | 0 |
| iv. Private Placement/ Preferential allotment | 0 | 0 | 0 | 0 | 0 | 0 |
| v. ESOPs | 0 | 101,670 | 101670 | 101,670 | 101,670 | |
| vi. Sweat equity shares allotted | 0 | 0 | 0 | 0 | 0 | |
| vii. Conversion of Preference share | 0 | 1,200,020 | 1200020 | 1,200,020 | 1,200,020 | |
| viii. Conversion of Debentures | 0 | 0 | 0 | 0 | 0 | 0 |
| ix. GDRs/ADRs | 0 | 0 | 0 | 0 | 0 | 0 |
| x. Others, specify | | | | | | |
| Dematerialization of Shares | | | | | | |
| Decrease during the year | 0 | 0 | 0 | 0 | 0 | 0 |
| i. Buy-back of shares | 0 | 0 | 0 | 0 | 0 | 0 |
| ii. Shares forfeited | 0 | 0 | 0 | 0 | 0 | 0 |
| iii. Reduction of share capital | 0 | 0 | 0 | 0 | 0 | 0 |
| iv. Others, specify | | | | 0 | 0 | |
| Dematerialization of Shares | | | | | | |
| At the end of the year | 11,728,200 | 352,210,720 | 363938920 | 363,938,920 | 363,938,920 | |
| | | | | | | |
| Preference shares | | | | | | |
| At the beginning of the year | 135,353 | 0 | 135353 | 1,353,530 | 1,353,530 | |
| Increase during the year | 0 | 0 | 0 | 325,044,222 | 325,044,222 | 0 |
| i. Issues of shares | 0 | 0 | 0 | 0 | 0 | |
| ii. Re-issue of forfeited shares | 0 | 0 | 0 | 0 | 0 | |

| | | | | | | |
|---------------------------------|---------|---|--------|-------------|-------------|---|
| iii. Others, specify | | | | 325,044,222 | 325,044,222 | |
| CCPS Issue | | | | | | |
| Decrease during the year | 0 | 0 | 0 | 120,002 | 1,200,020 | 0 |
| i. Redemption of shares | 0 | 0 | 0 | 0 | 0 | |
| ii. Shares forfeited | 0 | 0 | 0 | 0 | 0 | 0 |
| iii. Reduction of share capital | 0 | 0 | 0 | 0 | 0 | 0 |
| iv. Others, specify | | | | 120,002 | 1,200,020 | |
| Conversion of CCPS | | | | | | |
| At the end of the year | 135,353 | 0 | 135353 | 326,277,750 | 325,197,730 | |

ISIN of the equity shares of the company

(ii) Details of stock split/consolidation during the year (for each class of shares)

0

| Class of shares | | (i) | (ii) | (iii) |
|------------------------------|----------------------|-----|------|-------|
| Before split / Consolidation | Number of shares | | | |
| | Face value per share | | | |
| After split / Consolidation | Number of shares | | | |
| | Face value per share | | | |

(iii) Details of shares/Debentures Transfers since closure date of last financial year (or in the case of the first return at any time since the incorporation of the company) *

☒ Nil

[Details being provided in a CD/Digital Media]

☐

Yes

☐

No

☐

Not Applicable

Separate sheet attached for details of transfers

☐

Yes

☐

No

Note: In case list of transfer exceeds 10, option for submission as a separate sheet attachment or submission in a CD/Digital Media may be shown.

Date of the previous annual general meeting

| | | | |
|---|--|--|--|
| Date of registration of transfer (Date Month Year) <input style="width: 400px;" type="text"/> | | | |
| Type of transfer | <input style="width: 100%;" type="text"/> | 1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock | |
| Number of Shares/ Debentures/ Units Transferred | <input style="width: 150px;" type="text"/> | Amount per Share/ Debenture/Unit (in Rs.) | <input style="width: 150px;" type="text"/> |
| Ledger Folio of Transferor | | <input style="width: 450px;" type="text"/> | |
| Transferor's Name | <input style="width: 150px;" type="text"/> | <input style="width: 150px;" type="text"/> | <input style="width: 150px;" type="text"/> |
| | Surname | middle name | first name |
| Ledger Folio of Transferee | | <input style="width: 450px;" type="text"/> | |
| Transferee's Name | <input style="width: 150px;" type="text"/> | <input style="width: 150px;" type="text"/> | <input style="width: 150px;" type="text"/> |
| | Surname | middle name | first name |

| | | | |
|---|--|--|--|
| Date of registration of transfer (Date Month Year) <input style="width: 400px;" type="text"/> | | | |
| Type of transfer | <input style="width: 100%;" type="text"/> | 1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock | |
| Number of Shares/ Debentures/ Units Transferred | <input style="width: 150px;" type="text"/> | Amount per Share/ Debenture/Unit (in Rs.) | <input style="width: 150px;" type="text"/> |
| Ledger Folio of Transferor | | <input style="width: 450px;" type="text"/> | |
| Transferor's Name | <input style="width: 150px;" type="text"/> | <input style="width: 150px;" type="text"/> | <input style="width: 150px;" type="text"/> |
| | Surname | middle name | first name |
| Ledger Folio of Transferee | | <input style="width: 450px;" type="text"/> | |
| Transferee's Name | <input style="width: 150px;" type="text"/> | <input style="width: 150px;" type="text"/> | <input style="width: 150px;" type="text"/> |
| | Surname | middle name | first name |

(iv) *Debtentures (Outstanding as at the end of financial year)

| Particulars | Number of units | Nominal value per unit | Total value |
|--------------------------------|-----------------|------------------------|-------------|
| Non-convertible debtentures | 0 | 0 | 0 |
| Partly convertible debtentures | 0 | 0 | 0 |
| Fully convertible debtentures | 0 | 0 | 0 |
| Total | | | 0 |

Details of debtentures

| Class of debtentures | Outstanding as at the beginning of the year | Increase during the year | Decrease during the year | Outstanding as at the end of the year |
|--------------------------------|---|--------------------------|--------------------------|---------------------------------------|
| Non-convertible debtentures | 0 | 0 | 0 | 0 |
| Partly convertible debtentures | 0 | 0 | 0 | 0 |
| Fully convertible debtentures | 0 | 0 | 0 | 0 |

(v) Securities (other than shares and debtentures)

0

| Type of Securities | Number of Securities | Nominal Value of each Unit | Total Nominal Value | Paid up Value of each Unit | Total Paid up Value |
|--------------------|----------------------|----------------------------|---------------------|----------------------------|---------------------|
| | | | | | |
| | | | | | |
| Total | | | | | |

V. *Turnover and net worth of the company (as defined in the Companies Act, 2013)

(i) Turnover

19,784,421,000

(ii) Net worth of the Company

12,002,796,000

VI. (a) *SHARE HOLDING PATTERN - Promoters

| S. No. | Category | Equity | | Preference | |
|--------|---|------------------|------------|------------------|------------|
| | | Number of shares | Percentage | Number of shares | Percentage |
| 1. | Individual/Hindu Undivided Family | | | | |
| | (i) Indian | 7,212,620 | 1.98 | 0 | 0 |
| | (ii) Non-resident Indian (NRI) | 0 | 0 | 0 | 0 |
| | (iii) Foreign national (other than NRI) | 0 | 0 | 0 | 0 |

| | | | | | |
|-----|---|-------------|-------|---|---|
| 2. | Government | | | | |
| | (i) Central Government | 0 | 0 | 0 | 0 |
| | (ii) State Government | 0 | 0 | 0 | 0 |
| | (iii) Government companies | 0 | 0 | 0 | 0 |
| 3. | Insurance companies | 0 | 0 | 0 | 0 |
| 4. | Banks | 0 | 0 | 0 | 0 |
| 5. | Financial institutions | 0 | 0 | 0 | 0 |
| 6. | Foreign institutional investors | 0 | 0 | 0 | 0 |
| 7. | Mutual funds | 0 | 0 | 0 | 0 |
| 8. | Venture capital | 0 | 0 | 0 | 0 |
| 9. | Body corporate (not mentioned above) | 178,201,930 | 48.96 | 0 | 0 |
| 10. | Others Nil | 0 | 0 | 0 | 0 |
| | Total | 185,414,550 | 50.94 | 0 | 0 |

Total number of shareholders (promoters)

4

(b) *SHARE HOLDING PATTERN - Public/Other than promoters

| S. No. | Category | Equity | | Preference | |
|--------|---|------------------|------------|------------------|------------|
| | | Number of shares | Percentage | Number of shares | Percentage |
| 1. | Individual/Hindu Undivided Family | | | | |
| | (i) Indian | 19,957,110 | 5.48 | 276,877 | 2.15 |
| | (ii) Non-resident Indian (NRI) | 1,332,480 | 0.37 | 0 | 0 |
| | (iii) Foreign national (other than NRI) | 4,123,820 | 1.13 | 0 | 0 |
| 2. | Government | | | | |
| | (i) Central Government | 0 | 0 | 0 | 0 |
| | (ii) State Government | 0 | 0 | 0 | 0 |
| | (iii) Government companies | 0 | 0 | 0 | 0 |
| 3. | Insurance companies | 0 | 0 | 0 | 0 |

| | | | | | |
|-----|---|-------------|-------|------------|-------|
| 4. | Banks | 0 | 0 | 2,688,172 | 20.85 |
| 5. | Financial institutions | 0 | 0 | 0 | 0 |
| 6. | Foreign institutional investors | 0 | 0 | 0 | 0 |
| 7. | Mutual funds | 0 | 0 | 0 | 0 |
| 8. | Venture capital | 0 | 0 | 9,722,222 | 75.42 |
| 9. | Body corporate (not mentioned above) | 148,048,770 | 40.68 | 69,114 | 0.54 |
| 10. | Others Trust | 5,062,190 | 1.39 | 134,408 | 1.04 |
| | Total | 178,524,370 | 49.05 | 12,890,793 | 100 |

Total number of shareholders (other than promoters)

93

**Total number of shareholders (Promoters+Public/
Other than promoters)**

97

VII. *NUMBER OF PROMOTERS, MEMBERS, DEBENTURE HOLDERS (Details, Promoters, Members (other than promoters), Debenture holders)

| Details | At the beginning of the year | At the end of the year |
|-----------------------------------|------------------------------|------------------------|
| Promoters | 4 | 4 |
| Members (other than promoters) | 79 | 93 |
| Debenture holders | 0 | 0 |

VIII. DETAILS OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

(A) *Composition of Board of Directors

| Category | Number of directors at the beginning of the year | | Number of directors at the end of the year | | Percentage of shares held by directors as at the end of year | |
|--|---|---------------|---|---------------|---|---------------|
| | Executive | Non-executive | Executive | Non-executive | Executive | Non-executive |
| A. Promoter | 1 | 0 | 1 | 0 | 1.98 | 0 |
| B. Non-Promoter | 1 | 9 | 1 | 8 | 0 | 0.15 |
| (i) Non-Independent | 1 | 5 | 1 | 4 | 0 | 0 |
| (ii) Independent | 0 | 4 | 0 | 4 | 0 | 0.15 |
| C. Nominee Directors representing | 0 | 0 | 0 | 0 | 0 | 0 |

| | | | | | | |
|-----------------------------|---|---|---|---|------|------|
| (i) Banks & FIs | 0 | 0 | 0 | 0 | 0 | 0 |
| (ii) Investing institutions | 0 | 0 | 0 | 0 | 0 | 0 |
| (iii) Government | 0 | 0 | 0 | 0 | 0 | 0 |
| (iv) Small share holders | 0 | 0 | 0 | 0 | 0 | 0 |
| (v) Others | 0 | 0 | 0 | 0 | 0 | 0 |
| Total | 2 | 9 | 2 | 8 | 1.98 | 0.15 |

Number of Directors and Key managerial personnel (who is not director) as on the financial year end date 12

(B) (i) *Details of directors and Key managerial personnel as on the closure of financial year

| Name | DIN/PAN | Designation | Number of equity share(s) held | Date of cessation (after closure of financial year : If any) |
|--------------------|------------|---------------------|--------------------------------|--|
| RAVI VISWANATHAN | 08713910 | Managing Director | 0 | |
| RAMACHANDHRAN DI | 00363300 | Whole-time director | 7,212,620 | |
| MAHALINGAM SETUR | 00121727 | Director | 250,000 | 29/08/2023 |
| BALASUBRAMANYAM | 02993708 | Director | 0 | |
| GAURI KUMAR | 01585999 | Director | 0 | |
| TARUN KHANNA | 01760700 | Director | 0 | |
| SARGUNARAJ RAVICH | 01485845 | Director | 2,420,380 | 29/08/2023 |
| SHOBHANA RAMACHA | 00273837 | Director | 966,750 | |
| ASHISH KAUSHIK | 09289238 | Director | 0 | |
| ANAND KUMAR | 00818724 | Director | 0 | |
| RAVIPRAKASH VENKA | AADPB2243F | CFO | 0 | |
| KRISHNA PRASAD P D | AGLPD1141Q | Company Secretar | 0 | |

(ii) Particulars of change in director(s) and Key managerial personnel during the year 1

| Name | DIN/PAN | Designation at the beginning / during the financial year | Date of appointment/ change in designation/ cessation | Nature of change (Appointment/ Change in designation/ Cessation) |
|-------------|----------|--|---|--|
| Bobby Pauly | 06629688 | Director | 13/01/2023 | CESSATION |

IX. MEETINGS OF MEMBERS/CLASS OF MEMBERS/BOARD/COMMITTEES OF THE BOARD OF DIRECTORS

A. MEMBERS/CLASS /REQUISITIONED/NCLT/COURT CONVENED MEETINGS

Number of meetings held

5

| Type of meeting | Date of meeting | Total Number of Members entitled to attend meeting | Attendance | |
|-----------------|-----------------|--|----------------------------|-------------------------|
| | | | Number of members attended | % of total shareholding |
| AGM | 30/06/2022 | 83 | 17 | 68.76 |
| EGM | 12/08/2022 | 83 | 11 | 49.7 |
| EGM | 06/12/2022 | 83 | 19 | 78.72 |
| EGM | 17/01/2023 | 83 | 22 | 68.76 |
| EGM | 15/03/2023 | 83 | 19 | 78.72 |

B. BOARD MEETINGS

*Number of meetings held

7

| S. No. | Date of meeting | Total Number of directors associated as on the date of meeting | Attendance | |
|--------|-----------------|--|------------------------------|-----------------|
| | | | Number of directors attended | % of attendance |
| 1 | 16/05/2022 | 11 | 11 | 100 |
| 2 | 09/09/2022 | 10 | 9 | 90 |
| 3 | 11/11/2022 | 10 | 9 | 90 |
| 4 | 26/11/2022 | 11 | 11 | 100 |
| 5 | 27/02/2023 | 9 | 8 | 88.89 |
| 6 | 09/03/2023 | 9 | 8 | 88.89 |
| 7 | 25/03/2023 | 10 | 8 | 80 |

C. COMMITTEE MEETINGS

Number of meetings held

5

| S. No. | Type of meeting | Date of meeting | Total Number of Members as on the date of the meeting | Attendance | |
|--------|-----------------|-----------------|---|----------------------------|-----------------|
| | | | | Number of members attended | % of attendance |

| S. No. | Type of meeting | Date of meeting | Total Number of Members as on the date of the meeting | Attendance | |
|--------|-------------------------------------|-----------------|---|----------------------------|-----------------|
| | | | | Number of members attended | % of attendance |
| 1 | Audit Committee | 16/05/2022 | 3 | 3 | 100 |
| 2 | Audit Committee | 11/11/2022 | 3 | 3 | 100 |
| 3 | Nomination & Remuneration Committee | 11/05/2022 | 4 | 4 | 100 |
| 4 | IPO Committee | 11/07/2022 | 6 | 6 | 100 |
| 5 | ID | 28/03/2023 | 4 | 4 | 100 |

D. *ATTENDANCE OF DIRECTORS

| S. No. | Name of the director | Board Meetings | | | Committee Meetings | | | Whether attended AGM held on |
|--------|----------------------|--|-----------------------------|-----------------|--|-----------------------------|-----------------|------------------------------|
| | | Number of Meetings which director was entitled to attend | Number of Meetings attended | % of attendance | Number of Meetings which director was entitled to attend | Number of Meetings attended | % of attendance | 10/08/2023 |
| | | | | | | | | (Y/N/NA) |
| 1 | RAVI VISWANATHAN | 7 | 7 | 100 | 3 | 3 | 100 | Yes |
| 2 | RAMACHANDRAN | 7 | 7 | 100 | 1 | 1 | 100 | Yes |
| 3 | MAHALINGAM | 7 | 7 | 100 | 4 | 4 | 100 | Yes |
| 4 | BALASUBRAMANIAM | 7 | 7 | 100 | 2 | 2 | 100 | Yes |
| 5 | GAURI KUMAR | 7 | 7 | 100 | 1 | 1 | 100 | Yes |
| 6 | TARUN KHANNA | 6 | 4 | 66.67 | 1 | 1 | 100 | Yes |
| 7 | SARGUNARAJAN | 7 | 7 | 100 | 4 | 4 | 100 | Yes |
| 8 | SHOBHANA FATHIMA | 7 | 7 | 100 | 1 | 1 | 100 | Yes |
| 9 | ASHISH KAUSHIK | 7 | 6 | 85.71 | 1 | 1 | 100 | Yes |
| 10 | ANAND KUMAR | 7 | 5 | 71.43 | 1 | 1 | 100 | Yes |

X. *REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

☐ Nil

Number of Managing Director, Whole-time Directors and/or Manager whose remuneration details to be entered

2

| S. No. | Name | Designation | Gross Salary | Commission | Stock Option/ Sweat equity | Others | Total Amount |
|--------|------------------|-------------------|--------------|------------|-------------------------------|-----------|-----------------|
| 1 | RAVI VISWANATHAN | Managing Director | 50,000,000 | 0 | 0 | 2,200,000 | 52,200,000 |
| 2 | RAMACHANDHRAN | Vice Chairman | 50,600,000 | 0 | 0 | 2,800,000 | 53,400,000 |
| | Total | | 100,600,000 | 0 | 0 | 5,000,000 | 105,600,000 |

Number of CEO, CFO and Company secretary whose remuneration details to be entered

2

| S. No. | Name | Designation | Gross Salary | Commission | Stock Option/ Sweat equity | Others | Total Amount |
|--------|-----------------------|-------------|--------------|------------|-------------------------------|-----------|-----------------|
| 1 | RAVIPRAKASH VEDARAJAN | CFO | 31,200,000 | 0 | 0 | 800,000 | 32,000,000 |
| 2 | KRISHNA PRASAD | CS | 5,500,000 | 0 | 0 | 200,000 | 5,700,000 |
| | Total | | 36,700,000 | 0 | 0 | 1,000,000 | 37,700,000 |

Number of other directors whose remuneration details to be entered

6

| S. No. | Name | Designation | Gross Salary | Commission | Stock Option/ Sweat equity | Others | Total Amount |
|--------|-----------------------|-------------|--------------|------------|-------------------------------|--------|-----------------|
| 1 | MAHALINGAM SETHUPATHI | Director | 1,180,000 | 1,200,000 | 0 | 0 | 2,380,000 |
| 2 | BALASUBRAMANYAM | Director | 1,030,000 | 1,200,000 | 0 | 0 | 2,230,000 |
| 3 | GAURI KUMAR | Director | 880,000 | 1,000,000 | 0 | 0 | 1,880,000 |
| 4 | TARUN KHANNA | Director | 480,000 | 1,000,000 | 0 | 0 | 1,480,000 |
| 5 | SHOBHANA RAMAKRISHNAN | Director | 780,000 | 1,000,000 | 0 | 0 | 1,780,000 |
| 6 | SARGUNARAJ RAO | Director | 930,000 | 1,000,000 | 0 | 0 | 1,930,000 |
| | Total | | 5,280,000 | 6,400,000 | 0 | 0 | 11,680,000 |

XI. MATTERS RELATED TO CERTIFICATION OF COMPLIANCES AND DISCLOSURES

* A. Whether the company has made compliances and disclosures in respect of applicable provisions of the Companies Act, 2013 during the year ☒ Yes ☐ No

B. If No, give reasons/observations

XII. PENALTY AND PUNISHMENT - DETAILS THEREOF

(A) DETAILS OF PENALTIES / PUNISHMENT IMPOSED ON COMPANY/DIRECTORS /OFFICERS ☒ Nil

| Name of the company/ directors/ officers | Name of the court/ concerned Authority | Date of Order | Name of the Act and section under which penalised / punished | Details of penalty/ punishment | Details of appeal (if any) including present status |
|--|--|---------------|--|--------------------------------|---|
| | | | | | |

(B) DETAILS OF COMPOUNDING OF OFFENCES ☒ Nil

| Name of the company/ directors/ officers | Name of the court/ concerned Authority | Date of Order | Name of the Act and section under which offence committed | Particulars of offence | Amount of compounding (in Rupees) |
|--|--|---------------|---|------------------------|-----------------------------------|
| | | | | | |

XIII. Whether complete list of shareholders, debenture holders has been enclosed as an attachment

☒ Yes ☐ No

XIV. COMPLIANCE OF SUB-SECTION (2) OF SECTION 92, IN CASE OF LISTED COMPANIES

In case of a listed company or a company having paid up share capital of Ten Crore rupees or more or turnover of Fifty Crore rupees or more, details of company secretary in whole time practice certifying the annual return in Form MGT-8.

Name

K VENUGOPALAN

Whether associate or fellow

☐ Associate ☒ Fellow

Certificate of practice number

6015

I/We certify that:

(a) The return states the facts, as they stood on the date of the closure of the financial year aforesaid correctly and adequately.

(b) Unless otherwise expressly stated to the contrary elsewhere in this Return, the Company has complied with all the provisions of the Act during the financial year.

Declaration

I am Authorised by the Board of Directors of the company vide resolution no. ...

NA

dated

07/02/2022

(DD/MM/YYYY) to sign this form and declare that all the requirements of the Companies Act, 2013 and the rules made thereunder in respect of the subject matter of this form and matters incidental thereto have been complied with. I further declare that:

1. Whatever is stated in this form and in the attachments thereto is true, correct and complete and no information material to the subject matter of this form has been suppressed or concealed and is as per the original records maintained by the company.
2. All the required attachments have been completely and legibly attached to this form.

Note: Attention is also drawn to the provisions of Section 447, section 448 and 449 of the Companies Act, 2013 which provide for punishment for fraud, punishment for false statement and punishment for false evidence respectively.

To be digitally signed by

Director

RAVI
VISWANATHAN
HAN

DIN of the director

08713910

To be digitally signed by

KRISHNAMURTHY
VENUGOPALAN

- ☐ Company Secretary
- ☒ Company secretary in practice

Membership number

2526

Certificate of practice number

6015

Attachments

- 1. List of share holders, debenture holders
- 2. Approval letter for extension of AGM;
- 3. Copy of MGT-8;
- 4. Optional Attachment(s), if any

Attach

Attach

Attach

Attach

List of attachments

TVS SCS MGT 8 20230001.pdf
TVSSCS Shareholding pattern 31032023.p
MGT 7 Attch Roc covering letter.pdf

Remove attachment

Modify

Check Form

Prescrutiny

Submit

This eForm has been taken on file maintained by the Registrar of Companies through electronic mode and on the basis of statement of correctness given by the company

Auto-approved By

DS MINISTRY
OF
CORPORATE
AFFAIRS 5

Digitally signed by DS MINISTRY OF
CORPORATE AFFAIRS 5
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AFFAIRS, ou=REGISTRAR OF
COMPANIES, email=rocd@rocd.
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CORPORATE AFFAIRS 5
Reason: I believe in the accuracy and integrity
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