



January 02, 2025

BSE Limited 1st Floor, New Trading Ring, Rotunda Bldg., P. J. Towers, Dalal Street, Fort, Mumbai 400 001 Scrip Code: 543965	National Stock Exchange of India Limited Exchange Plaza, 5th Floor, Plot No. C/1, G Block, Bandra-Kurla Complex, Bandra (East), Mumbai 400 051 NSE Symbol: TVSSCS
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Sub: Receipt of Observation Letter with ‘no adverse observations’ from BSE Limited in relation to the draft Scheme of Amalgamation of Mahogany Logistics Services Private Limited (formerly known as DRSR Logistics Services Private Limited) (“First Transferor Company”), TVS SCS Global Freight Solutions Limited (“Second Transferor Company”), White Date Systems Private Limited (“Third Transferor Company”), SPC international (India) Private Limited (“Fourth Transferor Company”) and FLEXOL Packaging (India) Limited (“Fifth Transferor Company”) with and into TVS Supply Chain Solutions Limited (“Transferee Company”) and their respective shareholders is presented under Sections 230 - 232 of the Companies Act, 2013 and the rules and regulations made thereunder (the “Scheme”). (The First Transferor Company, the Second Transferor Company, the Third Transferor Company, the Fourth Transferor Company and the Fifth Transferor Company are hereinafter referred to as the “Transferor Companies”).

Ref: Application under Regulation 37 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") with respect to the Scheme

Dear Sir/Madam,

This is in connection with our letter dated February 5, 2024, informing about the decision taken by the Board of Directors of TVS Supply Chain Solutions Limited approving the proposed Scheme under Sections 230 to 232 of the Companies Act, 2013, the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016, and other rules and regulations framed thereunder, subject to receipt of various regulatory and other approvals.

In this regard, we would like to inform you that TVS Supply Chain Solutions Limited has received observation letter with ‘no adverse observations’ from BSE Limited dated January 1, 2025. The copy of said letter is enclosed herewith.

TVS Supply Chain Solutions Limited

No 58, Eldams Road, Teynampet, Chennai - 600018, India. **Phone:** +91 - 44 - 6685 7777

Registered Office: No: 10, Jawahar Road, Chokkikulam, Madurai - 625002, India.

CIN: L63011TN2004PLC054655



The Scheme remains subject to statutory and regulatory approvals inter alia including approvals from the National Company Law Tribunal and the respective shareholders and creditors of the companies involved.

We request you to kindly take the above information on record and oblige.

Thanking You,

Yours faithfully,

For **TVS Supply Chain Solutions Limited**

P D Krishna Prasad
Company Secretary

Encl: As above

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DCS/AMAL/JP/R37/3464/2024-25

January 01, 2025

The Company Secretary,
TVS Supply Chain Solutions Ltd.
10, Jawahar Road, Chokkikulam,
Madurai, Tamil Nadu, 625002.

Dear Sir,

Sub: Observation letter regarding the Draft Scheme of Amalgamation of Mahogany Logistics Services Private Limited (formerly known as 'DRSR Logistics Services Private Limited') (the "First Transferor Company"), TVS SCS Global Freight Solutions Limited (the "Second Transferor Company"), White Data Systems Private Limited (the "Third Transferor Company"), SPC International (India) Private Limited (the "Fourth Transferor Company") and FLEXOL Packaging (India) Limited (the "Fifth Transferor Company") with and into TVS Supply Chain Solutions Limited (the "Transferee Company" and their respective shareholders and creditors.

We are in receipt of the Draft Scheme of Amalgamation of Mahogany Logistics Services Private Limited (formerly known as 'DRSR Logistics Services Private Limited') (the "First Transferor Company"), TVS SCS Global Freight Solutions Limited (the "Second Transferor Company"), White Data Systems Private Limited (the "Third Transferor Company"), SPC International (India) Private Limited (the "Fourth Transferor Company") and FLEXOL Packaging (India) Limited (the "Fifth Transferor Company") with and into TVS Supply Chain Solutions Limited (the "Transferee Company" and their respective shareholders and creditors under Section 230 to 232 of the Companies Act, 2013 as required under SEBI Circular no. CFD/DIL3/CIR/2017/21 dated March 10, 2017 read with Master Circular No. SEBI/HO/CFD/DIL1/CIR/P/2021/665 dated November 23, 2021 read with SEBI Master circular no. SEBI/HO/CFD/POD-2/P/CIR/2023/93 dated June 20, 2023 and Regulation 37 & 94(2) of SEBI LODR Regulations 2015 along with SEBI/HO/DDHS/DDHS DivI/P/CIR/2022/0000000103 dated July 29, 2022 (SEBI Circular) and Regulation 94A(2) SEBI (LODR) Regulations, 2015; SEBI vide its letter dated January 01, 2025 has inter alia given the following comment(s) on the draft scheme of Amalgamation:

- a) "The Company shall disclose all details of ongoing adjudication & recovery proceedings, prosecution initiated, and all other enforcement action taken, if any, against the Company, its promoters and directors, before Hon'ble NCLT and shareholders, while seeking approval of the scheme."
- b) "The Company shall ensure that additional information, if any, submitted by the Company after filing the scheme with the stock exchange, from the date of receipt of this letter is displayed on the websites of the listed company and the stock exchanges."
- c) "The Company shall ensure compliance with the SEBI Circulars issued from time to time."



- d) "The entities involved in the Scheme shall duly comply with various provisions of the SEBI master Circular dated June 20, 2023 and ensure that all the liabilities of Transferor Company are transferred to the Transferee Company."
- e) "Company is advised that the information pertaining to all the unlisted companies involved, if any, in the scheme shall be included in the format specified for abridged prospectus as provided in Part E of the schedule VI of the ICDR Regulations 2018, in the explanatory statement or notice or proposal accompanying resolution to be passed, which is sent to the shareholders for seeking approval."
- f) "Company shall ensure that the financials in the scheme including financials considered for valuation report are not for period more than 6 months old."
- g) "Company shall ensure that the details of the proposed scheme under consideration as provided to the stock exchange shall be prominently disclosed in the notice sent to shareholders."
- h) "The Company is advised to disclose the following as a part of explanatory statement or notice or proposal accompanying resolution to be passed to be forwarded by the company to the shareholders while seeking approval u/s 230 to 232 of the Companies Act 2013, to enable them to make an informed decision in the matter:
- Details of (pre & post scheme) Assets and Liabilities of TVS Supply, Mahogany Logistics Services Private Limited (MLSPL), TVS SCS Global Freight Solutions Limited (TSGFSL), White Data Systems Private Limited (WDSPL), SPC International (India) Private Limited (SIPL) and FLEXOL Packaging (India) Limited (FPIL), as applicable;
 - Capital buildup of MLSPL, TSGFSL, WDSPL, SIPL and FPIL since inception;
 - Details of accounting treatment as provided in Annexure A of statutory auditor's certificate dated December 09, 2024.
 - Rationale & synergies of the scheme and its impact on the public shareholders.
 - MLSPL & Mahogany Singapore Company Pte Ltd. (MSCPL) are disclosed as public shareholders of TVS Supply in the shareholding pattern filed on Stock Exchange's website.
 - MSCPL shall be disclosed as public shareholder of TVS Supply, post scheme.



- i) "Company is advised that proposed equity shares proposed to be issued as part of the "Scheme" shall mandatorily be in demat form only."
- j) "Company shall ensure that the "Scheme" shall be acted upon subject to the complying with the relevant clauses mentioned in the scheme document."
- k) "No changes to the draft scheme except those mandated by the Regulators/ authorities/ tribunals shall be made without specific written consent of SEBI."
- l) "Company is advised that the observations of SEBI/Stock Exchanges shall be incorporated in the petition to be filed before Hon'ble NCLT and the Company is obliged to bring the observations to the notice of Hon'ble NCLT."
- m) "Company is advised to comply with all applicable provisions of the Companies Act, 2013, rules and regulations issued thereunder including obtaining the consent from the creditors for the proposed scheme."
- n) "It is to be noted that the petitions are filed by the company before Hon'ble NCLT after processing and communication of comments/observations on draft scheme by SEBI/stock exchange. Hence, the company is not required to send notice for representation as mandated under section 230(5) of Companies Act, 2013 to SEBI again for its comments / observations / representations."

Accordingly, based on aforesaid comment offered by SEBI, the company is hereby advised:

- To provide additional information, if any, (as stated above) along with various documents to the Exchange for further dissemination on Exchange website.
- To ensure that additional information, if any, (as stated aforesaid) along with various documents are disseminated on their (company) website.
- To duly comply with various provisions of the circulars.

In light of the above, we hereby advise that we have no adverse observations with limited reference to those matters having a bearing on listing/de-listing/continuous listing requirements within the provisions of Listing Agreement, so as to enable the company to file the scheme with Hon'ble NCLT.

Further, where applicable in the explanatory statement of the notice to be sent by the company to the shareholders; while seeking approval of the scheme, it shall disclose information about unlisted company involved in the format prescribed for abridged prospectus as specified in the circular dated June 20, 2023.

Kindly note that as required under Regulation 37(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the validity of this Observation Letter shall be six months from the date of this Letter, within which the scheme shall be submitted to the NCLT.



The Exchange reserves its right to withdraw its 'No adverse observation' at any stage if the information submitted to the Exchange is found to be incomplete / incorrect / misleading / false or for any contravention of Rules, Byelaws and Regulations of the Exchange, Listing Agreement, Guidelines/Regulations issued by statutory authorities.

Please note that the aforesaid observations do not preclude the Company from complying with any other requirements.

Further, it may be noted that with reference to Section 230 (5) of the Companies Act, 2013 (Act), read with Rule 8 of Companies (Compromises, Arrangements and Amalgamations) Rules 2016 (Company Rules) and Section 66 of the Act read with Rule 3 of the Company Rules wherein pursuant to an Order passed by the Hon'ble National Company Law Tribunal, a Notice of the proposed scheme of compromise or arrangement filed under sections 230-232 or Section 66 of the Companies Act 2013 as the case may be **is required to be served upon the Exchange seeking representations or objections if any.**

In this regard, with a view to have a better transparency in processing the aforesaid notices served upon the Exchange, the Exchange has **already introduced an online system of serving such Notice along with the relevant documents of the proposed schemes through the BSE Listing Centre.**

Any service of notice under Section 230 (5) or Section 66 of the Companies Act 2013 seeking Exchange's representations or objections if any, **would be accepted and processed through the Listing Centre only and no physical filings would be accepted.** You may please refer to circular dated February 26, 2019 issued to the company.

Yours faithfully,



Ashok Kumar Singh
Deputy General Manager


Jayanti Pradhan
Assistant Manager