TVS MOTOR COMPANY
TVS Motor Company Limited, Registered Office : "Chaitanya" No.12, Khader Nawaz Khan Road,
Chennai - 600006, Tamilnadu, India. Telephone : +91-44-28332115 Fax : +91-44-28332113

26th July 2025

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/Madam,

Sub: Annual Report for the FY 2024-25

Pursuant to Regulations 34(1) and 53(2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed the Annual Report of the Company for the Financial Year 2024-25.

The copy of the Annual Report is also available on the website of the Company *viz.,* www.tvsmotor.com.

Further, pursuant to Regulation 36(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, the Company has sent communication to those shareholders who have not registered their email address, for registering the same with the Company/Depositories, providing the web-link including the exact path where complete details of the Annual Report would be available.

This is for your kind information.

Thanking You,

Yours faithfully,

For **TVS MOTOR COMPANY LIMITED**

KELLIYA SUBRAMANIAN SRINIVASAN

Digitally signed by KELLIYA SUBRAMANIAN SRINIVASAN
Date: 2025.07.26 14:18:52 +05'30'

K S Srinivasan
Company Secretary

Encl :a/a

33rd Annual Report 2024-25

SHAPING TOMORROW'S MOBILITY, TODAY.



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TVS Motor Company Limited (TVSM) is a globally reputed mobility solutions provider that offers a wide range of cutting-edge two- and three-wheelers across global markets. Backed by class-leading design, advanced technology, and a relentless focus on quality, TVSM products are engineered not just to meet but to elevate the customer experience. With a strong global presence, manufacturing excellence, and a robust innovation ecosystem, TVSM operates at a scale that is unmatched—setting industry benchmarks in performance, reliability and value.

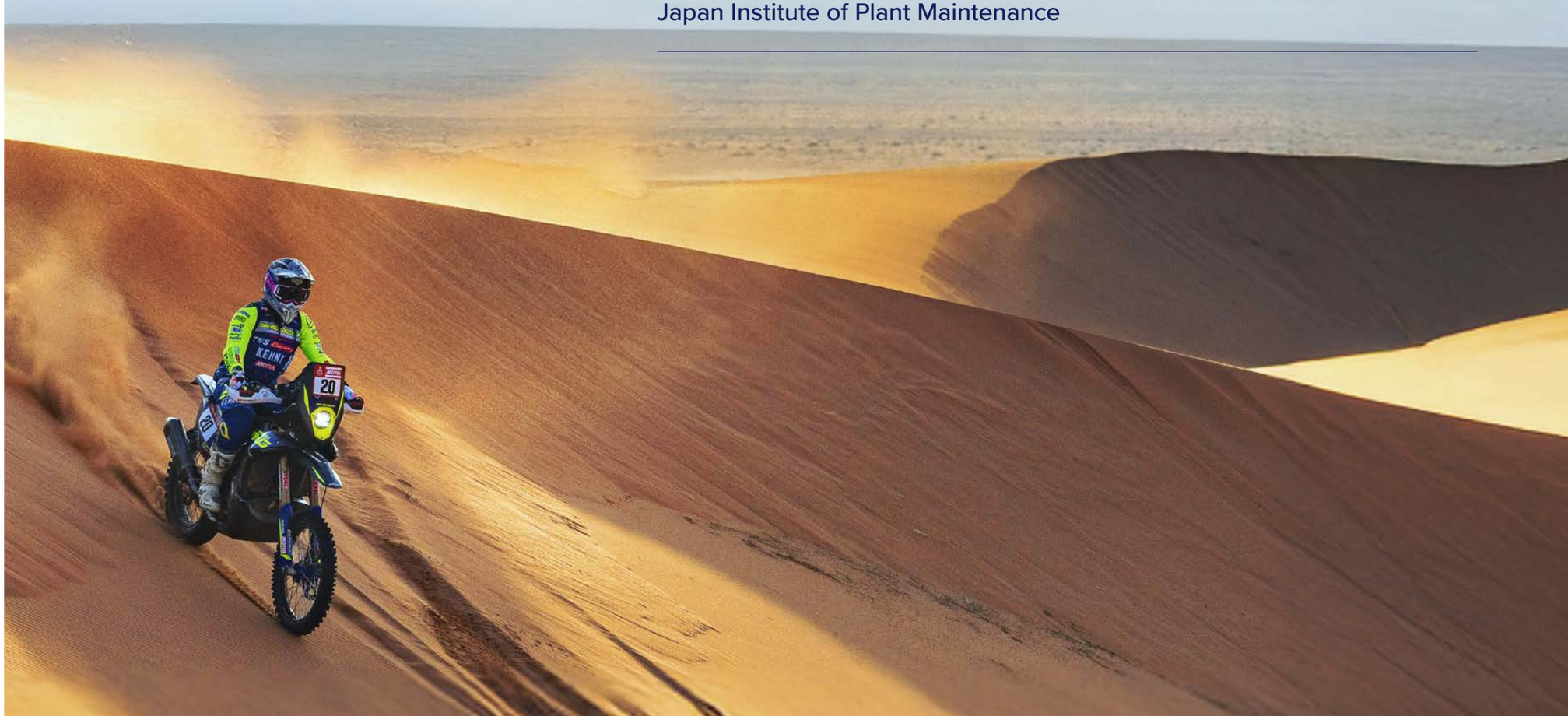
63 Mn
Users of TVSM vehicles across the world

#4
One of the largest manufacturers of two-wheelers globally

JD Power
TVSM products consistently lead their segments in customer satisfaction surveys.

90+
Countries marking our global presence

TPM Advanced Special Award
First two-wheeler company in India with all plants certified by Japan Institute of Plant Maintenance



Shaping Tomorrow's Mobility, Today

As the world navigates a pivotal phase of shifting mobility expectations and transformative technology, the role of transportation has never been more central. At TVS Motor Company, we see this moment as an opportunity to redefine mobility our way — more integrated, intelligent, and inclusive. With a deep-rooted legacy in engineering excellence and customer-centric innovation, we continue to transform lives globally through mobility solutions that elevate experiences across formats — delivering on performance, flexibility, and future readiness.

From our earliest foray into personal transportation to becoming the world's fourth-largest two-wheeler manufacturer, our journey has been shaped by a singular purpose — transforming quality of life through mobility solutions. Built on deep customer understanding and engineering excellence, we operate at scale across geographies and riding needs. From urban commutes to spirited rides, enterprise applications to everyday convenience, we offer a wide spectrum of mobility formats designed to elevate experience. This ability to create with intent — responsive to evolving aspirations and use cases — is what continues to set us apart and move millions, every single day.

Our strength lies in understanding what riders truly need — across geographies, lifestyles, and aspirations.

This insight powers a seamless fusion of proven automotive engineering and advanced digital capabilities, enabling us to design, develop, and scale solutions across diverse use cases — from urban mobility to race-inspired performance. Our customer-first mindset extends into service, with intuitive support, connected experiences, and responsive care across the ownership journey. Every touchpoint reflects real-world relevance and thoughtful execution. Safety remains a foundational priority — engineered into our products, digital systems, and ecosystem — making every ride smarter, more confident, and deeply human-centric.

Sustained investments in R&D have strengthened our core capabilities and kept us ahead of the curve, while strategically chosen global partnerships have amplified our scale and accelerated our technological edge. With a growing presence across more than 90+ countries, we remain committed to creating mobility that is inclusive, responsible, and future-ready. Our focus is on delivering joyful movement today — without borrowing from the smile of tomorrow. From reducing environmental impact to giving back to communities, we strive to build trust, empower progress, and ensure that every mile we move forward contributes to a world that is safer, more equitable, and enduringly sustainable.



Accelerating to New Heights

Capping twelve consecutive quarters of top-line growth, TVSM achieved new highs in FY 2024-25 with all-time high annual sales in both domestic and overseas markets, resulting in its best-ever revenue and profit.

All product categories in two-wheelers — scooters, commuter bikes, mopeds, and performance motorcycles — and three-wheelers registered robust growth. New launches, such as the new Jupiter 110, and upgrades of the existing portfolio helped TVSM gain market share and outpace the overall market.

FINANCIAL

Y-o-Y growth

₹36,309 Cr
Highest-ever total Revenue ⊕ 13.73%

₹2,486 Cr
Operating free cash flow

₹3,629 Cr
Highest-ever profit ⊕ 30.49%

₹114,992 Cr
Market capitalisation as on 31st March, 2025

12.3%
Highest-ever EBITDA margin ⊕ 1.2%

₹57.05
Earnings per share

NON-FINANCIAL

ENVIRONMENT

68,000 tCO_2e
Emissions avoided

16,915 KI
Water recycled

95.32%
Renewable energy used in Indian operations

SOCIAL

1.62 Mn
CSR beneficiaries

16%
Women in the workforce

3%
Differently-abled employees



Appreciation Strengthens our Resolve

HONOURING THE STALWART



ET Lifetime Achievement Award for Mr. Venu Srinivasan, Chairman Emeritus of TVSM, for his contributions to Indian manufacturing by ET Awards for Corporate Excellence.



Mr Sudarshan Venu, MD of TVSM, was honoured with India's best CEO award in Manufacturing and Retail Excellence Category by Business Today. He also featured in the list of India's best CEOs by Fortune and Business World magazines.

- 'Most Trusted Brand of India 2024-25' by Marksmen Daily in recognition of its dedication to quality and customer satisfaction.
- Multiple accolades from J.D. Power 2024 India:
  - The TVS Jupiter 125, TVS Radeon, and TVS Apache RTR 160 2V recognised in their respective segments under the Initial Quality Study (IQS).
  - TVS Apache RTR 2V and TVS Raider celebrated in their respective segments under the APEAL Study.
- CII Southern Regional EHS Awards 2023 for TVSM's efforts in energy conservation, environment restoration, road safety and health at work.
- Ranked among the Top 3 in 'India's Top 50 Most Sustainable Companies' in the automobile sector.
- 17th BML Munjal Awards for manufacturing excellence in the private sector.
- Recognition at the CII Design Summit for TVS Apache RR 310 and TVS X for their outstanding designs.
- Recognition for 'Best Corporate HR Practices' for Srinivasan Services Trust in 2025 at the 27th NHRD National Conference & 13th HR Showcase.
- 'India's 80 Most Valuable Companies' by Business Today.







A Year of Innovation and Expansion

From global launches and new market entries to creating memorable customer experiences, the year was marked with frenetic activity that kept us energised. TVSM's leadership was honoured for driving purpose-led growth with vision and conviction. Above all, the year reflected the Company's steadfast commitment to excellence, inclusivity, and intelligent mobility.

PRODUCTS



- Welcomed a new edition of the Apache RR 310
- Launched the new 2.2 kWh battery variant of iQube electric scooter in Nepal
- Launched the all-new Jupiter 110
- TVS Ronin joins the Rann Utsav celebrations
- Launched two new three-wheeler models in Mexico
- Launched the TVS HLX 125 with five gears for global markets





MARKETS & GLOBAL PRESENCE



- Debuted the TVS iQube at Makina Motoshow, Manila
- Made TVSM's presence felt at the Salon du 2 Roues de Lyon
- Showcased TVS iQube at Jakarta Fair, Indonesia, making its debut in Indonesian market
- Launched iQube electric scooter in Sri Lanka
- Entered Morocco in partnership with Hindi Motors
- Launched retail operations in Italy



2024



- Won the 10th consecutive Indian National Rally Championship title
- Celebrated World Motorcycle Day 2024
- Presented the TVS INCLUVERSE initiative
- Registered wins at Indian National Motorcycle Racing Championship 2024
- Launched an all-women bike rally honouring 25th Kargil Vijay Diwas

PEOPLE & CULTURE



2025

PROCESS & EXCELLENCE



- Opened the Drift-R School, Pune – a specialised training academy
- TVSM distributor — Ezz LCV — inaugurates a new assembly line in Egypt
- Excelled in the JD Power 2024-25 India Two-Wheeler Initial Quality Study (IQS)



Shaped by Values Geared for the World

TVSM, the world's fourth-largest two-wheeler manufacturer, is driving global mobility with local insight and world-class engineering. Its integrated ecosystem of products, services, and support is designed to adapt to the unique needs of every market — delivering intelligent solutions that are both locally relevant and globally competitive. Deep market understanding and close collaboration with local communities enable the Company to design intelligent, future-ready solutions. This approach led to one of TVSM's strongest years in international business.

VISION

To transform the quality of life of people across the world by providing mobility solutions that are Exciting, Responsible, Sustainable and Safe.

MISSION

To be one of the leading companies globally in our chosen business segments, providing the most compelling mobility solutions through:

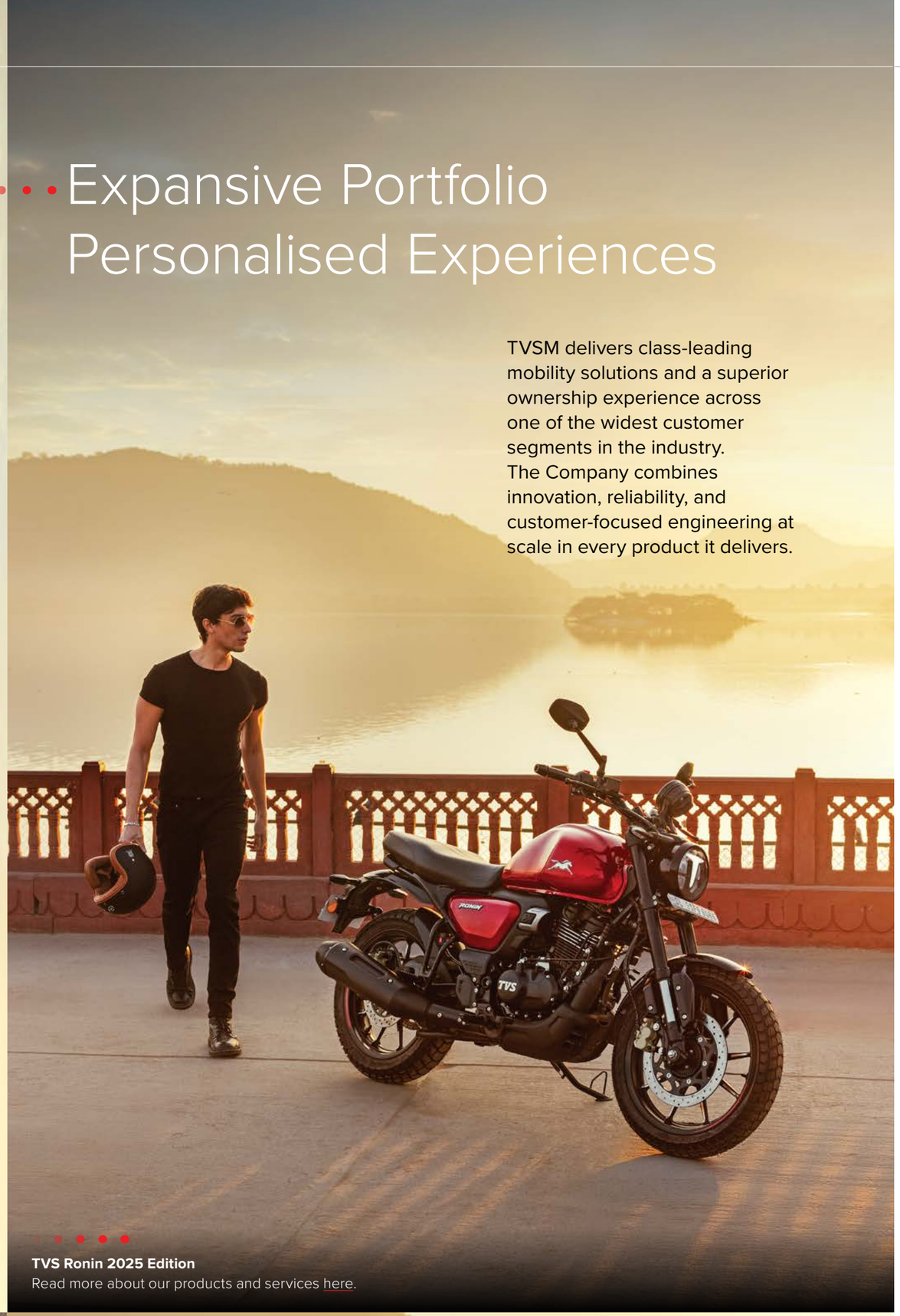
- An innovation-driven culture thriving on relentless reflection and teamwork
- Focus on speed and agility to seize opportunity in a Volatile Uncertain Complicated Ambiguous (VUCA) world
- Scalable technology platforms & solutions with highest quality to delight customers
- Commitment towards a sustainable future for societies and the environment

CORE VALUES

- **Trust**
- **Value Maximisation**
- **Exactness**
- **Customer Obsession**
- **Speed & Agility**
- **Disruptive Mindset**

Expansive Portfolio Personalised Experiences

TVSM delivers class-leading mobility solutions and a superior ownership experience across one of the widest customer segments in the industry. The Company combines innovation, reliability, and customer-focused engineering at scale in every product it delivers.



TVS Ronin 2025 Edition
Read more about our products and services here.

TVSM's products are technologically advanced, reliable, and safe. With the widest portfolio in the industry — including two-wheelers such as mopeds, scooters, commuter motorcycles, premium bikes, and three-wheelers — the Company caters to a broad and diverse customer base with evolving preferences. Its authorised service network provides comprehensive after-sales support to millions of satisfied customers across more than 3,800 locations throughout India.

47,43,636 units
Highest-ever sales – 2W & 3W (15% y-o-y growth)

2,81,846 units
Highest-ever EV sales (45% y-o-y growth)

MOTORCYCLES

TVS Apache RTR 310



TVS Apache RR 310



TVS Ronin



TVS Apache RTR 160 / 180



TVS Apache RTR 160 4V / 200 4V



TVS Raider



TVS Radeon

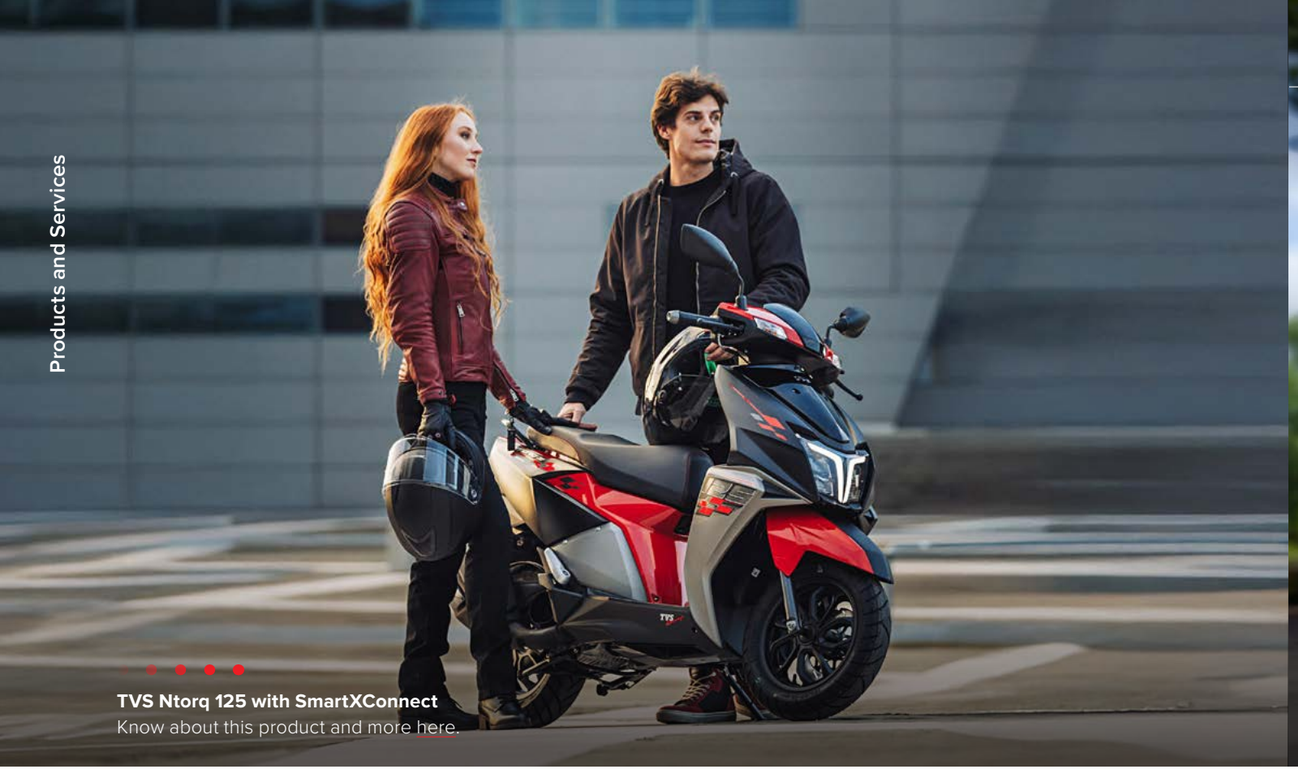


TVS StaR City+



TVS Sport





TVS Ntorq 125 with SmartXConnect
Know about this product and more here.



TVS King EV Max
Know about this product and more here.

SCOOTERS

TVS Jupiter 125



TVS NTorq 125



TVS Jupiter 110



TVS Zest 110



ELECTRIC SCOOTERS

TVS X



TVS iQube



MOPEDS

TVS XL 100



COMMERCIAL MOBILITY

TVS King



TVS King Deluxe



TVS King EV Max



TVS King Kargo



TVSM's Commercial Mobility Business (CMB) is a key player in India's last-mile commercial mobility industry. Matching the performance of other segments, CMB witnessed a phenomenal year in FY 2024-25, with a blistering 150% growth in overall revenues, crossing ₹700 crore. By FY 2029-30, the industry is poised to grow at a CAGR of 4.8%, offering significant room for TVSM's growth. The early success of TVS King EV Max sets TVSM up for positive growth in the segment.





TVS RONIN 2025 EDITION

- Upgraded safety features
- Dual Channel ABS in mid variant



TVS NTORQ 125
AND THE RACE XP SERIES

- 124.8 cc, three-valve engine
- Race XP now has a matte black special edition and 10.2 PS engine (most powerful in its class)

PUSHING PERFORMANCE, POWER AND PASSION FURTHER

NEW LAUNCHES IN FY 2024-25



TVS APACHE RR 310

- Enhanced 38 PS power
- Bi-directional quickshifter, segment first features like aerodynamic winglets
- RT-DSC, TPMS, Cruise Control and transparent clutch cover



TVS APACHE RTR 160 RACING EDITION

- First-in-segment USD suspension
- Three riding modes, exclusive matte black colour scheme
- Carbon fibre race-inspired graphics and striking red alloy wheels



TVS JUPITER 110

- Reimagined design
- Next-gen iGO Assist and 10% mileage boost
- Bluetooth-enabled dashboard and superior braking



TVS iQUBE

- Now three battery options to choose from – 2.2 kWh, 3.4kWh and 5.1kWh and TVS iQube ST in two variants
- TFT screen
- Wide variety of variants to choose from

Comprehensive Care for an Uninterrupted Journey

TVSM views mobility as a holistic experience that extends well beyond the ride. To strengthen this promise, the Company continues to enhance its service ecosystem through an extensive support network, intuitive digital platforms, and connected technologies. With a focus on reliable maintenance, transparent processes, and customer convenience, TVSM is reimagining aftersales to build ever lasting trust and deliver superior ownership experiences.



Drop us a Hi on WhatsApp to avail these services, or contact: (+91) 739716112

The TVS Care Advantage

4,500+
Authorised service centres

10,000+
Certified technicians

3,800+
Cities connected nationwide

30 years
of customer care expertise

TVSM MotoShield

TVSM Motoshield offers customers of premium motorcycles a differentiated after-sales experience through:

Vehicle Health Report (VHR), a detailed report covering key parameters like engine temperature, battery voltage, throttle position, tyre pressure, and oil checks. Around 75,000 customers availed this service in FY 2024-25, appreciating its transparency.

Self-care (Do-it-yourself) kits, for chain maintenance that empower riders, enhancing their confidence and self-reliance.

MotoShield Track Day for workshop technicians, where they ride the machines they service, sharpening their skills and ensuring superior service delivery.

Visit our website to avail the services

tvsmotor.com/our-service/our-products-and-offerings



Accelerating Growth across Continents

"We are unwavering in our ambition to be a global leader in mobility, delivering the most compelling solutions through innovation, agility and speed—all while ensuring exceptional customer experiences and a deep commitment to a sustainable future"

Sudarshan Venu
Managing Director, TVSM





Manufacturing facilities
Global offices

Map not to scale and for representation purpose only.

Having begun its journey in India, TVSM is now a global brand operating in Asia, Africa, Latin America and Europe. The Company's five manufacturing units, three in India, one in Indonesia and one in the UK, multiple distribution centres, and offices serve 90+ markets worldwide.

TVSM has been strategically expanding its global footprint by enhancing its EV as well as ICE portfolio, and strengthening its international distribution network. The Company established a new subsidiary, TVS Motor Company DMCC, in Dubai to lead research and strategy for growth across the Middle East and Africa, reinforcing its commitment to becoming a key player in these emerging markets.

6.4%
TVSM's global market share in FY 2024-25 (up 0.2% y-o-y)

99,624 units
Average monthly overseas sales in FY 2024-25 (up 13.2% y-o-y)

Investments and Partnerships

Norton Motorcycles · GoGo Movement · ebco Electric Bike · corratec · semg swiss e-mobility group · rapido Bike Taxi · Ultraviolette · DriveX · ALTIZON The Industrial IoT Company · ZAPATA · predictronics

On a Full Throttle Ride to Victory

Racing has been part of TVSM's DNA since 1982, with TVS Racing credited for several firsts — from being India's first factory racing team to participating in the gruelling Dakar Rally and launching the world's first all-women racing team. The brand has consistently driven Indian motorsports forward by pioneering race formats, nurturing talent, and advancing technologies, bringing its 'track to road' philosophy to life through machines like the TVS Apache and Ntorq. FY 2024-25 was a milestone year, with TVS Racing securing an 80% podium finish and winning seven of nine championships.



A Thrilling Showdown on the International Tracks

- The 3rd season of the TVS Asia One Make Championship (OMC) ended on a high note, bringing together 15 top racers from 9 countries: the fierce competition from Moto3 riders and national champions Asia, reinforced OMC's status as one of Asia's most prestigious and competitive racing platforms

Dominant Wins and Historic Milestones in National Championships

- TVS Racing won both Team and Manufacturer titles in the INMRC Pro Stock 165cc and 301-400cc categories, with Sarthak Chavan becoming the youngest 301-400cc winner and Jagan Kumar claiming his 10th national title
- The Indian National Rally Championship (INRC) was plainly dominated by TVS Racing, which won in all three categories – Group A Superbike Pro Expert, Group B Scooter up to 210cc, and Group B Super Sport (above 165cc-260cc)
- In the Indian National Supercross Championship, TVS Racing won the Indian Expert Group B (up to 260cc) and finished as 1st runner-up in two other categories
- The 14th season of the TVS Indian One Make Championship concluded successfully, featuring 50 of the fastest racers from across India
- TVS Racing is driving India's MotoGP ambitions through Moto3 and electric supercross projects, with close collaboration between racing and product teams
- As the title sponsor for the next three years, PETRONAS will support TVS Racing across INSC, INRC and INMRC championships









Read more about TVS Racing here

Reading the Market Pulse

TVSM operates in a fast-evolving landscape, both in India and globally.
The Company is positioned to meet the rising demand in India for sustainable and affordable transportation solutions, driven by rapid urbanisation and population growth. TVSM is expanding its presence by leveraging cutting-edge electric vehicle technology, premium offerings, and strategic collaborations, ensuring it remains at the forefront of the global mobility revolution.

*PM Electric Drive Revolution in Innovative Vehicle Enhancement



MARKET DRIVERS

1 Population Growth and Rapid Urbanisation

India's rapid urbanisation, with cities set to house 600 million people by 2036, is driving a surge in demand for mobility solutions. Urban areas are expected to contribute nearly 75% to GDP by 2031, highlighting the need for efficient, affordable, and inclusive transportation. As cities grow and infrastructure investments increase, accessible mobility will be crucial for supporting economic growth and workforce participation.

600 Mn
Indians will be residing in cities by 2036
Source: World Bank

2 Government Initiatives and Policies

Government initiatives have played a pivotal role in driving the shift towards sustainable mobility. Policies promoting EVs and reducing carbon emissions have reshaped the market, supported by schemes like Faster Adoption and Manufacturing of Hybrid and Electric Vehicles (FAME) that offer subsidies and incentives to manufacturers and buyers. State-level policies, tax benefits, and investments in charging infrastructure are also encouraging faster adoption of EVs across the two- and three-wheeler segments.

₹10,900 Cr
Government outlay for PM E-DRIVE* scheme from 2024-2026
Source: Press Information Bureau

3 Technological Advancements

Technological advancements are driving growth in the two- and three-wheeler industry. Improvements in EV technology, battery efficiency, connected features, and safety systems are making mobility solutions smarter and more sustainable. Rising consumer awareness and regulatory push for safety and emissions are accelerating adoption. Innovation continues to be a key growth driver in urban and emerging markets.

$500 Mn
Projected investment in the Indian battery and mobility startup sector in 2026
Source: India Energy Storage Alliance (IESA)

MARKET TRENDS



Electrification of Vehicles

The transition from conventional ICE-powered vehicles to electric two- and three-wheelers is a dominant trend across the world. The market is rapidly shifting towards electrification due to environmental concerns and government incentives. EVs are becoming more mainstream, particularly in the urban mobility space.

21%
Increase in sale of electric two-wheeler in FY 2024-25 (y-o-y)
Source: Parivahan

Rise in Shared Mobility Solutions

The popularity of shared mobility options like bike-sharing, e-scooter rentals, and three-wheeler taxis is growing, especially in urban areas. These models offer cost-effective transportation solutions and are becoming popular due to convenience and affordability.

56.4%
Increase in sale of electric three-wheelers in 2024 (y-o-y)
Source: TVSM

Sustainability and Green Initiatives

A shift towards environmentally friendly transportation solutions is evident with the rising focus on reducing carbon emissions. Companies are introducing more energy-efficient and eco-friendly options in their product portfolios, aligning with global sustainability goals.

45%
India's goal of reducing carbon emissions to 2005 level by 2030
Source: British Safety Council India

Integration of Smart Technology

The integration of connected technologies, such as telematics, GPS tracking, and mobile apps for ride-hailing services, is transforming the two- and three-wheeler industry.

₹44,038 Cr
Total allocation of PLI scheme for auto and ACC batteries
Source: Press Information Bureau

Increased Investments and Collaborations

The market is witnessing a surge in investments and mergers, attracting both domestic and global investors. Startups and established players alike are raising substantial capital, driving a wave of innovation and intensifying competition.

7.8%
Share of EVs in overall automobile sales in India in FY 2024-25
Source: EVreporter.com

Accelerating Future Growth

TVSM strives to transform the lives of people across the world by providing mobility solutions that are exciting, responsible, safe, and sustainable. Its global growth is powered by an innovation-driven culture, focus on speed and agility, high-quality scalable technology platforms, and a commitment to sustainability.

TVSM is reimagining mobility for a cleaner, smarter world — where electric and connected technologies form the bedrock of next-generation transportation. In this new era, where software defines performance, safety, and experience, TVSM is deepening its in-house strengths across EV architecture, battery intelligence, telematics and control systems. This technology-forward and sustainability-led approach is not just reshaping the future of mobility. As it moves into the next chapter of growth, the Company will be guided by five strategic priorities to scale with purpose and agility.

STRATEGIC OBJECTIVES



Enhancing Premiumisation across the Portfolio

KEY DEVELOPMENTS IN FY 2024-25

- Strengthened brand presence through an upgraded distribution network, launched flagship models like the Apache RTR 310 and upgrades across the Apache RTR & RR 310 series, Ronin and Ntorq
- Leveraged racing experience through track-to-road technology transfer for Apache RTR 310 & RR 310
- Enriched TVS MotoSoul 4.0 to celebrate the spirit of motorcycling and to encourage a premium, community-driven biking experience for global enthusiasts

THE ROAD AHEAD IN FY 2025-26

- Launch of an exclusive premium brand network in India to provide customers with a differentiated experience
- Build an aspirational global brand through exciting riding experiences and community engagement
- Expand the premium product lineup with innovative, feature-rich motorcycles targeted at global customers



Attaining Leadership in the EV Business

- Expanded the EV portfolio with the launch of TVS King EV Max, an electric passenger three-wheeler equipped with a 51.2V lithium ion LFP battery with 9.2 kWh capacity
- On the electric two-wheeler front, TVS iQube ST was launched with a larger battery capacity, up from 5.1 kWh to 5.3 kWh, which has increased range to 212 km in a single charge
- Also introduced the fastest-charging variant of the TVS iQube, equipped with a 2.2 kWh battery capacity

- Continue expanding the EV portfolio to include electric motorcycles and scooters catering to the needs of entry-segment customers
- Expansion of electric three-wheeler segment for varied markets (urban & rural) and applications (passenger & cargo)
- Focus on building a connected, intelligent EV ecosystem
- Build on strategic partnerships for joint development of electric three-wheelers and focus on global EV business expansion



Scaling up the Commercial Mobility Business

- Launched the TVS King EV Max, the Company's first electric three-wheeler, with active plans to expand into electric cargo three-wheelers
- Strengthened presence in the commercial mobility segment by aligning product development with evolving fleet and last-mile delivery needs

- Expand the commercial mobility product lineup with multi-fuel platforms
- Enhanced focus on connected vehicle solutions to boost operational efficiency and uptime for fleet operators
- Build products and solutions catering to diverse use cases



Embracing Sustainability across the Value Chain

- Demonstrated product readiness at the Bharat Mobility Expo across multiple categories of mobility solutions – ICE, CNG, Ethanol, and electric
- Institutionalised the 'My Sustainability Index' (MSI) to track environmental performance, enhance transparency, and encourage innovation
- Focused on improving supply chain safety under the SA8000 for safety compliance
- Embedded ESG principles across the Company

- Reduce environmental impact by minimising emissions, effluents, and waste; enhance energy efficiency, increase renewable energy use, and protect biodiversity
- Diversify battery supply chain to reduce dependency on specific geographies and materials
- Foster inclusive growth by ensuring a safe, healthy workplace, and strengthening EHS practices among suppliers, dealers, and contractors, and empowering rural communities through targeted training and development



Expanding Business Operations Globally

- Expanded partnership with BMW Motorrad, focusing on developing new sub-500cc motorcycles for global markets
- Entered European market through a distribution partnership, with homologated EV and ICE products
- Focused on Africa, Latin America, ASEAN and the Middle East as key regions for export recovery and growth

- Expand the product lineup in key European markets and drive business expansion
- Maintain positive momentum in the Africa market along with increasing sales volumes in the Middle East, ASEAN and LATAM countries

Leading the Charge Responsibly



Prof. Sir Ralf Dieter Speth
Chairman



Venu Srinivasan
Chairman Emeritus and Managing Director

C M



Sudarshan Venu
Managing Director

M M M



K N Radhakrishnan
Director and CEO

M M



Shailesh Haribhakti
Independent Director

C



Dr. Deepali Pant Joshi
Independent Director

C M M



Vijay Sankar
Independent Director

C M



B Sriram
Independent Director

C M

COMMITTEES

- Audit Committee
- Risk Management Committee
- Stakeholders' Relationship Committee
- Nomination and Remuneration Committee
- Corporate Social Responsibility Committee

C Chairman M Member

Purpose and Precision for Progress



Dear Shareholders,

This year has been a landmark year for TVS Motor Company, marking a transformative chapter in our journey toward excellence and reflecting our ongoing dedication to sustainable and aspirational mobility solutions internationally.

TVSM continues our growth, delivering solutions that are guided by our vision; to transform quality of life by making mobility exciting, responsible, sustainable, and safe.

As the mobility sector undergoes profound shifts, we will continue to seize this moment and take the opportunity to lead through innovation. Our products reflect the integration of advanced technology, innovation and thoughtful design, delivering mobility experiences that are trusted, intuitive, and engaging.

TVSM remains unwavering in our commitment to leave a positive impact across generations, by bringing the best of India to the rest of the world.

Far-reaching Global Impact

TVSM continues to grow its presence, with a physical network of over 8,000 dealers covering more than 3,800 cities in India and 4,000 cities globally.

FY 2024-25 showcased TVSM's strongest performance to date, with 4.7 million units sold—a remarkable 13% growth on FY 2023-24. Of note, 2W exports grew significantly by 22.8%, reaching 1.09 million units, led by Africa and Latin America's strong performance.

In addition, and as part of building an accessible ecosystem to enable more people to move, our subsidiary, TVS Credit Services Limited, served more than 19 million customers in India. PBT for the year grew by a strong 35% to ₹ 1,025 crore against last year ₹ 762 crore.

One of the key milestones in our global journey will be the launch of our iconic British brand, Norton, in Q3 FY 2025-26 in the UK, India, and key European markets to further capitalise on the growing demand for premium and desirable mobility brands.

These results and milestones reflect our global ambition to serve customers across continents with a unique international workforce and local Indian expertise, driving a competitive, challenger-mindset.

Quality and Manufacturing Excellence as a Philosophy

Our focus on quality is an expression of our belief that trust is built through consistency and attention to every detail across people, processes, and products. This commitment ensures every product and service delivers exceptional reliability, safety, comfort, and performance that exceeds expectations.

Our dedication to operational excellence and continuous improvement has earned TVSM significant industry recognition. In a landmark achievement, all our manufacturing plants in India were awarded Level 4 of the prestigious TPM Advanced Special Award. With this, TVSM became the first two-wheeler manufacturer in India to receive this distinction across all its factories – a testament to our industry-leading standards in product quality, operational efficiency, and rigorous TPM practices.

Our focus on quality is also validated by independent benchmarks like the J.D. Power 2025 India Two-Wheeler Study, where TVSM outperformed compared to the industry average. This consistent outperformance reinforces our position as a quality leader and reflects the trust and satisfaction of our customers worldwide.

Performance Culture that Rewards Excellence

Our most valued asset remains our people. Our success over the past decade reflects the passion, integrity, and purpose with which our teams operate – across factories, service centres, research units and boardrooms. We continue to invest in talent development, embrace diversity, and build future-ready skills. Over the years, women have come to represent nearly 20% of our workforce. We are especially proud of the long tenure of many individuals who have been with us for up to three decades, exemplifying the strength of our culture and commitment to our people.

Our Commitment to ESG

Environment, Social, and Governance (ESG) principles are woven into our business strategy. On the environmental front, we continued to make strong progress towards our decarbonisation goals. In FY 2024-25, we reduced carbon emissions by 13.6%, sourced 95.3% of our energy from renewables, and recycled 17,854 million tonnes of industrial waste.

In addition to investment into decarbonisation and expanding our operations in the EV segment, TVSM undertakes other sustainability initiatives, including the TVS Greening Minds programme, which integrates environmental stewardship into TVS' operations.

Transforming Quality of Life

Srinivasan Services Trust, our social impact arm, enriches lives as an integral part of TVS.

Our commitment to social responsibility extends our social impact arm to become more than a helping hand; it is at the heart of TVS, driving our business forward with the same philosophy and momentum. Our focus is on sustainable impact for long-lasting change to break generational poverty, and create self-reliant, thriving communities.

Srinivasan Services Trust has transformed over 2,500 villages through robust community infrastructure, education, and health initiatives.

TVS' guiding values emphasise trust, integrity, and service to the community, ensuring that TVS actions align with the commitment to societal well-being and sustainable development.

Our Gratitude for Invaluable Support

I extend my heartfelt gratitude to the leadership team, employee union, employees, partners and all stakeholders for the unwavering support and trust in TVSM this year. Your confidence in our vision has been instrumental in driving remarkable success, despite global uncertainty.

Guided by our core values, we are confident of our ability to shape the next chapter of global mobility with purpose and precision.

Regards,

Sir Ralf Speth
Chairman
TVS Motor Company

A Record-breaking Year of Growth, A Future of Opportunities



Dear Stakeholders,

It is with excitement and gratitude that I present the performance of TVSM for FY 2024-25 – a landmark year that delivered record-breaking results.

This milestone year reflects more than commercial success – it is a result of our enduring commitment to technological innovation and manufacturing excellence that is firmly embedded in our DNA.

We have remained resilient amid global volatility by strengthening our localised manufacturing footprint, expanding our diversified sourcing network, and nurturing long-standing vendor relationships to continue delivering the most compelling and aspirational mobility solutions globally.

A Year of Strong Growth

In FY 2024-25, TVSM achieved record high sales of 4.7 million units, up from 4.2 million units in FY 2023-24. Operating revenue reached a historic high of ₹ 36,251 crore, reflecting a 14% year-on-year (y-o-y) growth over the ₹ 31,776 crore recorded in FY 2023-24.

Profitability continued to scale new heights as EBITDA rose by 27% y-o-y, accompanied by a 120-basis points improvement in EBITDA margin. This marks a decade of consistent growth in EBITDA margins reaching 12.3% in FY 2024-25, up from 6.4% in FY 2014-15. Consequently, PBT also registered an impressive 30.5% y-o-y growth, rising to ₹ 3,629 crore.

Our strong performance was driven by balanced growth in key segments. In FY 2024-25, our two-wheeler internal combustion engine (ICE) business grew by 12%, outpacing the industry's growth of 10%. Simultaneously, our EV two-wheeler sales recorded a stellar 45% y-o-y growth. The growth was mainly attributable to a well-rounded, continually refreshed product portfolio, resulting from our technology-forward approach and agile product development.

Technology and Innovation as a Catalyst for Future Growth

At TVSM, technology and innovation form the cornerstone of our growth. Our commitment lies in not merely keeping pace with the industry, but in consistently shaping its trajectory. By harmonising cutting-edge technology with engineering innovation, we strive to be disruptors and market-movers – not followers.

Our strategic investments in R&D are aimed at anticipating customer needs, delivering intuitive mobility solutions, and ultimately, driving sustained topline growth through superior user experiences. In FY 2024-25, we invested ₹ 1,024.95 crore in R&D, surpassing the ₹ 1,000 crore mark for the first time in our history – a clear milestone and testament to our belief in innovation-led growth.

With our vision for transforming mobility solutions through innovative problem-solving, we gained a significant early mover advantage through our investments in sustainable mobility. Our flagship electric scooter, the TVS iQube, continues to redefine urban mobility in India. iQube sales grew by 45% y-o-y in FY 2024-25 and has been the best-selling electric two-wheeler in the country in the first few months of FY 2025-26. It continues to garner strong demand in international markets, especially in South Asia.

We believe innovation must penetrate beyond product design – it should be embedded across the value chain to unlock operational efficiencies. We are integrating digital technologies and AI-driven tools to enhance customer experience – on and off the vehicle. Across our operations, AI-led processes are being deployed to make mobility smarter, safer, and more responsive to customer needs.

As stated by our Chairman in his message, our people are our best asset, and we will continue to invest in upskilling and improving workforce diversity.

A Future of Opportunities

We are only at the beginning of our journey and history. We see tremendous opportunity on the horizon as the demand for two- and three-wheelers continues to grow, supported by favourable macroeconomic trends, such as a reduction in benchmark repo rates, hikes in income tax rebates and infrastructure-led consumption.

Norton Motorcycles will launch towards the end of FY 2025-26 in the UK, India, and key European markets. Four new models will be launched and will be available for the summer of 2026. The new Norton motorcycles will follow the Company's philosophy of 'Design, Dynamism, and Detail'.

TVSM will be entering the adventure tourer segment in India, and we would also be launching our made-in-India electric bicycles in FY 2025-26. With our diversified product portfolio, sharp customer focus, and challenger mindset, we are strategically positioned to capitalise on this momentum.

As we look ahead, we remain focused on unlocking the next wave of growth opportunities – driven by digitalisation, customer-centric innovation and sustainability. We aim to solidify our position as a market leader and continue delivering long-term value growth to our stakeholders. We appreciate the support of the Board, the entire TVSM team and stakeholders, and look forward to an exciting journey ahead.

Regards,

Sudarshan Venu
Managing Director
TVS Motor Company

Growing from Strength to Strength

TVSM marked its fifth consecutive year of topline growth in FY 2024-25, outpacing the broader industry. This performance was driven by robust domestic demand, led by the refreshed Jupiter 110 and the popular Apache series, alongside sustained global momentum-highlighted by the TVS HLX crossing the 4 million unit cumulative sales milestone worldwide.

FINANCIAL PERFORMANCE

Revenue (₹ in crore)

36,309

13.73% | 11.1%



Sales volume (Nos. in million)

4.74

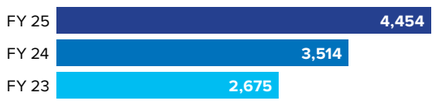
13.13% | 8.8%



EBITDA (₹ in crore)

4,454

26.75% | 18.52%



EBITDA margin (%)

12.3

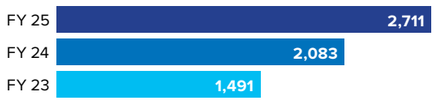
10.8% | 6.79%



PAT (₹ in crore)

2,711

30.15% | 22.05%



PAT margin (%)

7.5

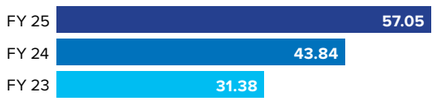
13.6% | 9.58%



Earnings per share (₹)

57.05

30.13% | 22.05%



Dividend per share (₹)

10

25% | 25.99%



y-o-y growth | 3-year CAGR

NON-FINANCIAL PERFORMANCE

Specific energy consumption (GJ/revenue)

18.67

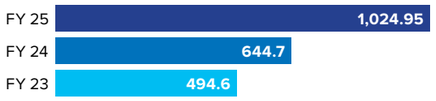
6.04%



R&D spend (₹ in crore)

1,024.95

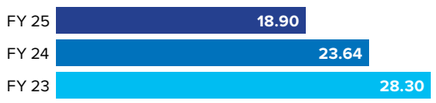
59%



Specific water intensity (Kl/revenue)

18.90

20%



Women in the workforce (%)

16%

28.5%



Specific emission intensity (Scope 1 and 2) (tCO_2e/ revenue)

0.65

8.45%



CSR beneficiaries (Nos. in lakh)

16.10%

0.63%



Specific waste intensity (tonne/revenue)

0.58

11.5%



Employees with physical disability (%)

3

50%



y-o-y (lesser the better) | y-o-y growth

Long-term Strategy Fuelling Investor Returns

Over the past decade, TVSM has not only transformed into a global mobility player but has also delivered superior risk-adjusted total shareholder returns — capital appreciation and dividends. Although India's robust economy and capital markets provided strong tailwinds, the Company's strategic foresight, excellent execution, and strong financials powered its continued outperformance vis-à-vis the broader markets.



828%

Returns to shareholders over a decade of stellar growth

Note: Closing price as on 31st March

25%

Total shareholder return and share price increase (10-year CAGR) FY 2015-2025

What Makes TVSM a Compelling Investment

This extraordinary performance is not merely a product of market momentum — it is the outcome of a bold, multi-pronged strategy that transformed TVSM from a domestic two-wheeler manufacturer into a global, innovation-led mobility brand.

Global Expansion

TVSM has aggressively expanded its international presence, particularly in Africa, Latin America, and Southeast Asia. By 2025, exports accounted for almost 30% of its total volume, making it India's second-largest two-wheeler exporter.

Early Bet on Electric Mobility

The Company's foresight in investing in EVs has proved decisive. Its flagship EV, the TVS iQube, evolved from a niche product into a major growth driver. Strategic partnerships — like its investment in Swiss e-mobility firm EGO Movement and the Norton Motorcycle acquisition in the UK — positioned TVSM as a tech-forward player in both emerging and premium markets.

Premiumisation and Product Innovation

TVSM has shifted focus from mass-market models to premium bikes and scooters. Launches like the Apache RR 310 and NTorq series has elevated the brand's appeal among younger consumers and improved margins. The Company has also continuously invested in R&D, ensuring a steady stream of technologically advanced models.

Operational Efficiency

Strong supply chain management, digitalisation, and cost optimisation led to consistent margin expansion. Between FY 2014-15 and FY 2024-25, operating profit margins improved from 6.36% to 12.30%.

Financial Discipline and Growth

TVSM grew its net profit from ₹ 348 crore in FY 2014-15 to ₹ 2,711 crore in FY 2024-25. Its market capitalisation crossed ₹ 1 lakh crore in 2024, ensuring its entry into the elite club of India's top auto companies.

Powering Global Ambitions with Purpose

TVSM is accelerating its journey as a global mobility leader with a sharp focus on EVs, premiumisation of its brand and products, and building strategic partnerships. This strategic direction is supported by TVSM's leadership in ICE and EV innovation, its growing global recognition, and diversified network that now spans five continents. FY 2024-25 marked a transformative year as the Company deepened its presence across regions, riding on technology leadership and a steady focus on sustainable mobility.

90+

Countries where TVSM's products are sold

24%

Contribution of exports to the Company's revenues

Building the Global Mobility Ecosystem

TVSM's international growth strategy is anchored in three powerful pillars

- **Forging global collaborations for distribution and technology**
- **Building a premium and future-ready product portfolio**
- **Expanding its footprint through targeted acquisitions and market-driven investments**

At the heart of this vision lies a determined push to make EVs the cornerstone of TVSM's global play, positioning India as an export hub for sustainable mobility solutions. This strategic direction is supported by TVSM's leadership in ICE and EV innovation, a growing global brand recognition and love, and a diversified network that now spans over 90+ countries.

The Company's investments in product development, EV technology, and premium offerings are complemented by its tie-ups with local partners in key geographies. TVSM's enduring partnership with BMW Motorrad continues to shape advanced R&D, a major highlight of the reporting year being the global rollout of the co-developed electric BMW CE 02. The alliance has also unveiled the BMW 450 GS and is advancing a pipeline of super-premium models and cutting-edge technologies.

TVSM's acquisition and revival of the iconic Norton Motorcycles and ownership of Swiss e-bike companies like SEMG and EGO Movement are testament to the Company's premiumisation and global ambition. With expanding manufacturing capabilities both in India and Indonesia, and a Global Capability Centre that is in the process of being set up in Dubai to strategically grow in the Middle East and Africa, the Company is laying down the infrastructure for long-term international scalability.

A YEAR OF DYNAMIC GLOBAL EXPANSION



Global Highlights

1.09 Mn

Two-wheeler exports in FY 2024-25, increased from 1.01 Mn in the previous year.

4 Mn+

Customers across 50 countries bought the rugged and versatile HLX series

22.8%

Y-o-Y increase in two-wheeler exports, with Africa and LATAM leading the growth

Europe

TVSM has made a decisive entry into Western Europe through distribution partnerships in France and Italy.

- At Lyon's Salon du Deux Roues, TVS showcased its premium EV and ICE range — including the iQube S, TVS X, and Apache 310 series — marking the beginning of its European journey with partner Emil Frey
- Italy saw TVSM's launch of advanced models across both electric and ICE categories, as well as e-bikes

ASEAN and South Asia

TVSM continued its ASEAN push with the following:

- Showcasing the iQube at the Makina Motoshow in Manila, reinforcing its sustainability-focused urban mobility agenda
- In Sri Lanka, it expanded the EV lineup with the launch of the iQube 2.2 kWh battery variant in three configurations and six colours
- Through its Indonesian facility, TVSM is strengthening EV penetration in ASEAN markets, where advanced testing and localisation are already in motion

Africa and Middle East

- A key highlight was the inauguration of a $6.5 Million assembly plant in Egypt in collaboration with Ezz LCV, aimed at assembling the Apache RTR, XL 100, and HLX models
- In Morocco, TVSM partnered with Hindi Motors to bring models like the Apache 160/200, Ntorq 125, and Raider 125 to local consumers
- TVSM established a wholly-owned subsidiary in Dubai — TVS Motor Company DMCC — to support business development, aftersales, and parts distribution across the Middle East and Africa

Latin America

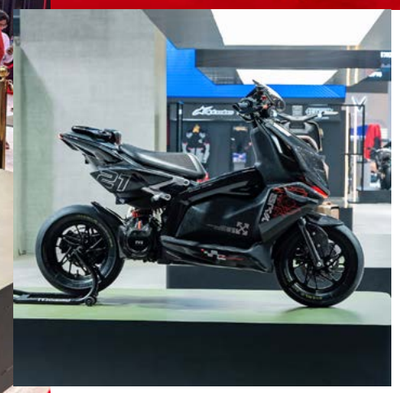
- TVSM made a notable impact in Colombia by launching the Apache RTR 310, strengthening its high-performance segment
- In Mexico, it unveiled the TVS King Duramax Plus and King Deluxe Plus three-wheelers in partnership with Motomex

Showcasing the Future of Sustainable Mobility

At the Bharat Mobility Global Expo 2025, TVSM showcased a comprehensive range of mobility solutions that reflected its bold vision for sustainable and intelligent transportation. From the world's first CNG scooter to India's first Android Auto-integrated electric two-wheeler, the exhibit underscored TVSM's commitment to innovation across platforms, powertrains, and technologies. TVSM also received an award for its iQube Vision 2.0 concept, further reinforcing its leadership in future-ready mobility solutions.







At the Bharat Mobility Global Expo (BMGE) 2025, TVSM firmly established its position as a global leader in future mobility by unveiling a transformative lineup of innovative and sustainable mobility solutions. Aligned with the theme of 'Designed and Made in India, for the World', the Company's showcase demonstrated its technological prowess and also signalled its growing influence as a responsible, forward-thinking global mobility brand.

The TVSM pavilion was a magnet for innovation, featuring several industry-first concepts. Among the highlights was the unveiling of the world's first CNG scooter, the TVS Jupiter CNG, offering bi-fuel flexibility and ultra-low running costs, redefining eco-friendly commuting. Also grabbing headlines was the TVS X, the first Android Auto-powered electric scooter in India, developed in partnership with Google. This marks a pivotal moment in connected mobility, offering a seamless and smart riding experience with real-time navigation and infotainment.



Futuristic Innovations

TVSM's display also emphasised urban and last-mile mobility with the TVS Concept EB1, a futuristic electric bicycle that is rare-earth magnet-free and fully connected, and the TVS King Electric three-wheeler, an advanced, spacious EV solution for shared mobility.

TVSM also presented future concepts of existing models such as the TVS Vision iQube, TVS iQube ST 2025, and TVS X NFE (Nacht Fury Edition) — each packed with next-gen features like voice-command interaction, customisable interfaces, geo-fencing and even onboard drones.

Pushing the Boundaries

The expo also saw TVSM showcasing the Norton V4CR, a powerful café racer combining artistic design with modern engineering, signalling the Company's investment in premium motorcycle segments for both local and international markets. Further pushing performance boundaries, TVSM displayed the TVS RTSx, a Supermoto beast with a new 300cc engine tailored for versatility across terrains. The Company's TVS Racing division reaffirmed its innovation leadership by displaying EV race machines and Dakar-ready models, celebrating its pioneering spirit in motorsports.

A Matter of National Pride

The expo also served as a vibrant platform for TVSM to promote artistic custom motorcycles, such as the Ronin Rann Utsav edition, which beautifully fused Indian craft traditions with modern design. Meanwhile, a comprehensive collection of accessories and merchandise — from riding gear to Bluetooth-enabled helmets — reflected TVSM's expanding lifestyle ecosystem.



From sustainable technologies to cultural storytelling and high-performance engineering, TVSM proved that it is not just building vehicles, but also shaping the future of mobility. The presence of dignitaries like Union Minister of Road Transport and Highways, Mr. Nitin Gadkari, Union Minister of Heavy Industries, Mr. H.D. Kumaraswamy, and Minister for Industries, Investment Promotions and Commerce, Government of Tamil Nadu, Dr. T.R.B. Raja, underscored the national importance of this effort.



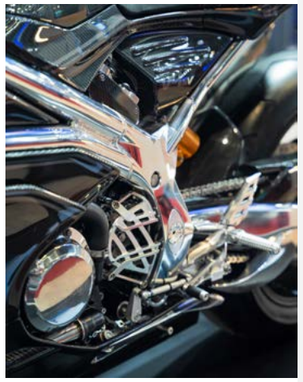
Norton Gears Up for a Comeback

For the second year in a row, a reinvigorated Norton Motorcycles sped up the Goodwood Hillclimb at the iconic Goodwood Festival of Speed in July 2024. TVSM's five-year ownership of the iconic British motorcycle maker was marked by the fulfilment of orders from customers of the previous company, with vehicles born out of the re-engineered Commando and V4 platforms. This marked a significant turning of the page before the 126-year-old brand embarks on a fresh journey, with the launch of six models by 2026, starting with the flagship 1200cc four-cylinder superbike.

The Norton V4CR—the most powerful café racer from the UK, was also one of the showstoppers at the Bharat Mobility Expo in January 2025 in New Delhi. This model combines artistic design with a strong 185 brake horsepower and features hand-crafted precision alongside modern engineering.

Since the takeover in 2020, TVSM has invested heavily in Norton, focusing on designing, developing, and producing a diverse range of motorcycles tailored for both domestic and international markets. This strategic investment aims not just to restore Norton's iconic status, but to offer something novel and unique to new-age riders across key markets, including the UK, US, France, Germany, Italy, and India.

Centred around the philosophy of 'Design, Dynamism, and Detail,' Norton's comeback is not just about cutting-edge motorcycles but also about a differentiated retail experience that will raise industry standards and create a new benchmark.





Pioneering Smarter Journeys through Advanced Research and Visionary Innovation

In a fast-evolving mobility ecosystem, TVSM has made R&D its cornerstone, fuelling innovation, sustainability, and user-centric technology. TVSM's consistent focus on R&D and its 'road-to-track' philosophy culminate in a strong product pipeline. For the last two decades, the Company has been steadily increasing its R&D investment and creating better domain expertise through competency development and recruiting of passionate engineers, designers and technology specialists.

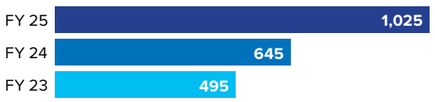
Over the past few years, TVSM's R&D investments have grown from ₹ 495 crore in FY 2022-23, to an all-time high of ₹ 1,025 crore in FY 2024-25. This upward trajectory reflects a strategic focus on building a smarter, cleaner, and more connected mobility future.



Increased R&D Spend across the Years

Investment (₹ in crore)

1,025



Improving Sustainability

Beyond driving product leadership, R&D at TVSM has significantly enhanced operational efficiency through the optimisation of systems and processes. A key strategic pillar is the development of sustainable mobility solutions. This includes the integration of recyclable and reusable materials in product design, and the engineering of advanced powertrains that surpass current emission standards. Each design and material selection is guided by a lifecycle approach aimed at minimising environmental impact while aligning with global sustainability benchmarks.

85%
Recyclable parts in the current product range

>90%
Recoverable parts



Lightweighting

At TVSM, Research & Development extends beyond incremental product enhancements to encompass advanced engineering initiatives. A core area of focus is lightweighting, systematically applied across all brands and segments. This strategic emphasis has yielded measurable gains in vehicle performance, fuel efficiency, and electric vehicle range. In a dynamic operational landscape where responsiveness and resource optimisation are critical, such innovations are pivotal to maintaining competitive advantage.

Integrating Predictive Technologies

Recognising the disruptive potential of Artificial Intelligence (AI) in redefining vehicular intelligence, TVSM is strategically embedding AI capabilities across its electric vehicle platforms. AI algorithms are being leveraged to enable adaptive performance tuning, real-time ride optimisation, and contextual responsiveness based on rider behaviour, terrain topology, traffic density, and meteorological conditions.

This results in a dynamically personalised mobility experience. Furthermore, AI-driven safety architectures are transitioning from reactive systems to predictive frameworks. These systems continuously analyse environmental data streams, anticipate potential hazards, and autonomously adjust vehicle parameters or issue pre-emptive alerts—substantially enhancing rider safety and system resilience.

Making Vehicles Intuitive and Interactive

TVSM is actively exploring Augmented Reality (AR) as a next-generation interface to enhance rider-vehicle interaction. Conceptual developments include AR-enabled head-up displays (HUDs) integrated into the vehicle windscreen, capable of projecting real-time navigational overlays, blind spot alerts, dynamic range estimations, and charging infrastructure availability. These systems utilise spatial computing and sensor fusion to deliver context-aware visual guidance, transforming the rider's situational awareness. For electric vehicle users, AR facilitates intuitive diagnostics, predictive maintenance cues, and interactive system feedback—ushering in a paradigm shift in user experience and operational transparency.

Innovating for Smarter Rides

In this evolving ecosystem, vehicles are becoming software-first machines — a digital symphony where algorithms orchestrate every ride. TVSM vehicles are envisioned to work as modern, intelligent co-pilots — learning riding patterns, gamifying efficiency, and seamlessly integrating with handheld devices for smarter ride management.

TVSM continues to lead in innovative features across its product lines — from digital consoles and ride modes to mobile connectivity and smart safety integrations — offering value far beyond just mobility.

Product Interventions in FY 2024-25

PRODUCT	INNOVATION
 **TVS Apache RR 310**	• Bi-directional Quickshifter • Cruise control • Enhanced connectivity and aerodynamic winglets
 **TVS NTORQ Base and Race XP**	• Dual ride modes • Comprehensive SmartXConnect functionalities, including Voice Assist
 **The New TVS Jupiter**	• Infinity lamps • Longest seat in segment • Two helmet storage • Heavy braking flash lamp
 **TVS Apache RTR 160 2V Refresh**	• Smartxconnect • Turn-by-turn navigation • Voice Assist • GTT (Glide-Thru-Technology) • LED lamps
 **TVS Raider IGO Assist**	• ISG (Integrated Starter Generator) technology • ISS (Idle Stop-Start) system
 **TVS King EV Max**	• 179km range on one charge • SmartXConnect • Real-time navigation, alerts and vehicle diagnostics • 500 mm water-wading capability • Best-in-class gradeability, top speed and acceleration

Intelligent Manufacturing to Drive Efficiency and Improve Quality

TVS Motor Company continues to integrate advanced technologies into its manufacturing ecosystem, reinforcing its commitment to intelligent, agile, and future-ready production. From deploying collaborative robots and autonomous mobile robots (AMRs) to drive precision and efficiency, to enabling predictive maintenance through FFT-based vibration analytics, the Company is redefining modern manufacturing. Innovations such as SLA-based 3D printing for rapid prototyping, full digital traceability across the value chain, and a zero-LTI safety framework have further elevated operational excellence. Complementing these strides are global benchmarking efforts and strategic collaborations with leading research institutions and startups to co-create next-generation solutions.

Manufacturing Innovations in FY 2024-25



COLLABORATIVE ROBOTS (COBOTS)

IMPROVEMENT

Cobots deployed in assembly and inspection areas have enhanced precision, ensured ergonomic work conditions.



AUTONOMOUS MOBILE ROBOTS (AMRS)

IMPROVEMENT

Smart intralogistics using AMRs has optimised material movement, reduced human effort, and ensured real-time visibility of inventory and flow across production lines.



PREDICTIVE MAINTENANCE

IMPROVEMENT

Fast Fourier Transform (FFT)-based vibration analysis is enabling predictive maintenance of compressors by detecting anomalies early and preventing costly breakdowns.



ADDITIVE MANUFACTURING

IMPROVEMENT

Stereolithography (SLA) 3D printing has enabled rapid prototyping and reduced tooling lead time.



PROCESS GENEALOGY – TRACK AND TRACE

IMPROVEMENT

Digital traceability for full visibility into component history, process parameters, and quality compliance across value chain.



ZERO-LTI SAFETY & COMPLIANCE ECOSYSTEM

IMPROVEMENT

Digital contractor safety systems, advanced fire suppression, and design-stage safety clearance processes have created a culture of safety excellence.



GLOBAL BENCHMARKING AND TECHNOLOGY PARTNERSHIPS

IMPROVEMENT

Structured benchmarking with global leaders and partnerships with academic institutions, research labs and start-ups to co-develop frontier solutions.

Environmental, Social and Governance

2,500

Villages impacted by our CSR initiatives

120,000+

Kaizens implemented in 2024-25

95.32%

Renewable power contribution to overall share of power

TVSM and Gujarat Tourism collaborated to bring a motorcycling experience to the Rann Utsav, a festival celebrating the culture and landscape of the Kutch region.

Building Resilience for Tomorrow

In today's dynamic business landscape, sustainability is central to long-term success and resilience. TVSM believes that by embedding sustainable practices into every facet of its operations, it is not only safeguarding its future but also enhancing its reputation, ensuring compliance, and driving superior financial performance.

TVSM'S SUSTAINABILITY FRAMEWORK

The Company's Sustainability Framework is a blueprint that integrates sustainability into every aspect of the business.

By protecting the environment, generating social value, and upholding responsible governance, TVSM is unlocking operational efficiencies, fuelling innovation, and enhancing its brand value. The Company does not perceive sustainability merely as an ethical obligation; it is a strategic imperative for sustained growth and industry leadership.

Sustainability is integral to TVSM's vision and forms a core pillar of its long-term strategy. Its sustainability framework is deeply intertwined with its goal of shaping a greener, more inclusive future through responsible business practices, innovation, and community engagement. TVSM's commitment to shaping a better tomorrow rests on three interdependent pillars, aligned with the United Nations Sustainable Development Goals (UN SDGs):





Sustainability Philosophy and Approach

ENVIRONMENT

TVSM's sustainability commitment centres on innovative, low-impact solutions that boost resource efficiency and advance the clean energy transition. Aligned with the 1.5°C pathway, the Company is working towards 100% renewable energy adoption while protecting Land, Air, and Water through the 4R Principle — Refuse, Reduce, Reuse, and Recycle.

SOCIAL

Social progress is embedded in TVSM's ethos — from empowering employees and building an inclusive workforce to uplifting communities around its plants. Guided by the belief in moving Forward. Together., the Company strengthens its social licence to operate by advancing collective growth and shared prosperity.

GOVERNANCE

TVSM's governance framework is built on ethics, transparency, and accountability — with trust at its core, reflected in its approach of Building Trust; The TVS Way. A double materiality assessment in FY 2023–24 identified key environmental and financial issues, helping the Company manage risks and unlock opportunities across the organisation.

Sustainable and Thriving Ecosystem

To create a Net Positive Impact by responsible consumption, efficient utilisation and conservation of resources

Material topics: Climate change and decarbonisation | Water management | Biodiversity

SDGs:

Exciting & Safe Mobility Solutions

To transform exciting mobility solutions through innovative, safe, accessible, affordable product & services

Material topics: Circular economy | Product stewardship | Market/product competition | Alternate engines of growth

SDGs:

Responsible Social Licence to Operate

To foster a culture of safety, diversity, inclusivity, and continuous learning in order to continue being an employer of choice and reaffirm the social licence to operate

Material topics: Human capital development | Employee attraction and retention | Diversity and Inclusion | Human Rights | Occupational health and safety | Policy safety | Road safety

SDGs:

Embracing the Digital Future

To harness the power of digital innovation for excellent customer experience, optimise operational efficiency and be the partner of choice across the value chain

Material topics: Cybersecurity | Data protection

SDGs:

Governance for a Sustainable Future

To build a robust foundation of ethical governance and risk management that drives safe & sustainable growth

Material topics: Corporate governance | Integrated risk management | Supply chain

SDGs:

Key Achievements of FY 2024-25

Environment

Governed by L.A.W. (Land, Air, Water)

- **Water positive milestone:** TVSM's manufacturing facilities in India received certification as 'Water Positive Facilities' by the Confederation of Indian Industry (CII)
- **Sustainability dual honour:** The above facilities were also recognised as 'Zero Waste to Landfill Facilities' by CII
- **GreenCo Gold recognition:** TVSM's Mysuru facility earned the prestigious GreenCo Gold rating, underscoring our commitment to environmental excellence
- **Certified for energy excellence:** TVSM's Hosur, Nalagrah, and Norton Motorcycles have been certified under the Energy Management System (ISO 50001:2018)
- **Honoured for Sustainability Excellence:** The Biodiversity Excellence Award conferred by the United Nations Global Compact Network and TVSM's success in multiple categories at the 4th Edition of the CII-South Region Industrial & Waste Management Competition (in Water Conservation and Efficiency, Wastewater Treatment, and Zero Waste Initiatives) reinforced the Company's sustainability leadership
- **Powering with purpose:** By sourcing approximately 95.32% of TVSM's energy requirements from renewables, the Company has avoided around 68,000 tCO_2e of emissions

Social

Forward. Together.

- **Wellness begins within:** The launch of the My Health Index programme in Hosur has been a cornerstone of TVSM's health and wellness efforts, enhancing employees' physical and mental well-being
- **Smarter safety tracking:** TVSM replaced the Plant Safety Score with a more comprehensive My Safety Index to better gauge safety performance across its facilities and offices
- **Driving safety at scale:** In FY 2024-25, TVSM rolled out a series of strategic thematic campaigns throughout the year, engaging around 70,000 participants through 716 events. A key highlight was a targeted road safety initiative, which reached the on-site employees and 31,112 members of the public through 480 dealership-led events—driving broad-based awareness and reinforcing the importance of safety across the value chain
- **Enhancing workplace resilience:** TVSM implemented 598 safety measures, including equipment upgrades and advanced fire protection systems, ensuring conformity with ISO safety standards
- **Zero accidents, maximum awareness:** With the establishment of Driver and Contractor Safety Centres at key plants, the Company achieved a record of zero accidents and markedly improved safety behaviour, compliance, and engagement among its truck drivers and contractors
- **Empowering every ability:** Inclusivity is a key marker of TVSM's social commitment, with 3% of its workforce comprising of differently abled people.
- **Change at the grassroots:** The Company's broad-based community initiatives have impacted 2,500+ villages, with their focus on women's empowerment, improved village infrastructure, water conservation, and sustainable agricultural practices

Governance

Building Trust. The TVS Way

- **MSI Sets New Benchmarks:** In FY 2024-25, TVSM introduced the My Sustainability Index (MSI) to pioneer new levels of value chain transparency and drive innovative sustainability practices; through MSI, 166 value chain partners were evaluated, enabling the Company to set industry benchmarks for environmental and social performance
- **Strengthening Social Accountability:** Adhering to the Social Accountability Standard (SA8000), TVSM audited 96 value chain partners to ensure safety compliance; the initiative facilitated the identification of approximately 100 improvement opportunities geared toward enhancing safety and health standards across the Company's supply chain
- **Sustainability Ambassadors in Action:** In FY 2024-25, TVSM launched the Sustainability Ambassador Program to foster a company-wide culture of sustainability; Level 1 awareness module reached approximately 84.5% of employees and contractual workers; around 18% advanced to Level 2, with 13 participants became certified Level 3 certified trainers

TVSM's journey in sustainability is one of continuous evolution and relentless commitment. Its commitment to environmental stewardship, social responsibility, and ethical governance lays the groundwork for future innovation and excellence.







Turning Green Goals into Measurable Gains

At TVSM, environmental sustainability is a core pillar of the Company's long-term business strategy and operational philosophy. As a responsible corporate citizen, TVSM is committed to minimising its ecological footprint, conserving natural resources, and accelerating its journey towards a circular and low-carbon economy. Its initiatives focus on sustainable water management, clean energy adoption, waste reduction, and continuous process innovation.

ENERGY MANAGEMENT AND CLIMATE ACTION

TVSM is firmly committed to achieving Net Zero emissions as a key pillar of its long-term sustainability strategy. Aligned with the commitment to limit global warming to 1.5°C above pre-industrial levels and guided by the ISO IWA 42:2022 Net Zero Guidelines, the Company has developed a scientific decarbonisation roadmap that reflects international best practices. Its approach is rooted in environmental responsibility and designed to address both direct (Scope 1) and indirect (Scope 2 and 3) emissions in a comprehensive manner.

The Company undertook an extensive Scope 3 emissions assessment last year, covering 11 out of 15 applicable categories in FY 2023-24, using a methodology combining spend-based, distance-based, and average data models. This detailed mapping ensures a precise understanding of the Company's emissions footprint and reinforces its commitment to transparency and data-driven climate action.

But emissions is only one part of the TVSM's decarbonisation roadmap. Complementing its emissions reduction efforts, is the steady transition to 100% renewable energy across all operations. The Company's energy transition strategy focuses on increasing the share of wind and green power, further supported by energy efficiency projects at the plant-level.



95.32%

of TVSM's total energy mix is derived from renewable energy sources (as of 31st March, 2025)



Progress in FY 2024-25

TVSM has taken a proactive approach to decarbonisation by increasing reliance on renewable energy and improving energy efficiency across its manufacturing footprint.

- As of 31st March 2025, 95.32% of TVSM's total energy mix was derived from renewable sources, including wind power and green energy procured through the Indian Energy Exchange
- TVSM Hosur, Nalagarh and Norton Motorcyles UK were certified under ISO 50001:2018 for their robust energy management systems

- The Company continues to drive energy efficiency through targeted projects:
  - **Compressor Heat Recovery:** By reusing heat generated from compressors in the powder coating process, TVSM saved 2.4 lakh kWh and 54,000 kg of fuel annually; the initiative led to improved overall thermal efficiency while significantly reducing GHG emissions.
  - **Conversion to EC Fans:** Replacing traditional blowers with Electronically Commutated (EC) fans in the paint shop yielded 1,000 kWh savings annually; the upgrade now ensures better airflow control and reduced maintenance requirements.
  - **Compressor Optimisation:** Dynamic load-based adjustments in compressor operations led to energy savings of 31,000 kWh per year; the optimisation has enhanced operational efficiency and lowered electrical costs and mechanical wear.
  - **Sensor-Based Lighting:** Installation of occupancy sensors in R&D offices resulted in an annual power saving of over 1.1 million kWh, enhancing workplace sustainability without compromising on functionality.

SUSTAINABLE WATER MANAGEMENT

Responsible water management is an essential part of TVSM's sustainability strategy. Given the mobility sector's high dependence on water for processes like metal fabrication, painting, and cooling, the Company adopts a proactive approach to mitigate water-related risks such as scarcity, regulatory pressures, and climate variability.

TVSM conducts detailed water assessments, including water leak audits and mass balance analyses, to identify inefficiencies and conserve water across its operations. The Company has established internal region-specific targets, overseen by the senior management, and integrates water stewardship as a material issue within its broader climate risk evaluations under the Task Force on Climate Related Financial Disclosures (TCFD) framework.

The Company ensures that its plants operate within a Zero Liquid Discharge (ZLD) framework, thereby eliminating the release of wastewater beyond plant boundaries. Its Hosur plant is a ZLD facility, exemplifying TVSM's leadership in industrial wastewater treatment. International operations follow stringent local norms, ensuring compliant wastewater treatment and discharge.

TVSM's water stewardship approach extends across its value chain, including critical suppliers and dealers, with a long-term goal of becoming water positive in all regions of operation. The Company implements basin-specific interventions to replenish water sources and reduce water intensity, supported by practices like rainwater harvesting and recycling treated water for non-potable uses such as cooling, irrigation, and Water, Sanitation, and Hygiene (WaSH).

To further embed accountability, TVSM has introduced an Internal Water Pricing (IWP) mechanism — valued at approximately ₹100.1 per kilolitre — which factors in direct and indirect water costs. This initiative incentivises efficient water use and guides investment decisions across the Company.

Progress in FY 2024-25



- Deployed advanced water-saving technologies such as optimised process equipment and membrane filtration systems, achieving a 20%–50% reduction in raw water consumption



- Rainwater harvesting, reuse of treated water, and sewage treatment upgrades have enabled TVSM to secure Water Positive certification at all its manufacturing sites:
  - Hosur, Tamil Nadu **Water Positive Ratio: 1.21**
  - Mysuru, Karnataka **Water Positive Ratio: 1.24**
  - Nalagarh, Himachal Pradesh **Water Positive Ratio: 1.49**

These integrated efforts help TVSM conserve freshwater, reduce operational costs, and enhance water resilience across its operations.

40-50%

Reduction in usage of raw water achieved through the deployment of advanced water technologies in FY 2024-25

ZERO WASTE TO LANDFILL & RESOURCE CIRCULARITY

TVSM is actively transitioning from a linear to a circular economy as part of its climate resilience strategy. With a strong focus on minimising environmental impact, the Company integrates waste reduction, resource efficiency and regulatory compliance into its manufacturing processes.

A key outcome of this commitment is a specific waste intensity of 17.21 kg per vehicle sold and Zero Waste to Landfill certification at its Hosur facility, with a 99.76% diversion rate. Advanced recycling technologies and the use of recycled materials reduce reliance on virgin resources, conserve energy, and lower emissions.

TVSM's internal frameworks, including TSMS 9765 (TVS Standard Material Specification 9765) and GRMS (Global Regulatory Monitoring System), ensure compliance with international regulations and support the phase-out of hazardous substances. The Company continues to monitor and prepare for evolving global norms.

Beyond its operations, TVSM fosters sustainability through the Waste Management Ambassador Programme and Supplier Excellence initiatives, promoting awareness and responsible practices across its value chain. With 84% of materials sourced locally, TVSM enhances supply chain resilience while supporting national self-reliance goals.

3

Manufacturing facilities certified as Zero Waste to Landfill (ZWL) in FY 2024-25 by CII

Progress in FY 2024-25

The Company aims to make all its operations Zero Waste to Landfill (ZWL) and has taken significant steps towards this goal:



- In FY 2024-25, three manufacturing facilities in India were certified as Zero Waste to Landfill by the Confederation of Indian Industry (CII)

- Hazardous waste is co-processed or sent to authorised recyclers, ensuring safe disposal and resource recovery

- 100% of non-hazardous waste is recycled, and food waste is composted and used as manure, advancing zero-waste-to-landfill and circular economy goals

- Investments in bio-sludge dewatering, fine screening, and sustainable chemical substitution have strengthened TVSM's ability to repurpose waste while reducing environmental risks

TVSM continues to phase out hazardous substances through process redesign, material substitution, and closed-loop systems that emphasise eco-friendly alternatives and safe disposal.

BIODIVERSITY COMMITMENT

TVSM integrates biodiversity conservation into its climate resilience and sustainability strategy, recognising the critical link between healthy ecosystems and long-term business viability. Guided by a robust Biodiversity Impact and Risk Assessment (BIA) framework, the Company evaluates and mitigates potential environmental impacts across its operations and value chain.

Though its facilities are located in designated industrial areas, TVSM proactively applies a mitigation hierarchy, ensuring its actions support local biodiversity and avoid ecological harm. It has committed to achieving a net positive impact on biodiversity by 2040, with no net loss of natural ecosystems. The Company is also aligned to global frameworks such as the Kunming-Montreal Protocol and Indian Business and Biodiversity Initiative (IBBI).

TVSM uses both qualitative and quantitative tools, including BIA's GaBi Life Cycle Analysis (LCA) modelling, to identify material biodiversity hotspots and formulate targeted mitigation strategies. It also plans to measure the carbon sequestration potential of its afforestation efforts, further linking biodiversity gains with climate action.

Biodiversity is treated as a shared responsibility, with efforts extending to suppliers, communities, and employees. Through conservation partnerships, training, and environmental education, TVSM fosters a culture of stewardship, reinforcing its commitment to nature-positive growth and the UN Sustainable Development Goals.

Progress in FY 2024-25

- **Recognition as a Conservation Site:** The Hosur facility has been identified as a potential OECM (Other Effective Area-based Conservation Measure) by the United Nations Development Programme (UNDP) and the Biodiversity Authority of India, acknowledging its contribution to biodiversity preservation outside protected areas

- **Extensive Green Cover:** 42% of land across TVSM's three Indian sites are now covered by human-grown forests, fostering a thriving ecosystem that supports over 900 species of flora and fauna

- **Commitment to Nature-positive Growth:** In alignment with global biodiversity goals, TVS Motor reaffirmed its dedication to coexisting with nature and promoting a sustainable future, marking its progress on the International Day for Biological Diversity



43%

of TVSM plants in India are now covered by human-grown forests, supporting approximately 1,000 species of plant and animal life

SUSTAINABILITY IN ACTION

Key Initiatives and Impact

INITIATIVE	SUMMARY	OUTCOME
Heat Recovery	Reused compressor waste heat for powder coating at Hosur	Saved 2.4 lakh units/year electricity and 54,000 kg/ year fuel
Reusable Hydration Solutions	Replaced single-use plastic with reusable bottles	Eliminated plastic waste; distributed 750 bottles/day
Sewage Treatment Upgrade	Installed 400 KLD STP at Mysuru	Improved water reuse quality and reduced cost
Screw Press Dewatering	Bio-sludge dewatering system installation	Reduced sludge volume and enabled composting
EC Fans in Paint Shop	Replaced conventional blowers with energy-efficient fans	Saved 1,000 kWh/year
Compressor Optimisation	Dynamic load-based pressure adjustments	Saved 31,000 kWh/year
Heat Pump Integration	Heat pump for pretreatment at Hosur	Saved 410 kg/year of propane
Occupancy Sensors	Installed in R&D offices	Reduced power use by over 1.1 million kWh/year

TVSM remains steadfast in its mission to drive positive environmental outcomes through innovation, collaboration, and accountability. As its scales its sustainability efforts, the Company will continue to align with global best practices and the United Nations Sustainable Development Goals (SDGs) ensuring that environmental stewardship remains integral to its growth journey.

Innovation Excellence Driven by Our People

Rooted in a legacy of precision engineering and performance, TVSM fosters a work culture where safety, inclusivity, and continuous learning are prioritised. By nurturing talent and prioritising employee well-being, TVSM aspires to be an employer of choice and a benchmark in sustainable business practices.



TVSM's people philosophy is anchored in building a high-trust, inclusive, and performance-oriented workplace. The Company's sustained efforts to cultivate a positive and empowering work environment earned it the 'Great Place to Work' certification once again in FY 2024-25, along with the 'Inclusive Workplace Excellence Award' from CII. Its flexible work policies, robust learning ecosystem, and transparent communication practices continue to reinforce its reputation as an 'Employer of Choice' —a critical differentiator as the Company expands across geographies.

TVSM has been certified as a 'Great Place to Work in Manufacturing – Top 50' by GPTW

7,100

Total number of permanent employees globally

18%

Women in leadership roles

Diversity and Inclusion

TVSM has always prioritised workplace diversity and has been recognised as the 'Best Company for Women in India' for the last five consecutive years — a reflection of its deep-rooted commitment to equity and representation. It has also received the prestigious Helen Keller Award for its commitment to creating equal opportunities for Persons with Disabilities (PwD).

At its core, TVSM is committed to building an inclusive and equitable workplace where diverse talent can thrive. The Company recognises that innovation and operational excellence are driven by varied perspectives and hence a merit-based approach to hiring and advancement is in force to ensure equal opportunities for all employees.

Women currently represent 17% of the blue-collar workforce and 13% of the white-collar workforce, while Persons with Disabilities (PwDs) comprise 3% of the total employee base. These reflect TVSM's growing efforts to foster gender and ability inclusion across all levels and locations.

To further enhance gender diversity, TVSM has rolled out several leadership-driven initiatives. These include on-campus childcare facilities, industry-leading maternity and paternity policies, extended medical coverage for parents and in-laws, and structured support for expectant and nursing mothers. A hybrid working model, flexible hours, menstrual leave policy, and compliance with Prevention of Sexual Harassment at the Workplace (POSH) directives — supplemented by regular sensitisation programmes — contribute to a work environment where women feel safe, supported, and empowered.

TVSM also conducts annual gender pay parity assessments to ensure fair compensation practices and proactively address any disparities. Dedicated mentorship and leadership development programmes are in place to support women into advancing into influential roles across functions.

17%

Share of women in the workforce

3%

Share of PwDs in the workforce

Among the 'Best Companies for Women'

Reaffirmed ranking for the 5th consecutive time



CASE STUDY



SPURRING A QUIET SOCIAL REVOLUTION IN TANZANIA

A quiet revolution that redefines gender roles in the automotive industry, is underway in East Africa. TVSM, in partnership with its Kenya distributor Car & General (C&G), is facilitating a proverbial shattering of the glass ceiling as women are breaking into traditionally male-dominated roles.

In 2023, C&G, backed by TVS's inclusive vision, took the bold step of training and employing women in their two-wheeler assembly line in Tanzania. As expected, there was initial resistance from families. The prevalent societal norms were not conducive. But the initiative received support from institutions like Don Bosco and thus began the process of skilling the women — many of whom were former farm workers or vendors. Today, these women confidently handle tasks from assembly to dynamometer testing, sometimes putting together as many as 100 motorcycles a day.

Encouraged by this success, C&G has also hired physically challenged women to drive TVS three-wheelers, inspiring others to follow. Interestingly, many of these women proudly say they "work for TVS" rather than C&G — a testament to the deep trust and identity they have formed with the TVS brand.

What began as a social experiment is now setting the stage for a broader cultural shift. With TVSM's support, C&G is scaling this inclusive model across Kenya and Tanzania, paving the road for more women to drive change, quite literally, in Africa's mobility revolution.

Talent Acquisition

TVSM's talent acquisition strategy focuses on building strong pipelines through targeted campus and off-campus recruitment. In FY 2024-25, the Company resumed its on-ground hiring drives at leading institutions, engaging top talent from Masters, Post Graduate Engineer (PGE), and Graduate Engineer (GE) programmes during Day 0 and Day 1 visits. A total of 188 project trainees were onboarded through the Integrated Internship Program (IIP), with a 70% conversion goal, reaffirming the value placed on internships as a sourcing channel. Strategic partnerships with TATA Indian Institute of Skills (TATA IIS), Bajaj Engineering Skill Training (BEST), and BAJA Society of Automotive Engineers India (BAJA SAEINDIA) further strengthened off-campus recruitment efforts.

To deepen engagement, TVSM has introduced a mix of pre- and post-recruitment activities, such as case competitions, alumni connect, sponsorships, and live projects. Regular follow-ups, project support, Women's Day events, and role-readiness programmes help ensure smooth transitions for new joiners. The entire hiring process is now digital, reflecting the Company's 'No Paper, No Space' ethos, with continuous feedback loops used to refine hiring outcomes.

188

Project trainees onboarded in FY 2024-25 with 70% conversion rate



Leadership and Capability Building

TVSM's focus on leadership and capability building has earned industry recognition, including the Gold Award for 'Excellence in Organisation Development' and 'Best HR Practices' at The Economic Times Human Capital Awards 2025. The Company fosters a purpose-driven, agile, and future-ready workforce by embedding core values and leadership competencies through a structured five-phased approach — Initiation, Socialisation, Familiarisation, Adoption, and Institutionalisation — ensuring every employee internalises its culture from the outset.

Supporting this approach, TVSM offers dynamic learning opportunities through VR, AR, IoT-enabled modules, and structured platforms. Leadership development programmes, in-house training, and global partnerships are enhanced with job rotations, mentoring, and digital platforms like 'Pathways'. The upgraded Learning Management System (LMS), integrated with HRIS and LinkedIn Learning, further boosts engagement through gamification and peer collaboration.

New Leadership Programmes in FY 2024-25

TVSM is committed to building a strong leadership pipeline through focused capability development at all levels. Programmes like the Emerging Leaders' Programs (ELP1 and ELP2) with Indian School of Business (ISB) and Indian Institute of Management Ahmedabad, and the Leadership Plus Program (LPP), are designed to equip high-potential talent with the skills to take on larger responsibilities. The flagship TVS Global Programme for Management Development (GPMD), launched with Michigan Ross University in 2024, empowers senior executives with global leadership insights and core business acumen, strengthening TVS Motor's high-performance culture and preparing leaders to drive future growth.

200

Employees benefitted from the leadership programmes in FY 2024-25

100%

Identified talent included in leadership development

2.9%

Maintaining a low HiPo attrition rate

Training Leaders for Tomorrow

The Institute of Quality & Leadership (IQL) has been central to TVS Motor's learning and development since 1987, fostering a culture of excellence, innovation, and sustainability. Recognised with the 'Performance Level' certification by the Global Council of Corporate Universities, IQL plays a crucial role in building a future-ready workforce by embedding leadership competencies, strategic execution, and TVS values across the organisation.

IQL's four specialised academies focus on functional excellence, manufacturing, product development, and pedagogical skills, while initiatives like CFT and SAP Design workshops integrate sustainability and global standards. IQL also drives cultural and collective capabilities by hosting national and global conferences on Operations Research (OR) and Taguchi Methods, further enhancing problem-solving and process improvement.

Through immersive learning experiences, global collaborations, job rotations, and digital platforms like Pathways, IQL equips employees with critical skills in AI, data analytics, and future mobility. With an average of 14+ training hours per employee annually, IQL continues to nurture leadership, foster innovation, and advance sustainable practices at TVS Motor.

Health & Safety

TVSM fosters a safety-first culture across its plants, driven by active involvement from business leaders and employee unions. At the operational level, senior managers and union representatives work collaboratively to translate safety policies into actionable programmes, ensuring shared accountability and employee engagement. A strong governance structure — led by the CEO and Safety Apex Committee — ensures monthly reviews of safety performance at each plant.

In FY 2024-25, the Company transitioned to the predictive 'My Safety Index' (MSI), achieving an 81% score across global locations. It also introduced progressive measures such as the Driver Management Centre, Contractor Safety Management Centres, and a Consequences Management Policy.

All Indian plants and the Norton facility in the UK are ISO 45001:2018 certified, while the Indonesia plant holds SMK-3 gold-level certification. Rigorous Hazard Identification and Risk Assessment (HIRA) processes are conducted across locations, reinforcing a culture of prevention and continuous improvement in safety performance.

>200

Campaigns in Health, Safety and Environment (HSE) in FY 2024-25

356

Road Safety events organised in FY 2024-25

81%

My Safety Index score across global locations



KEY DEVELOPMENTS IN HEALTH & SAFETY (H&S) IN FY 2024-25



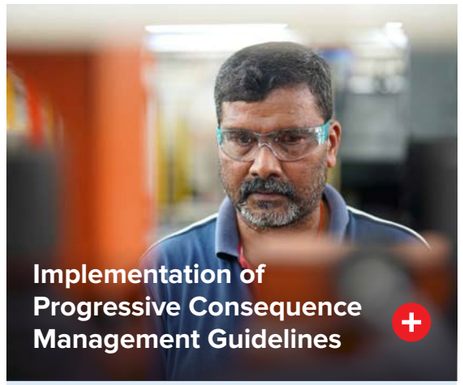
Comprehensive Health & Wellness Initiatives

- Rolled out physical and mental wellness programmes across all plant locations; extended healthcare support to communities in the vicinity of manufacturing facilities



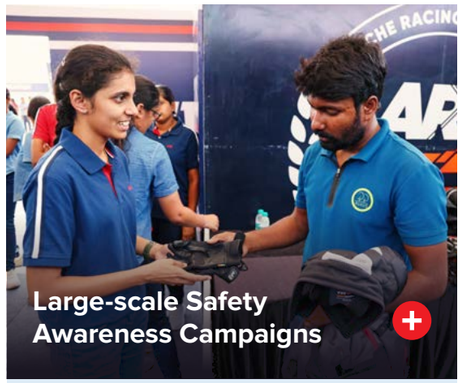
Advanced Safety Performance Index

- Transitioned from the Plant Safety Score to the more sophisticated My Safety Index (MSI), a predictive safety performance indicator
- Achieved an MSI score of 81% post-calibration across Hosur, Mysore, Nalagarh, PT TVS Indonesia, and Norton UK



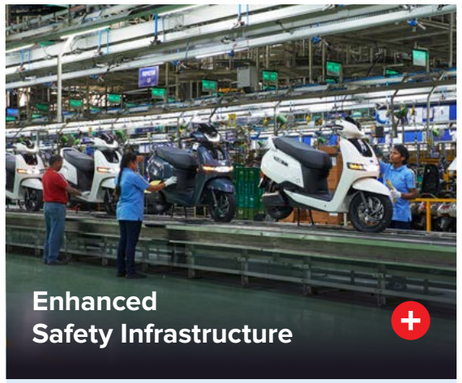
Implementation of Progressive Consequence Management Guidelines

- Introduced a structured policy to drive progressive safety improvements through continuous monitoring and accountability



Large-scale Safety Awareness Campaigns

- Conducted 716 health, safety, and environmental events with ~70,000 participants
- Organised 356 in-plant Road Safety events with nearly 100% employee participation
- Hosted 480 Road Safety awareness events at dealerships, reaching 31,112 public and road users.



Enhanced Safety Infrastructure

- Launched Driver Management Centre (DMC) at Hosur to improve road transport safety
- Operationalised Contractor Safety Management Centres (CMC) at Hosur, Mysore, and Nalagarh plants to strengthen contractor safety protocols



Supply Chain Safety through SA8000 Compliance

- Audited 96 value chain partners on health and safety parameters
- Supported partners in implementing approximately 100 safety improvements, reinforcing safety standards across the extended value chain

Employee Well-being

TVSM places a strong emphasis on the physical and mental well-being of its workforce. Various health and wellness programmes are implemented across all plant locations, including regular health checks for all categories of employees, including those from service providers. In FY 2024-25, the Company introduced the 'My Health Index' (MHI), a comprehensive initiative tracking employee well-being across five dimensions — emotional, physical, lifestyle, organisational, and team health. This data-driven approach enables the Company to provide timely, targeted support across locations.

TVS Motor supports employee mental well-being through YourDOST, a confidential counselling platform that helps address stress, anxiety, and personal challenges. Complementing this is PROMOTE, a collaboration with NIMHANS featuring AGAM, an in-house clinic offering specialised counselling and training. Together, these initiatives foster a culture of care and resilience.

Beyond employee-focused initiatives, the Company extends healthcare benefits to employee families and surrounding communities. This includes comprehensive annual health checks, community outreach programmes, and best-in-class insurance benefits such as family floater policies and extended medical coverage for parents and in-laws.

3,250

Employees undertook YourDOST programme in FY 2024-25

Enhancing Customer Satisfaction through Innovation and Care

TVSM's approach to customer satisfaction is rooted in understanding consumer needs and delivering consistently high standards of service. Customer satisfaction is the cornerstone of every decision, guiding the design and delivery of both products and services. Every interaction with the customer is seen as an opportunity to build trust and in FY 2024-25, several targeted initiatives were launched across geographies to enhance customer experience and build trust.



The Company monitors customer satisfaction through structured real time feedback. Surveys, dealer feedback, and touchpoint interactions — such as N30 PSF calls — help the Company stay attuned to customer sentiments and expectations. The Company also upholds responsible marketing and product use, engaging with customers across their journey — from service reminders and safety education to direct support via call centres and roadside assistance.

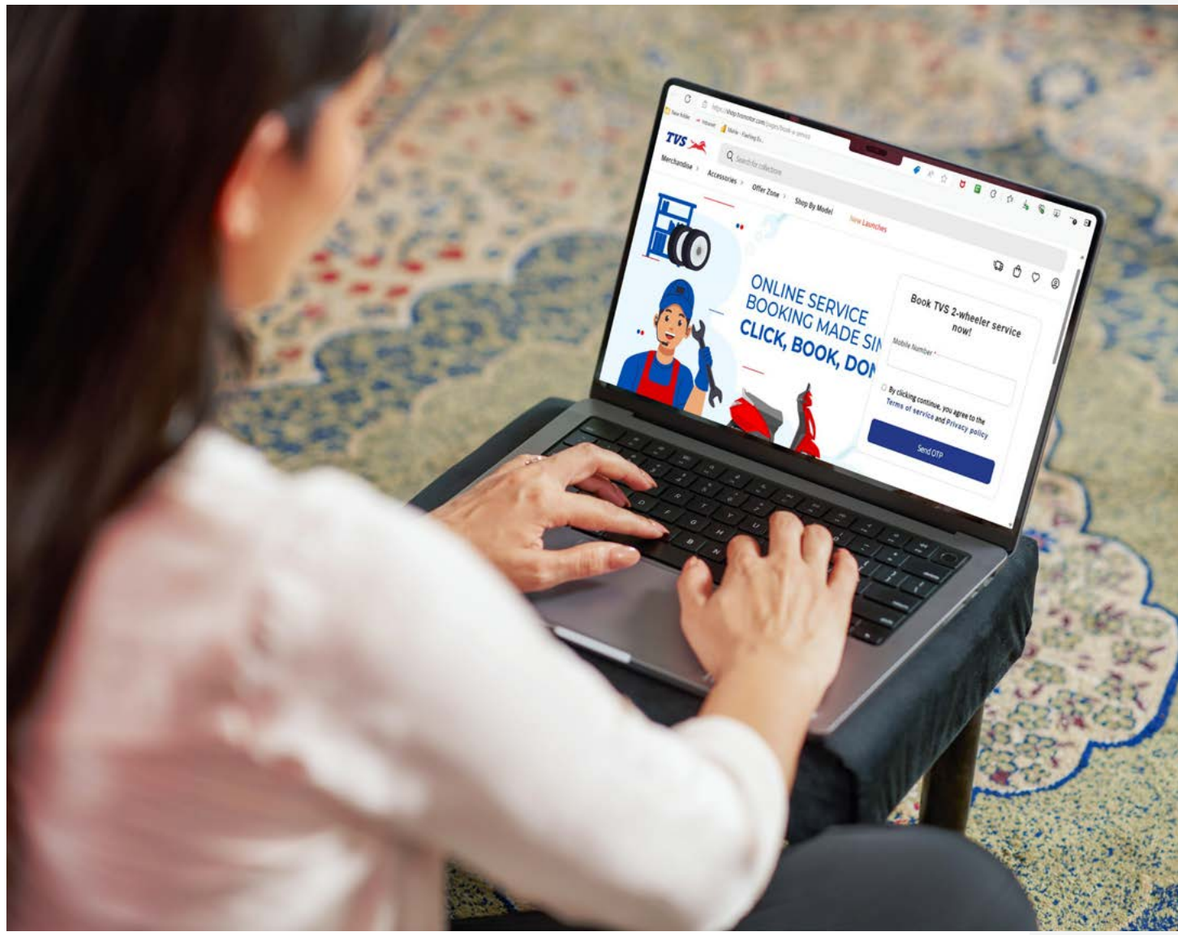


Initiatives like MotoSoul and AOG deepen the emotional connect with rider communities, while clear and honest advertising, aligned with Advertising Standards Council of India (ASCI) regulations, ensures brand integrity.



TVSM's focus on innovation extends to both product development and customer services. The ongoing New Product Introduction (NPI) digitalisation programme has enabled faster go-to-market capabilities, incorporating AI-enabled product features, live commerce, and intelligent decision-support tools. Simultaneously, data privacy and customer consent protocols ensure ethical handling of information.





Responsible Supply Chain Engagement



TVS Motor's approach includes strategic sourcing of materials that meet stringent quality standards while aligning with its sustainability goals. The Company prioritises suppliers who adopt eco-friendly practices and ensures transparent, fair, and collaborative relationships through open communication and equitable terms of engagement.

The Supplier Excellence Group plays a vital role in strengthening supplier capabilities, focusing on innovation, quality assurance, cost efficiency, and sustainability. Regular training sessions, performance audits, and joint development projects enable continuous improvement and alignment with global standards. The Company also helps suppliers adopt cutting-edge technologies, including the use of visual AI in logistics, enhancing efficiency and reducing operational errors.





TVSM's sustainability vision extends across the entire value chain, encompassing suppliers, dealers, distributors, and partners. Aligned with its climate adaptation and resilience framework, the Company is committed to building responsible and future-ready supply chain networks that reflect its values of environmental stewardship, ethical governance, and social responsibility.

The Company has institutionalised a Sustainable Supplier Code of Conduct, setting clear expectations around environmental compliance, human rights, and ethical sourcing. Suppliers are rigorously screened based on their business relevance, ESG risks and spend volume.

The Company's India operations have further reinforced responsible sourcing by aligning with global best practices, including conflict-free material procurement standards akin to those followed by BMW Motorrad. Its partnership with SEDEX through Norton Motorcycles in the UK also helps enhance transparency and supplier accountability.

The Company follows a Total Quality Management (TQM) approach across its value chain. This means embedding lean practices and advanced digital tools at dealerships to improve supplier maturity through the TVSM Production System. Dealers operate on a cash-and-carry model, ensuring stock freshness and profitability, while regular change management workshops and the Dealer TQM cluster approach promote execution excellence and customer-centricity.

96

Suppliers audited on H&S parameters in FY 2024-25

480

Dealer events held in FY 2024-25

Creating Value through Social Partnerships

TVSM is committed to promoting enduring relationships with communities, partners, and customers. Its holistic CSR initiatives are spearheaded by the Srinivasan Services Trust (SST), which has been driving meaningful change in rural India. Working in 2,500 villages across the country, SST champions sustainable development through its distinctive approach of Total Community Involvement (TCI).

The Srinivasan Services Trust (SST) encourages rural communities in India to adopt practices that help them improve their quality of life through a participatory approach – from planning to execution. Its key focus areas include empowering women and children, conserving water, improving health and education facilities by renovating public infrastructure, and preserving the environment.





CSR OUTCOMES

2,500
Villages reached

16 Lakh
People benefitted

5,000+
SHGs formed

60,000+
Women enrolled in SHGs

900+
Schools renovated

980+
Anganwadis renovated

375+
Community structures renovated

130+
Health centres renovated

500+
Water bodies/structures desilted, constructed or repaired

10+ Lakh
Trees planted

160 Cr litres
Water capacity enhanced

₹125+ Cr
Annual income generated by women

Enabling Women to Rise, Lead and Inspire



SST facilitated the formation of Self-help Groups (SHGs) and capacity building to ensure that women at the grassroots, often tied down by household work, are empowered to contribute to the society, leading to generational change.

CASE STUDY

A JOURNEY TOWARDS SELF-RELIANCE

For Rajeshwari from Karunanidhi Nagar in Tamil Nadu's Srivaikundam, life was once defined by separation and struggle. With her husband working in a restaurant in Kerala, the family lived apart for years. Rajeshwari herself took to stitching clothes to make ends meet.

Things began to change after Rajeshwari joined the Muppidathi Amman Women Self-Help Group (SHG) over a decade ago. Formed with 20 women and modest monthly savings of just ₹100 each, the group slowly transformed with sustained guidance from the Srinivasan Services Trust. Over time, they collectively accessed and repaid loans worth ₹50 lakh, a testament to their financial discipline.

In 2020, Rajeshwari took a leap of faith with her first significant loan. Alongside her husband, she began with a small snack pushcart near the Srivaikundam Kallapiran Temple. Initial earnings were meagre — around ₹100 a day — but their perseverance and quality service have led to their income increase several times, with monthly earnings now exceeding ₹30,000 (as of November 2024).

But the greatest reward for Rajeshwari has been the reunion with her husband and the ability to secure her children's education, save for her daughter's marriage, and reinvest in their growing enterprise. "SST has uplifted and empowered our family, and we hope that someday we too are able to give back to society and help our community to grow and prosper," says Rajeshwari.





Driving Rural Prosperity through Agriculture and Animal Care



SST regularly provides farmers with technical knowledge to encourage them to adopt modern farming practices with an aim to increase yield and productivity while reducing costs. Access to veterinary services is also ensured through regular camps in the villages based on specific needs. Renovation of veterinary centres are also ensured in order to provide access to animal healthcare. SST has partnered with Shreeja Mahila Milk Producer Company Limited to ensure better quality of milk and fair milk price to thousands of farmers in the rural areas of Hosur.

CASE STUDY

DELIVERED FROM DEBT AND PENURY

A decade ago, N. Subramaniam from Yathaluru village, Andhra Pradesh, faced the heartbreaking prospect of selling his 13-acre land to clear mounting debts. Struggling with low paddy yields and repeated borrowing, he was trapped in a vicious cycle till an awareness camp by SST changed his fortunes.

Guided by SST, Subramaniam diversified into vegetable and fruit farming and embraced organic methods. Getting access to government subsidies and bank loans, and being able to set up drip irrigation in his field, he began to see significant profits in two years.

Today, he earns ₹8-10 lakh annually from farming, and around ₹5,000-7,000 a month from a poultry venture. He was also recognised as the 'Best Farmer' by YSR Horticulture University.

"For me, however, my biggest success is that my elder son now works beside me on my farm," says Subramaniam proudly. For him, farming is no longer a losing proposition.





Partnering Communities to Conserve Water



This has been an area of constant focus for SST for the last many years and in FY 2024-25, the Company carried out need-based and scientific water conservation efforts to ensure the availability of water in the villages. Desilting of water tanks and irrigation channels, repairs of sluice and weirs, construction of check dams are among the many water conservation efforts undertaken by SST along with the community.

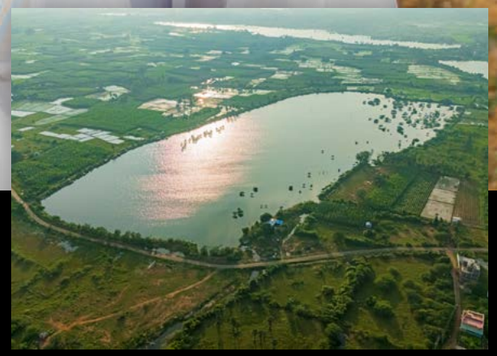
CASE STUDY

REVIVING A LIFELINE

The Vettaikarankulam Tank in Tamil Nadu's Tirunelveli district was once a vital source of irrigation, nourishing 102 acres of farmland and recharging groundwater for the surrounding villages. But by 2019, its shallow depth and deteriorating infrastructure had made it almost defunct. The bund was dangerously narrow — barely wide enough for one person to walk — making it unsafe and prone to erosion. The ayacut area downstream was deep and uneven, severely hampering farmers' ability to transport harvested crops like banana and paddy. With no proper access path, moving produce to the roadside or market meant greater time, labour, and cost.

Recognising the urgency, Srinivasan Services Trust (SST), undertook a comprehensive restoration project. In collaboration with the government authorities, 7,315 cubic metres of silt were removed and reused to strengthen and widen the bund. With a modest investment of ₹6.37 lakh, the project significantly enhanced the tank's storage capacity and safety.

The results were transformative. With the rejuvenated tank, irrigation improved for 58 direct and 270 indirect farmers, groundwater levels rose by 2 feet, and over 50 borewells were recharged. The widened bunds now enable safe access and easier transport of farm produce. SST's intervention revived both the tank and the livelihoods of an entire farming community.





Bridging Gaps in Rural Healthcare



SST is committed to ensuring the community has better access to healthcare and improved quality of services through renovation of rural health centres, broadening the scope by expanding reach through mobile medical vans to the rural poor, and generating awareness about diseases and nutrition.

CASE STUDY

REGAINING THE THIRST FOR LIFE

Sundari, a farm labourer from Perumalkulam village in Tamil Nadu, first realised something was wrong when her hands went numb and even hot oil did not hurt her. Later, she was diagnosed with leprosy at the Government Primary Health Centre in Salaipudur. Though treatment at the Peikulam Leprosy Hospital halted the disease, it left her with permanent nerve damage and a deep sense of shame and isolation.

That is when SST stepped in supporting her in obtaining essential documents like her Aadhar card and a differently-abled ID, enabling her to receive a monthly government stipend of ₹2,000. It helped rebuild her life with dignity.

“Thanks to SST, I’ve learned that the only way is forward — no matter what setbacks you suffer,” says Sundari with quiet determination.

Building Bright Futures through Education and Awareness



The Company, through SST, has worked towards renovating government school infrastructure with active community participation, aiming to create a more conducive learning environment for children. It has partnered with organisations such as Agastya International Foundation and Villmart Education to enhance the quality of primary education, while also working with Navsahyog Foundation to help children in rural areas develop essential life skills. In addition, it has collaborated with Gramalaya to promote better sanitation in schools and villages, focusing on building awareness among school children on the importance of using toilets both at school and at home.

CASE STUDY

CREATING A SAFE SPACE FOR CHILDREN

In Nadusalai Pudur village, Tamil Nadu, local farmers and labourers faced a daily struggle — finding a safe place to leave their children while they went to work.
The village's only anganwadi was in a dilapidated state and no longer usable.

That was when SST stepped in to support the community. The centre was fully renovated, with clean drinking water, toilets, secure fencing, mosquito nets, and colourful wall art — transforming it into a vibrant, safe space for 26 children, with enrolment steadily rising.

This effort is part of SST's broader initiative to help rural communities renovate public infrastructure such as schools and anganwadis to ensure children have better classrooms and toilets. The lack of these often result in children dropping out of school, particularly adolescent girls for whom the lack of hygienic toilets discourage attendance. Mothers and pregnant women can also avail services from clean and safe anganwadis.
By creating child-friendly classrooms and hygienic toilets, these interventions are removing key deterrents to education and supporting women's access to health services.

"This isn't just about fixing a building — it's about uplifting an entire community," says anganwadi worker, Bala Francy.





Caring for the Environment, Together



Besides water conservation, afforestation remains a key focus for SST in preserving local flora and fauna. Over the past three decades, SST has worked with rural communities to restore the environment through tree planting, biodiversity conservation, and awareness efforts. So far, 10 lakh trees have been planted in villages, and over 14,000 acres of barren hillocks have been greened with 60 lakh trees and diverse plant species. In the last two years, SST has held over 800 awareness camps on afforestation, rainwater harvesting, and sparrow care — fostering eco-responsibility among youth, schools, and rural communities.

CASE STUDY

RETURN OF A SYMBOL OF HOPE AND HARMONY

A few years ago, the familiar morning chorus of sparrows began to fade from village soundscapes. Once abundant across rooftops, trees, and fields, these tiny birds – victims of habitat loss and changing landscapes as a result – were quietly disappearing.

Determined to reverse this, Srinivasan Services Trust (SST) launched a sparrow conservation initiative aimed at restoring habitats and reconnecting communities with nature. The project focused on installing nest boxes to provide safe shelter to the birds and raising awareness among the village community through campaigns to generate empathy. Over the past two years, the movement has touched 350 villages across India, supported by more than 200 awareness camps each year. Sparrow Day, celebrated annually on March 20, has become a joyful event involving school children, Self Help Groups (SHGs), and local residents.

The results are heartening. Slowly but surely, the sparrows have returned — their chirping once again greeting the dawn. More than a conservation win, the project has become a symbol of environmental stewardship and community pride. By protecting the humble sparrow, these villages are strengthening their own resilience and the ecological balance.





Integrity at the Core of Every Decision

At TVSM, governance is viewed as a strategic enabler of long-term value. The Company has institutionalised forward-looking oversight across environmental, social, and business risks. Backed by structured systems and specialised committees, its governance framework ensures clarity, accountability, and responsiveness at every level.

The Board at TVSM

TVSM's Board of Directors, chaired by Prof. Sir Ralf Dieter Speth, is composed of distinguished professionals with diverse global experience across sectors and disciplines. This well-rounded Board reflects a strong commitment to diversity in background, expertise, nationality, age, and gender—bringing together strategic insight, governance depth, and a global perspective essential for steering the Company through a dynamic business landscape.

The Board's collective competencies span leadership, automotive industry knowledge, finance, risk management, regulatory affairs, and sustainability. It plays a critical role in shaping strategy, overseeing performance, and safeguarding stakeholder interests. Board effectiveness is ensured through adherence to regulatory norms, regular evaluations by the Nomination and Remuneration Committee (NRC), and clearly defined expectations around participation, strategic input, and ethical governance.

Independent Directors, identified through a robust NRC-led process, uphold the highest standards of integrity and actively contribute to policy decisions and corporate oversight. Regular performance assessments and capped directorships ensure members are fully engaged and aligned with the Company's long-term goals.

Board Committees

TVSM's Board committees are structured to provide focused oversight and expert guidance on key aspects of governance. These specialised forums enable Directors to address complex issues in areas such as finance, risk, stakeholder engagement, and sustainability, and offer informed recommendations to the Board. Each committee is composed of members with relevant expertise, ensuring decisions are well-grounded and aligned with the Company's strategic goals.

In addition to statutory committees, a non-mandatory Administrative Committee handles other pertinent matters. This comprehensive committee structure enhances the Board's effectiveness, ensuring robust, transparent, and responsive governance across the organisation.

Committees of the Board

- Audit Committee
- Risk Management Committee
- Stakeholders' Relationship Committee
- Nomination and Remuneration Committee
- Corporate Social Responsibility Committee

Board Evaluation

The Nomination and Remuneration Committee (NRC) has established a peer evaluation process to assess the performance of individual Directors, Board Committees, the Chairman, and the Board as a whole. Directors are evaluated on parameters such as commitment to fiduciary duties, attendance, active participation, strategic thinking, and their contributions to various committees. For senior managerial personnel, performance evaluation is aligned with the achievement of Board-approved business plans and annual performance incentives. These evaluations consider both financial and strategic outcomes, ensuring alignment with the Company's long-term goals. An evaluation of performance has been undertaken based on the criteria for all senior managerial personnel, following the above process. The NRC reviews and approves compensation plans, policies, and performance-linked incentives for senior management, while delegating specific responsibilities to the Executive Directors wherever appropriate.

Sustainability Governance

TVS Motor follows a multi-tiered governance structure to embed sustainability from the Boardroom to the shop floor. The Board and senior leadership actively guide sustainability strategy, with regular oversight at Board meetings. The Risk Management Committee integrates sustainability into enterprise risk planning, while the CEO-led Sustainability and EHS Steering Committee oversees targets and progress. Operationally, plant-level committees drive on-ground action, supported by a Sustainability Ambassador Programme that empowers employees to champion initiatives across the organisation.

Risk Management

The Company's Risk Management Policy ensures a structured and proactive approach to identifying, assessing, mitigating, and monitoring risks that could impact its strategic and operational objectives. TVS Motor evaluates both internal and external risk factors — ranging from regulatory changes and market volatility to financial exposures and cybersecurity threats — and prioritises them based on impact and likelihood. The Board has approved a Risk Mitigation Policy. Mitigation strategies include process optimisation, technological upgrades, and contingency planning. Risks are continuously monitored, with key indicators regularly reviewed by the management and the Board.

The Risk Management Committee plays a central role in overseeing this process, ensuring alignment with the Company's governance framework and enabling informed, risk-aware decision-making.

Whistleblower Policy

The Company's Whistleblower Policy is designed to protect stakeholders from retaliation or victimisation when raising concerns in good faith. It provides a secure and confidential mechanism for reporting actual or suspected violations of the Company's Code of Conduct, accounting or audit irregularities, legal or regulatory breaches, and any instances of misrepresentation in financial statements or disclosures. The policy also covers concerns related to the leakage or suspected leakage of unpublished price-sensitive information, reinforcing TVSM's commitment to transparency, integrity, and ethical conduct.

Industry Certifications

- **ISO 50001:2018** — Energy Management System
- **ISO 14001:2015** — Environmental Management System
- **ISO 22301:2019** — Security and resilience — Business continuity management systems — Requirements
- **ISO/IEC 27001** — Information security, cybersecurity and privacy protection — Information security management systems
- **SA8000® Standard** — Social Accountability International (SAI)

Valued Associations

Confederation of Indian Industry (CII)

Affiliations with Trade and Industry Chambers

Corporate Information

Board of Directors

Prof. Sir Ralf Dieter Speth
Chairman

Venu Srinivasan
Chairman Emeritus & Managing Director

Sudarshan Venu
Managing Director

K N Radhakrishnan
Director & Chief Executive Officer

Shailesh Haribhakti
Dr. Deepali Pant Joshi
Vijay Sankar
B Sriram

Audit Committee

Shailesh Haribhakti, *Chairman*
Dr. Deepali Pant Joshi
K N Radhakrishnan

Nomination and Remuneration Committee

Vijay Sankar, *Chairman*
Dr. Deepali Pant Joshi
B Sriram

Risk Management Committee

B Sriram, *Chairman*
Sudarshan Venu
K N Radhakrishnan
K Gopala Desikan

Stakeholders' Relationship Committee

Dr. Deepali Pant Joshi, *Chairperson*
Venu Srinivasan
Sudarshan Venu

Corporate Social Responsibility

Venu Srinivasan, *Chairman*
Sudarshan Venu
Vijay Sankar

Chief Financial Officer

K Gopala Desikan

Company Secretary

K S Srinivasan

Statutory Auditors

Sundaram & Srinivasan,
Chartered Accountants,
23 C P Ramasamy Road
Alwarpet, Chennai - 600018
Tel.: 044-2498 8762
E-mail: sundaramandsrinivasan1948@gmail.com

Cost Auditors

C S Adawadkar & Co.
Cost Accountants
103, Building 10 "Palvi", DSK Raanwara,
Bavdhan, Pune 411021
M: +91 9225807907
E-mail: csadawadkar@csagrp.co.in

Secretarial Auditors

Sriram Krishnamurthy & Co.,
Company Secretaries
T-1, "Shobana", 3rd Floor, 17, Nandanam Main Road,
Nandanam Extension, Chennai 600035
M- +91 94440 80328
E-mail: skco.cs@gmail.com

Shares listed with

BSE Ltd., Mumbai.
National Stock Exchange of India Ltd., Mumbai.

Major Bankers

State Bank of India
Axis Bank Limited
HDFC Bank Limited
Deutsche Bank
Federal Bank Limited

Registered Office

'Chaitanya' No. 12, Khader Nawaz Khan Road,
Nungambakkam, Chennai 600 006, Tamil Nadu, India
Tel: 044-28332115
CIN No. L35921TN1992PLC022845
E-mail: contactus@tvsmotor.com
Website: www.tvsmotor.com

Share Transfer Agent

Integrated Registry Management Services Private Limited
2nd Floor, Kences Towers, No. 1,
Ramakrishna Street, North Usman Road, T Nagar,
Chennai-600 017
Tel: 044-2814 0801-03
E-mail: einward@integratedindia.in

Plant Locations

1. Post Box No. 4, Harita, Hosur - 635 109, Tamil Nadu, India. Tel: 04344 - 276780
2. Post Box No. 1, Byathahalli Village, Kadakola Post, Mysuru - 571 311, Karnataka, India. Tel: 0821 - 2596561
3. Bhatian Village, Bharatgarh Road, Teh. Nalagarh, Solan District - 174 101, Himachal Pradesh, India. Tel: 01795 - 220492/93

Financial Highlights

₹ in crore

Particulars	2015-16	2016-17	2017-18	2018-19	2019-20	2020-21	2021-22	2022-23	2023-24	2024-25
Sales & other income @	12,195	13,363	15,618	18,217	16,455	16,784	20,810	26,479	31,925	**36,309**
Profit before interest, depreciation, amortisation and tax*	914	1,030	1,274	1,441	1,378	1,462	1,981	2,775	3,663	**4,512**
Profit before tax*	629	699	879	961	787	826	1,243	2,003	2,781	**3,629**
Exceptional / Extraordinary Items	-	-	-	-	(32)	-	(30)	-	-	**-**
Profit after tax	489	558	663	670	592	612	894	1,491	2,083	**2,711**
Net fixed assets	1,751	2,046	2,503	2,837	3,185	3,289	3,731	4,224	4,702	**5,585**
Share capital	47.51	47.51	47.51	47.51	47.51	47.51	47.51	47.51	47.51	**47.51**
Reserves and surplus	1,911	2,361	2,833	3,300	3,571	4,123	4,775	6,000	7,684	**9,889**
Net worth	1,959	2,409	2,881	3,348	3,619	4,171	4,822	6,048	7,731	**9,937**
Total borrowings	924	1,107	1,189	1,400	2,022	1,106	1,601	2,245	1,513	**1,735**
Earnings per share (₹)	10.30	11.75	13.95	14.11	12.47	12.88	18.81	31.38	43.84	**57.05**
Dividend per share (₹)	2.50	2.50	3.30	3.50	3.50	3.50	3.75	5.00	8.00	**10.00**
Book value per share (₹)	41.22	50.70	60.63	70.46	76.17	87.78	101.51	127.29	162.73	**209.15**
Operating EBITDA (%)	7.29	7.06	7.74	7.87	8.19	8.53	9.44	10.14	11.06	**12.29**
Profit before tax * / Turnover (%)	5.20	5.30	5.66	5.28	4.79	4.93	5.98	7.59	8.75	**10.01**
Return on capital employed (%)	23.24	21.67	24.61	23.55	16.62	17.15	20.68	25.25	31.41	**31.56**
Return on net worth (%)	27.15	25.56	25.06	21.52	17.01	15.72	19.87	27.43	30.23	**30.68**

Notes:

@Sales includes Excise duty upto June 2017.

*Figures stated are before exceptional and extraordinary items.

Directors' Report



The Directors have the pleasure of presenting the 33rd Annual Report and the Company's audited accounts for the year ended 31st March 2025.

1. SUMMARY OF THE KEY HIGHLIGHTS ON THE COMPANY'S PERFORMANCE IN FY 2024-25

Sales Performance:

- The Company surpassed all its previous highs, achieved the highest-ever sales of 4.74 million units of two-and three-wheelers.
- Two-wheeler domestic ICE sales grew by 9% over the last year as against industry growth of 7% with 3.25 million units sold.
- In the two-wheeler international market, the Company sales grew by 23% against the industry growth of about 21%.
- Total ICE two-wheeler grew by 12% compared to the last year as against industry growth of 10%.
- EV two-wheeler sales increased by 44% to 2.8 lakh units as against 1.9 lakh units during last year.
- Three-wheeler sales stood at 1.35 lakh units against 1.46 lakh units sold last year.

4.74 Mn

Total units (2Ws+3Ws) sold during FY 2024-25 (15% y-o-y growth)

₹36,309 Cr

All-time high revenue

₹3,629 Cr

All-time high PBT

Financial Performance

- The Company posted the highest ever revenue of ₹36,309 crore, highest ever profit of ₹3,629 crore.
- The Company's operating revenue grew by 14%.
- The Company recorded the highest-ever operating EBITDA of ₹4,454 crore, a growth of 27% as against the EBITDA of ₹3,514 crore during last year.
- The Company's operating EBITDA improved by 120 basis points at 12.3% including the PLI benefits, as against last financial year's 11.1%.

Dividend & Bonus Preference Shares

- Declared an interim dividend of ₹10 per share (1,000%) for the year FY 2024-25, absorbing a sum of ₹475 crore.
- On receipt of final approval from the Hon'ble National Company Law Tribunal, Chennai Bench, the Company shall issue 4 Non-convertible Redeemable Preference Shares (NCRPS) of face value of ₹10 each fully paid up, for every 1 equity share of ₹1 each fully paid up held by equity shareholder of the Company.

Acquisitions

- The Company established a wholly owned subsidiary in Dubai in the name of TVS Motor Company DMCC, Dubai.
- The Company acquired additional stake in DriveX Mobility Private Limited (DriveX) and thereby it has become a subsidiary.
- The Company acquired additional stake in The Go Corporation, Switzerland (GO AG) and EBCO Ltd, UK through TVS Motor (Singapore) Pte Ltd and thereby both became the wholly owned subsidiary of TVS Motor (Singapore) Pte. Ltd and the Company.

Product Launches

- All-new TVS Jupiter 110, TVS Apache RTR 160 series and all-new TVS Ronin.
- New variants of TVS iQube electric scooter; and.
- TVS King EV MAX – first electric three-wheeler.

Performance of Subsidiaries

- TVS Credit Services Limited has served 1.9 crore customers till date. TVS book size is ₹26,647 crore. PBT for the year grew by 35% at ₹1,025 crore as against last year ₹762 crore.
- Sundaram Auto Components Limited completed the sale of its injection moulded plastic component solutions division on 31st January 2025 and business of manufacturing of seats for two-wheelers on 22nd March 2025 as a going concern on a slump sale basis.
- PT TVS Motor Company, Indonesia two-wheeler sales grew by 19.3% and reported operating EBITDA of $8 million.

Awards and Accolades

- The Company earned multiple accolades in J.D. Power 2024 India Two-Wheeler IQS and APEAL Studies, with models like Jupiter 125, Radeon, Apache RTR 160 2V and Raider recognised for quality and customer appeal.
- Mr. Venu Srinivasan, Chairman Emeritus and MD of TVS Motor, won the lifetime achievement award for his contributions to Indian manufacturing by ET Awards for Corporate Excellence.
- Mr. Sudarshan Venu, MD of TVS Motor, was ranked amongst India's Best CEOs by Fortune and Business World magazines.
- The CSR arm of the Company viz. Srinivasan Services Trust inter-alia won awards for 'Learning & Development' best practices, CSR Universe Social Impact Awards 2024 and the Gold Award for 'Excellence in HR Digital transformation'.

2. GENERAL OVERVIEW

TVS Motor Company Limited (TVSM), driven by its unwavering customer focus and commitment to the highest standards of quality, has delivered a strong performance for FY 2024-25.

Our long-term core values of trust, customer obsession, value maximisation, speed & agility, exactness and disruptive mindset have been the cornerstone of our success, enabling us to consistently grow.

The year has been marked by significant growth, robust financial results, and a strengthened market position, reflecting our dedication to delivering superior products and services. As we continue to innovate and expand, we remain steadfast in our mission to provide unparalleled value to our customers and stakeholders.





2.1. Key Performance Snapshot

In FY 2024-25, the Company registered highest-ever annual sales of 46.09 lakh (4.61 million) units of two wheelers and 1.35 lakh (0.13 million) units of three-wheelers. This translated into a 13% sales growth over the annual sales of 41.91 lakh (4.19 million) units in FY 2023-24.

On the back of this strong performance, the Company reported an all-time high revenue of ₹36,251 crore and PBT of ₹3,629 crore. The Company also recorded its highest ever operating EBITDA of ₹4,454 crore, a growth of 27% as against ₹3,514 crore during FY 2023-24.

TVS Motor earned multiple accolades in the J.D. Power 2024 India Two-Wheeler IQS and APEAL Studies, with models like Jupiter 125, Radeon, Apache RTR 160 2V, Raider and iQube recognised for quality and customer appeal.

The Company became India's first two-wheeler manufacturer to achieve the 'TPM Advanced Special Award' simultaneously for all its manufacturing plants. This outstanding achievement is a testament to the unwavering dedication, teamwork and commitment of every employee across the organisation.

Together, the joint efforts of our employees and partners have strengthened excellence in management and optimised business processes across the Company.

2.2. Macroeconomic Overview – India

India's Real Gross Domestic Product (GDP) grew by 6.5% in FY 2024-25, driven by an increase in consumption and improvement in the agriculture sector. This has also been aided by the fiscal and monetary policies of the Government and supported by the inherent fundamentals of the economy.

As per the Ministry of Statistics and Programme Implementation, the agriculture sector's Gross Value Added (GVA) grew by 4.6% in FY 2024-25, in comparison to the 2.7% growth seen in FY 2023-24. Bountiful rains and adequate water levels in reservoirs across the country aided this growth. Industry and services sectors grew by 5.6% and 7.3%, respectively.

The Consumer Price Index (CPI) inflation stayed range-bound at 4.63%, in line with the Reserve Bank of India's (RBI) targets, supported by stable food and commodity prices. In February 2025, the RBI reduced the benchmark repo rate by 25 basis points to 6.25% to support consumption growth.

The Government of India's ongoing and significant investment in infrastructure over recent years bodes well for overall economic growth and improvement in the quality of life of people. In FY 2024-25, the public capital infrastructure spend was ₹10.2 lakh crore, increased from ₹9.49 lakh crore in FY 2023-24.

2.3. Macroeconomic Overview - Global

As per the International Monetary Fund (IMF), the global economy grew by 3.3% in CY 2024. The emerging and developing economies grew at a faster rate of 4.3%, in comparison to the 1.8% growth observed in developed economies.

As per the April 2025 projections of the IMF, the global economic growth is estimated to grow by 2.8% in CY 2025. The growth estimates differ across regions and countries on account of the geo-political uncertainties.



3. INDUSTRY PERFORMANCE IN FY 2024-25

3.1. Two-wheeler ICE (India)

In FY 2024-25, two-wheeler sales grew by 6.9% (all-India VAHAN), with 13.2% growth in Q1, 2.0% in Q2, 11.6% in Q3, and then flattening in Q4 FY 2024-25.

The industry wholesale stood at 19.9 million units compared to 18.4 million units in the previous fiscal year. While this reflects a growth of 8%, the industry has yet to reach its highest-ever volume of 21.2 million units recorded in FY 2018-19.

The significant performance markers in FY 2024-25 are listed here for reference:

OVERALL TWO-WHEELER INDUSTRY
(ICE +EV) VAHAN

9.0% H1 growth

6.6% H2 growth

TWO-WHEELER ICE
MOTORCYCLE INDUSTRY (DISPATCH)

4.6% Growth in FY 2024-25

12.2 Mn Volume in FY 2024-25

65% Category share in FY 2024-25 (a y-o-y decline of 1.5%)

TWO-WHEELER ICE
SCOOTER INDUSTRY (DISPATCH)

12.7% Growth in FY 2024-25

6.1 Mn Volume in FY 2024-25

32.3% Category share in FY 2024-25 (a y-o-y growth of 1.5%)

TWO-WHEELER EV
SCOOTER INDUSTRY (VAHAN)

22.0% Growth in FY 2024-25

1.14 Mn Volume in FY 2024-25

6.8% Penetration in FY 2024-25 (a y-o-y growth of 1.5%)

TWO-WHEELER ICE
MOPED INDUSTRY (DISPATCH)

4.2% Growth in FY 2024-25

5.01 Lakh Volume in FY 2024-25

2.7% Category share in FY 2024-25 (a y-o-y decline 0.1%)



The growth of motorcycle industry in FY 2024-25 offered key insights:

- Premium motorcycle sales grew by 6.6% in FY 2024-25, reaching 1.6 million units compared to 1.5 million units in FY 2023-24 retaining a category share of 8.5%.
- Commuter motorcycles commanded a dominant category share of 49.1% (50.3% in FY 2023-24) of the overall two-wheeler industry.
- This category, which comprises the Executive and Economy segments, saw a volume growth of 4.1% in FY 2024-25 with sales of 9.2 million units (from 8.8 million units in FY 2023-24). While the Economy segment grew by only 1.2%, the Executive segment posted a growth of 8.3%, improving its category share from 20.4% to 20.6%.
- The Scooter industry grew by 12.7% in FY 2024-25, with 6.1 million units sold compared to 5.37 million units in FY 2023-24, maintaining its category share at 32.3%.

3.2. Two-wheeler EV (India)

EV industry retail sales, as per VAHAN, reached 1.14 million units in FY 2024-25, up 22% over last year. The average penetration of EV two-wheelers stood at 6.8%, growing from 5.3% last year.

The continued focus and support for EV adoption extended by the Central Government — in the form of the PM e-Drive (earlier Faster Adoption and Manufacturing of Hybrid and Electric Vehicles in India or FAME II), the Production-Linked Incentive (PLI) Scheme, and reduced Goods and Services Tax (GST) on lithium-ion batteries — are making EVs more affordable for consumers.

Various state governments have issued their EV policies, offering additional incentives and support for EV adoption.

3.3. Three-wheelers ICE+EV (India)

The retail industry posted a strong growth of 14%, from 0.61 million units to 0.7 million units in FY 2024-25. The wholesale industry grew by 9% during FY 2024-25, with volumes rising from 0.65 million units to 0.71 million units.

The small-passenger segment (ICE + EV) grew by 20% in FY 2024-25 (from 349,284 units in FY 2023-24 to 420,464 units in FY 2024-25), while its contribution to the overall three-wheeler industry increased from 54% to 59%. The cargo segment also saw growth, due to demand for last-mile delivery and e-commerce applications aided the growth of the cargo segment.

The adoption of EVs (L5) in the three-wheeler industry has been significantly increasing, from 12% in FY 2023-24 to 22% in FY 2024-25. The L5 EV segment's sales nearly doubled, from 78,002 units in FY 2023-24 to 154,548 units in FY 2024-25, posting a growth of 98%.

59%

Contribution of the Small Passenger segment to the overall three-wheeler industry

154,548 units

EV segment sales in FY 2024-25

98% y-o-y growth

3.4. International Business (Two-wheelers and Three-wheelers)

While the global two-wheeler industry grew by 3% in FY 2024-25, 4.2 million units were exported from India, a growth of 22.1% over last year. H1 FY 2024-25 recorded a growth of 16.5%, and H2 FY 2024-25 reported an growth of 30%. Exports to the LATAM region experienced higher growth with strong demand in Mexico, Colombia, and Guatemala, while exports to the Middle East faced a decline.

The three-wheeler industry grew by 3% in FY 2024-25, with 105.7K units exported from India, registering a decline of 15.7% over last year. However, the decline was lower in H2 at 13.1%, indicating a recovery.

4. MANAGEMENT DISCUSSION AND ANALYSIS

4.1. Company's Global Business Performance in FY 2024-25

The Company surpassed all its previous highs, achieving the highest-ever sales of 4.74 million units (two- and three-wheelers).

The Two-wheeler sales touched all-time high of 4.61 million units, recording a 14% growth over FY 2023-24.

The three-wheelers sales were at 0.13 million units as against the 0.14 million units last year.

4.2. Domestic Business (Two-wheelers and Three-wheelers)

The Company outperformed the broader two-wheeler industry (ICE+EV), which grew by ~8%, with a higher-than-industry growth of 11.5% across segments.

4.3. International Business (Two-wheelers and Three-wheelers)

In FY 2024-25, the Company registered a 22.8% growth in two-wheeler exports with 1.1 million units, against the 0.89 million units in the previous year. This was driven by strong business growth in Asia and LATAM.

Three-wheeler exports during the year reached 0.11 million units, a decline of 15.7% over FY 2023-24. In the international markets, some African markets witnessed slow momentum due to high inflation and currency devaluation. The Company is optimistic about the industry's recovery and expects positive trends starting in FY 2025-26.



MOTORCYCLES

1.20 Mn

Overall domestic sales declined by 1.6% in FY 2024-25 over FY 2023-24

0.48 Mn

Sales in Premium category grew by 20.6% in FY 2024-25 over FY 2023-24

0.72 Mn

Sales in Commuter segment declined by 12.4% in FY 2024-25 over that in FY 2023-24

Primary Growth Driver: TVS Apache Series

SCOOTERS

1.54 Mn

Domestic scooter sales grew by 22.1% in FY 2024-25 over that in FY 2023-24

Primary Growth Driver: Jupiter

EVs

0.28 Mn

Domestic EV sales grew by 45.2% in FY 2024-25 over that in FY 2023-24

Primary Growth Driver: TVS iQube, whose availability expanded to 1,074 dealerships; also, the public charging network expanded to ~5,000 charging points

COMMERCIAL MOBILITY

29k

Sales in Domestic Commercial Mobility category grew by 39% in FY 2024-25 over that in FY 2023-24

4.4. New Product Launches and Initiatives in FY 2024-25



New TVS Jupiter 110

The all-new TVS Jupiter was launched in FY 2024-25, bringing together unparalleled design, performance, comfort, and convenience. It has been the anchor of the scooter portfolio, earning the trust of more than 7 million households since its initial launch in FY 2012-13.

The all-new 110 is a significant step towards reinforcing the 'Zyada Ka Fayda' (Benefit of 'More') philosophy, catering to progressive Indian lifestyles. Since its launch in August 2024, it has already earned six 'Scooter of the Year' awards, validating the superior value offered to customers.





A C
B D





A. New TVS Apache RR310

The TVS Apache RR 310 crafted from the racetrack is the ultimate track weapon. In its latest avatar it has taken its racing creds to the next level. The motorcycle now delivers a blistering power of 38 PS @ 9800 controlled by a slick bi-directional quick shifter and many segment-first features like aerodynamic winglets for enhanced stability and transparent clutch cover.

Safety and comfort have been elevated with the addition of Race Tuned Dynamic Stability Control, Tire Pressure Monitoring System (TPMS) and Cruise Control.

The new Apache RR 310 has a refreshed livery and an all-new Bomber Grey colour.

B. TVS Apache 160 – Racing Edition

The TVS Apache RTR 160 with its 15.5 PS power and aggressive ergonomics has been a true derivation of the TVS Racing heritage.

To celebrate this racing lineage, a refreshed variant called the ‘Racing Edition’ was launched featuring carbon fibre graphics and sporty red alloy wheels.

C. TVS Apache 160 4V – USD and Traction Control

The Apache RTR 160 4V is India’s Most Powerful 160cc. This machine was upgraded with a new variant featuring premium gold finish Up Side Down suspension (USD) that not only enhance the design but also the riding dynamics.

This new variant sports a unique dual tone livery with race graphics and alloy wheels finished in red colour giving it a bold and dynamic presence. An all-new Granite Grey colour was also introduced to the range.

D. TVS NTORQ Midnight Blue Edition

Since its launch in FY 2018-19, the TVS NTORQ 125 has redefined the Indian scooter market, setting new benchmarks in design, performance, and technology. Inspired by TVS Racing design, it embodies adrenaline-fuelled dynamism.

In FY 2024-25, the product got a striking new look with additional colour and graphics on the Race XP series. The refreshed palette enhances its sporty sophistication, catering to young professionals who demand style with power.



TVS iQube, packing an impressive 32-litre under-saddle storage

E



F



G



H





Harith Noah at the Trans Anatolia Rally, Turkey (2025)

E. TVS iQube 2.2 kWh

The TVS iQube 2.2 kWh variant exemplifies dedication to innovation and sustainable urban mobility. It is powered by a 2.2 kWh battery, delivering a real-world range of 75 km and a top speed of 75 km/h. It supports quick charging, achieving 0 to 80% charge in just 2.45 hours, enhancing convenience for daily commuters.

It boasts a 5-inch colour TFT display, providing features such as turn-by-turn navigation, distance-to-empty readings, multiple riding modes, and vehicle crash and tow alerts. Additional amenities include 30 litres of under-seat storage, full LED lighting and a USB charging port, ensuring both practicality and modern connectivity.

Designed for urban agility, the iQube 2.2 kWh variant offers a smooth and efficient ride, making it an ideal choice for city commuting and makes electric mobility more accessible to a broader audience.

F. TVS iQube Celebration Edition

On the eve of India's 78th Independence Day, TVSM proudly announced the launch of the Limited 'Celebration Edition' of its TVS iQube 3.4 kWh and TVS iQube S variants.

Designed to stand out, the Celebration Edition is crafted to inspire progress and aspiration synonymous with India. It stands as a testament to our deep respect for the values that make India extraordinary.

Limited to just 1,000 units each, the TVS iQube 3.4 kWh and TVS iQube 'Celebration Edition' featured a striking dual-tone colour scheme complemented by bold decals and special badging to mark the occasion.

G. TVS King EV Max

The Company entered the EV 3-wheeler space by launching its King EV Max. With a claimed range of 179 km, top speed of 60kph and 0 to 80% charge in 2 hours 15 minutes, it sets the benchmark in the segment.

It features a 9.7 kWh Lithium-ion LFP battery pack with a claimed range of 179 km delivering peak power of 11kW and 40Nm and three riding modes with different top speed limits – Eco (40kph), City (50kph) and Power (60kph).

The King EV Max also gets Bluetooth-enabled connected features as currently seen on TVSM two-wheelers to access vehicle diagnostics, last parked location, call and message notifications. It features an LED headlight with an integrated Daytime Running Lamp and LED tail-lamp. Interestingly, the King EV also has a water-wading capacity of up to 500mm.

TVS King EV Max is currently available in select states such as Uttar Pradesh, Bihar, Jammu and Kashmir, Delhi and Bengal and comes with a 6-year or 1,50,000km warranty.

H. TVS Racing

TVS Racing, the racing arm of the TVSM R&D, had a very successful season in FY 2024-25 with a 80% podium finish record in all races participated. TVS Racing won 7 of the 9 national championships it participated in.

TVS Racing rider Harith Noah achieved a 2nd stage win in Trans Anatolia rally, Turkey. The Sherco-TVS Racing team won the Trans Anatolia Rally and made it onto the podium in Bara Aragon rally, Spain.

TVS Racing is actively working on projects like Moto3 development and electric super cross racing. The Company benefits immensely from the close collaboration between the engineers of the racing team and product development in developing cutting-edge products and relevant technologies using Motorsports as a greater opportunity.

80%
Podium finish record for TVS Racing in FY 2024-25

7
National championships won by TVS Racing during the year

4.6. BMW Association

Scripting a remarkable collaboration unique to the global two-wheeler industry, TVSM and BMW Motorrad proudly celebrated their decade long partnership which began in FY 2013-14.

This alliance has led to the successful development of five motorcycles on the 310cc platform. With over 225,000 satisfied customers, these motorcycles have gained widespread acceptance across key global markets, including the EU, USA, Latin America, Japan, China, and India. Latest in this partnership is the co-development of the BMW CE 02, an innovative electric vehicle, which is being sold worldwide, including India. The BMW 450 GS was showcased at EICMA, Italy in November 2024 and at Bharath Mobility Global Expo, India in January 2025.

TVSM plays a key role in designing and developing upcoming BMW Motorrad products while ensuring world-class quality, efficient supply chain management and seamless industrialisation.

Under this extended collaboration, both companies have outlined a roadmap for multiple new products and advanced technologies, promising significant business growth. This partnership continues to reach new heights, with a series of super-premium products models in the development pipeline.

Know more about our collaboration with BMW Motorrad by clicking here







5. FINANCIAL PERFORMANCE REPORT

5.1. Company's Financial Performance in FY 2024-25

Details	Year Ended 31st March 2025	Year Ended 31st March 2024
SALES		
Quantitative		**(Number in lakh)**
Motorcycles	**21.95**	**19.90**
Mopeds	**5.10**	4.85
Scooters	**19.04**	15.70
Three-wheelers	**1.35**	1.46
Total Vehicles Sold	**47.44**	**41.91**
Financials		**(₹ in crore)**
Revenue from Operations	**36,251**	**31,776**
Other Income	**58**	149
Profit/Loss before Depreciation, Finance Costs, Exceptional Items and Tax Expense	**4,512**	3,663
Less: Depreciation/ Amortisation/ Impairment	**744**	700
Profit/Loss before Finance Costs, Exceptional Items, and Tax Expense	**3,768**	2,963
Less: Finance Costs	**139**	182
Profit/Loss before Exceptional items and Tax Expense	**3,629**	2,781
Add/(Less): Exceptional Items	**-**	-
Profit/Loss before Tax Expense	**3,629**	**2,781**
Less: Tax Expense (Current and Deferred)	**918**	698
Profit/Loss after Tax	**2,711**	**2,083**
Other Comprehensive Income /(Loss)	**32**	(20)
Total	**2,743**	2,063
Less: Dividend on Equity Shares	**475**	380
Balance Carried Forward	**2,268**	**1,683**

5.2. Dividend

The Board of Directors of the Company (the Board) at their meeting held on 20th March 2025, declared an interim dividend of ₹10 per share (1,000%) on 47,50,87,114 equity shares of ₹1 each for the year FY 2024-25, absorbing a sum of ₹475 crore.

The Board does not recommend any further dividend for the year under consideration. The dividend payout is in accordance with the Company's Dividend Distribution Policy. The Board is not considering any transfer of amount to General Reserves for the year under review.

6. BUSINESS OVERVIEW AND OUTLOOK FOR FY 2025-26

As the Company moves into FY 2025-26, it holds a general positive outlook. India's GDP is expected to sustain its position as the fastest-growing major economy, with growth expectations ranging between 6% to 6.5%. This growth, however, is expected to face risks from an increasingly uncertain global environment.

Key drivers for the growth include:

- Stable consumption demand supported by positive agriculture output, higher realisation on account of Minimum Support Price (MSP) and an estimated normal monsoon.
- Positive consumer sentiment as captured by the Reserve Bank of India's (RBI) future expectations index.
- Increased disposable income due to restructuring of income tax slabs.
- Policy rate cut by the Monetary Policy Committee of the RBI to support consumption and credit growth.
- Enhanced investment climate supported by well-regulated banking and financial practices.
- Moderate and stable inflation as per RBI targets.

In addition to the above factors, investments by private sector coupled with the favourable demography are expected to further continue to fuel the growth of the economy. The focus of the Union Budget for FY 2025-26 was towards supporting consumption while reducing fiscal deficit to pave the way for higher growth and lower future liabilities. These measures along with policy developments by RBI are expected to boost consumption in the near term.

The Company is confident that India's growth story will continue to be backed by the above factors and shall continue to drive growth across personal and commercial mobility. Enhancements in road infrastructure including wider network of highways and expressway, stable economic conditions and newer transit systems will further fuel the demand for mobility. Positive sentiments along with uptick in replacement cycle are further expected to support growth for two-wheeler industry. The growth momentum in domestic market is likely to continue in line with the previous year for both two-wheelers and three-wheelers.



On the export front, the two-wheeler business is anticipated to maintain positive momentum with growth expected in the Africa market along with increased volumes in the Middle East, ASEAN, Africa and LATAM. TVSM is cautiously optimistic that this would offset the geo-economical risks arising from global geo-political uncertainties and new trade policies.

For FY 2025-26, TVSM is well-prepared with a robust portfolio, exciting new products and rigorous action plans to leverage growth in the international market.



7. OPERATIONS REVIEW

7.1. Risk Management

Environmental and Geopolitical Factors

The continuation of global geopolitical conflicts, along with key countries' adoption of protectionist measures, is adversely impacting global trade and the economy in several emerging markets where the Company operates. Going forward, a new wave of tariff war could escalate trade tensions in international business, resulting in higher market inefficiencies and disruptions in global supply chains. However, the nature of the risk will likely be more regional than systemic. Regions or economies with high dependency on global trade are likely to be more affected.

The two- and three-wheeler export industry is expected to be influenced by the evolving economic and policy environment. In FY 2025-26, potential tariff hikes and deportation plans, if implemented, could impact domestic incomes, which could further impact demand for two-wheelers and three-wheelers in the respective economies. Key countries in Latin America, such as Mexico, Honduras and Guatemala, among others, could see potential impact in the near term.

Supply-side Factors

The probability of widespread supply chain disruptions is expected to be lower than last year. Nevertheless, emerging geopolitical events impacting global logistics may lead to short- or medium-term interruptions. To mitigate these risks, the Company operates a diversified, multi-sourced global supply chain.

Demand-side Factors

Consumption growth has remained subdued over recent quarters. However, domestic demand for two-wheelers is expected to stay strong, supported by solid market fundamentals and a favourable replacement cycle. Water reservoir levels are currently higher than last year, which is encouraging. Still, any irregularities in the monsoon could impact agricultural output and, consequently, dampen demand. Additionally, evolving regulatory norms and tighter liquidity conditions may pose challenges to sales. Over the past few years, multiple factors have driven up two-wheeler prices in India. While some segments have adapted well, a substantial further increase in prices could adversely affect demand in the near term



7.2. Risk Management Policy

The Company has implemented a comprehensive Risk Management Policy designed to identify, assess, monitor, and mitigate potential risks that could affect the achievement of its strategic goals. This policy ensures a systematic approach to risk management, allowing for proactive recognition and management of risks.

The key components of the Company's Risk Management Policy include the following:

- **Risk Identification:** The Company actively identifies and evaluates both external and internal factors that may pose risks – such as market conditions, regulatory changes, operational processes, financial exposures and cybersecurity threats.
- **Risk Assessment:** Risks are assessed based on their potential impact and likelihood, enabling the Company to prioritise its response. This assessment incorporates both quantitative and qualitative measures.
- **Risk Mitigation:** The Company adopts a proactive approach to managing risks through well-defined mitigation strategies, including continuous optimisation of operational processes, implementation of advanced technology and contingency planning. Adequate resources are allocated for risk control and management.
- **Risk Monitoring:** An ongoing process of monitoring risk exposures and management efforts ensures that corrective actions are taken when necessary. Key risk indicators are regularly reviewed by the management team and reported to the Board.
- **Governance and Accountability:** Risk management is integrated into the Company's governance structure, with oversight provided by the Board of Directors and senior management. The Risk Management Committee actively reviews various risks, including strategic, financial, market, IT, legal, regulatory and reputational risks, and monitors the implementation of mitigation strategies.

The Company's risk management process is embedded within its overall governance framework, ensuring that risk management is an integral part of decision-making. The risk management framework is robust and regularly reviewed by the Risk Management Committee. This framework allows the Board to identify, assess, monitor key risks and actively mitigate those that could impact the Company's objectives.

Risk identification and prioritisation revolve around the Company's risk appetite, strategy, severity and likelihood of occurrence. The Board is confident of the effectiveness of the systems and procedures for risk identification, assessment, monitoring, and management.

The Risk Management Committee oversees various risks and recommends appropriate actions based on the threat level. The Board has approved a comprehensive risk mitigation policy.

Workers at the paint shop at the Hosur facility

7.3. Internal Controls and their Adequacy

The Company has implemented a comprehensive internal control framework to safeguard its assets, perform efficient operations, detect and prevent fraud, and ensure the integrity of financial and operational reporting and compliance with the applicable laws and regulations.

Key components of the internal control system include:

- **Control Environment:** The Company fosters a strong organisational culture centred around integrity, ethics and accountability. This environment supports adherence to policies and procedures and ensures that the internal control system is respected and implemented across the Company.
- **Risk-based Control Activities:** The Company aligns its control activities with identified risks, ensuring that controls are tailored to address the specific needs of each function. Respective functions collaborate closely with internal audit to ensure that key controls are functioning effectively, and critical risks are addressed.
- **Monitoring and Evaluation:** The Company places strong emphasis on sustained monitoring of its internal controls. Independent internal audits are conducted regularly to assess the performance of the control systems. The Audit Committee of the Board oversees the adequacy of internal controls, ensuring they evolve with the changing risk landscape and business environment.

Through continued focus on internal control adequacy, the Company aims to achieve sustainable growth and enhance shareholder value.

7.4. Total Quality Management (TQM)

The foundational element of the Company's strategic approach, Total Quality Management (TQM) remains a consistent driving force behind operational excellence and mitigating risks in a dynamic industry landscape. This enduring commitment has played a key role in sustaining long-term growth for the Company.

The Company employs lean inventory methods and a cash-and-carry model to maintain product freshness and boost profitability for channel partners. Senior leadership regularly conducts change management workshops with dealers to reinforce a process-oriented culture, emphasising disciplined execution and operational rigor.

By harnessing digital and AI technologies, the Company continually enhances customer experience and sharpens demand forecasting. These efforts are closely aligned with targeted objectives across customer service, business performance, and departmental efficiency.

To elevate customer satisfaction, a Dealer TQM cluster model has been implemented at the front end. Meanwhile, the Supplier Excellence team runs an ongoing programme to embed the TVSM production system within supplier operations. This initiative focuses on improving supplier maturity, raising quality benchmarks, and enhancing delivery performance through sustainable manufacturing practices and waste reduction. Advanced tools like Vision AI and predictive maintenance algorithms are being adopted as best practices, with plans to extend their use to more suppliers this year.

Communities of Practice (CoPs) bring together experts passionate about areas such as Operations Research, TRIZ, Reliability, and Taguchi methods. These groups help drive strategic initiatives, solve complex problems, share best practices, and build professional capabilities aligned with business goals.

A culture of total employee involvement is deeply embedded, supporting safety, quality, and profitability through Kaizen initiatives and cross-functional projects under the TVS Way certification. A strong emphasis on eliminating waste in inventory and asset management has significantly improved working capital efficiency.



7.5. Profit Management

TVSM provides high-value offerings to consumers. In addition to regular strategies like right-weighting, use of alternative material, localisation and process innovation, efforts have been put to improve modularity across platforms. The focus is on cost optimisation through supply chain collaboration and providing value enhancement to stakeholders across the value chain.

Commodity prices saw marginal increase across FY 2024-25. TVSM has been able to partially offset this by commodity-buy strategies like group buying in aluminium and alloy steel, input size optimisation and new grade introductions. The Company has also taken up appropriate price revisions.

Employee suggestion programmes continue to focus on cost reduction through war-room initiatives, operational enhancements and waste elimination.

In addition to these, digitisation and analytics projects across the supply chain have been taken up to improve the supplier spend performance with sharp focus on the potential to reduce cost.





7.6. Research and Development

The Company's top management has consistently emphasised its commitment to substantial investments in research and development (R&D) to drive innovation and future growth, as well as the development and deployment of future technologies across its product range.

This initiative is supported by a robust team of over 2,000 engineers, manufacturing, and IT specialists, highlighting the Company's focus on engineering excellence and advanced design capabilities.

The Company is focusing on clean, connected, and technologically advanced mobility solutions for the global markets. It is dedicated to advancing R&D, fostering innovation and maintaining a competitive edge.

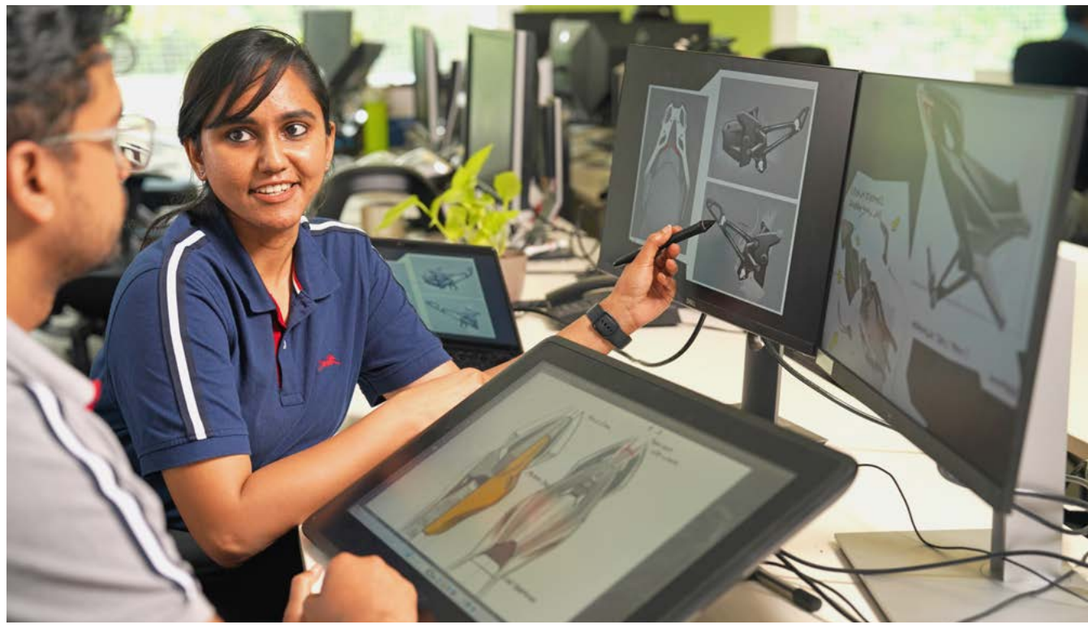
In FY 2024-25, the Company introduced several innovative technologies and products, underscoring its commitment to research and development:

- **Premium/Super-Premium Motorcycles:** The flagship Apache RR 310 incorporated segment-leading technologies such as a bi-directional quick shifter, aerodynamic winglets, Tyre Pressure Monitoring System (TPMS), cruise control and a transparent clutch cover. It is equipped with advanced rider safety systems packaged as RT-DSC (Race Tuned Dynamic Stability Control) such as cornering ABS, cornering traction control, cornering cruise control, wheelie control, slope-dependent control and rear lift-off control.
- **TVS RT-XD4 Engine:** The next-generation RT-XD4 engine platform was launched in FY 2024-25. The first engine on this platform - the TVS RT-XD4 300 is a single-cylinder 299.1cc, forward-inclined engine delivering 35 PS power with liquid cooling system and a six-speed gearbox.
- **Scooters:** The second-generation Jupiter 110 was launched with a very modern futuristic design and an updated 113.3cc engine producing 7.9 bhp and 9.8Nm of torque, leveraging state-of-the-art platform engineering. Notable features include LED lighting, a digital console, SmartXonnect technology for Bluetooth navigation and notifications, a front-mounted fuel cap, USB charging port and expansive 30-litre under-seat storage.
- **Commercial Mobility:** The new TVS EV Max is an electric 3W with high performance capabilities, industry first connected technology, best-in-class power, better rideability, best-in-class comfort, convenience and safety.

These advancements reflect TVSM's dedication to integrating cutting-edge technology and design across its product lineup. In FY 2024-25, the R&D continued to enhance its design, computing and validation facilities with efforts and investments directed toward ICE, electric mobility, alternate fuels, flex fuels, advanced safety systems and sustainability. The current product range continues to have more than 87% recyclable and about 95% recoverable parts.

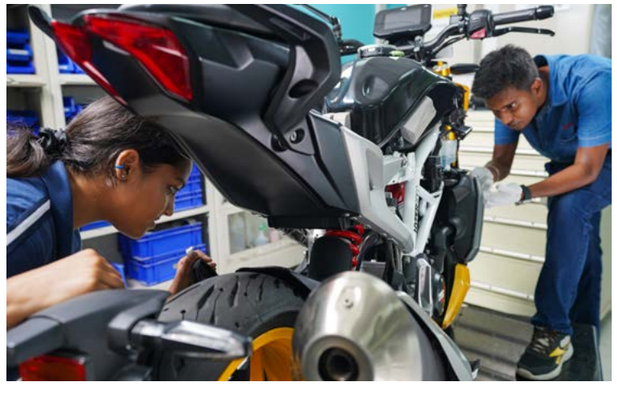
The Company's R&D division is a cornerstone of its innovation and product development strategy. Their collaborative efforts have led to the successful implementation of numerous technologies driven by deep customer understanding and technological advancement, contributing significantly to the Company's growth and the introduction of industry-leading products.













7.7. Digital and AI Technologies

TVSM views Digital and AI as strategic priorities across the organisation, focusing on customer experience, retail and service, manufacturing, supply chain, new product development, and enterprise operations. New social media and marketing automation tools have enhanced reach, responsiveness, and effectiveness.

The Company enhanced customer facing digital and AI capabilities by strengthening the web presence globally to increase organic traffic, lead capture and nurture of digital visitors.

AI technologies such as voice AI for lead management, vision AI for dealer upkeep, and auto-ordering systems for parts are embedded in retail and service operations. A full-scale digitalisation programme for product development is underway to accelerate time-to-market. Enterprise functions like HR, finance, legal, and TQM are transitioning to paperless systems.

To support this transformation, TVSM is strengthening its global tech infrastructure through multi-cloud deployments and scaling a Company-wide AI programme in FY 2025-26.

Cybersecurity is a critical enabler of this digital journey. TVSM is investing in robust security frameworks to safeguard data, ensure compliance, and protect operations across cloud platforms and AI systems. This includes proactive threat monitoring, secure access controls, and regular audits to maintain resilience and trust in its digital ecosystem.

7.8. Environment, Occupational Health and Safety

In FY 2024-25, TVSM released its first Sustainability Report at a holding company level, aligned to global disclosure requirements like Global Reporting Initiative (GRI) Standards 2021, EU Corporate Sustainability Reporting Directive (CSRD) and Sustainability Accounting Standards Board (SASB) – Automotive sector.

The Company improved its ESG performance ratings compared to the previous year, with a notable increase in CDP Climate Change and CDP Water scores from F to B, an ESG rating by S&P Global from 13 to 60 out of 100, and a Refinitiv ESG score from 35 to 60 out of 100.

All manufacturing Plants at the Hosur, Mysuru and Nalagarh locations have been certified under the Integrated Management Systems of ISO 14001:2015 and ISO 45001:2018. These facilities are also certified under the Social Accountability Standard SA 8000: 2014. Canteen facilities operated in-house at Hosur, Mysuru and Nalagarh plants are certified under the Food Safety Management System ISO 22000:2018.

The Company's environment stewardship was recognised across various platforms.

On 'Renewable Energy—100%', continuous efforts and projects implemented during the year have resulted in 68,000 tCO_2e Scope emissions being avoided as a result of the use of renewable energy in operations.

As part of the health and wellness initiative, various programmes to improve physical and mental health have been implemented at all plant locations. Healthcare support continued to be provided to villages around plants' vicinity.

The Company has adopted a strategic approach to instil a culture of sustainability through targeted thematic campaigns. In FY 2024-25, campaigns focusing on environmental health and safety involved approximately 70,000 participants across 716 events. The special Road Safety campaign saw nearly 100% employees engaged across 356 events within plant premises, and 31,112 participate in 480 dealership events, including public and road users.

In FY 2024-25, TVSM transitioned from the Plant Safety Score to the more advanced 'My Safety Index' (MSI), a leading indicator of safety performance across its manufacturing locations. The MSI currently stands at 81%, following comprehensive calibration across Hosur, Mysuru, Nalagarh, PT TVS Indonesia and Norton UK. The index reflects multiple dimensions of safety, including visible felt leadership, active participation from middle management and employees, process safety, and compliance with Integrated Management System (IMS) standards.



To improve the safety of truck drivers, a benchmark programme – Driver Management Centre (DMC) – was implemented at Hosur. The Contractor Safety Management Centre (CMC) at Hosur, Mysuru and Nalagarh was also launched.

In FY 2024-25, the Company rolled out its Progressive Consequences Management Policy as part of its efforts to enhance its safety culture. The approach involves continuous monitoring and progressive implementation of safety measures, ensuring that safety practices evolve and improve over time.

As part of the Social Accountability Standard – SA8000 is aimed at improving supply chain safety in the Company's value chain. The year saw 96 value chain partners being audited for their safety compliance. They were also supported in identifying around 100 improvements towards health & safety.

~68,000 tCO_2e

Emissions avoided as a result of the use of renewable energy in FY 2024-25

81%

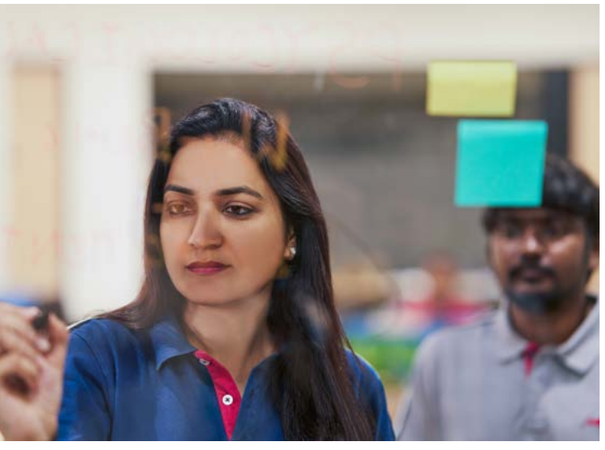
My Safety Index (MSI) score

7.9. Human Resource Development

Towards its long-term vision, the Company's people strategy focuses on building a high-performance and future-ready organisation. The Company recognises that business success is driven by people, and investing in their development is crucial for sustained growth.

TVSM's values and leadership competencies shape the Company's organisational culture. Through a structured five-phased approach — Initiation, Socialisation, Familiarisation, Adoption and Institutionalisation — these values are deeply embedded, fostering a purpose-driven culture that propels the Company's transformation journey and achieves 100% coverage on values.

Recognising the critical role of leadership in guiding TVSM through global expansion, we have implemented targeted programmes to identify, nurture and prepare future leaders, ensuring a seamless transition as TVSM scales into international markets.





The Company has also included 100% of the identified talent in its leadership development programmes. TVSM's commitment to talent development has been recognised with the Gold Award for 'Excellence in Organisation Development' and 'Establishing Best HR Practices' at The Economic Times Human Capital Awards 2025.

The Company has also been honoured as one of the 'Best Companies for Women in India' for the fifth consecutive year across all industries. TVSM has been recertified as a 'Great Place to Work' and received the 'Inclusive Workplace Excellence Award' from CII. TVSM is committed to fostering an equitable workplace, ensuring equal opportunities for women and Persons with Disabilities (PwD) in both white-collar and blue-collar roles across all plant locations. Currently, women constitute 17% of blue-collar employees and 13% of white-collar employees, while PwD employees comprise 3% of the workforce.

TVS IQL

The TVS Institute for Quality & Leadership (IQL) continues to play a pivotal role in strengthening cultural and collective capabilities to drive strategic execution and long-term sustainability by following a holistic talent development approach known as 'The TVS Way'. TVS IQL's commitment to learning and development has been recognised this year with the prestigious Brij Mohanlal Munjal Award for Learning & Development in the private-sector manufacturing category.

17%

Share of women among blue-collar employees at TVSM

13%

Share of women among white-collar employees

3%

Share of persons with disabilities among employees

8. CAUTIONARY STATEMENT

Statements in the Management Discussion and Analysis Report describing the Company's objectives, projections, estimates, and expectations may be 'forward-looking statements' within the meaning of applicable securities laws and regulations. Actual results could differ materially from those expressed or implied. Important factors that could affect the Company's operations include, among others, economic conditions affecting demand/supply and price conditions in the domestic and overseas markets in which the Company operates, changes in Government Regulations, Tax Laws, and Other Statutes, and incidental factors.

9. DIRECTORS' RESPONSIBILITY STATEMENT

In accordance with the provisions of Section 134(5) of the Companies Act, 2013 (the Act, 2013) with respect to Directors' Responsibility Statement, it is hereby stated

- that in the preparation of annual accounts for the financial year ended 31st March 2025, the applicable Accounting Standards had been followed along with proper explanation relating to material departures.
- that the Directors had selected such accounting policies and applied them consistently and made judgements and estimates that were reasonable and prudent to give a true and fair view of the situation of the Company at the end of the financial year and of the profit of the Company for the year under review;
- that the Directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- that the Directors had prepared the annual accounts for the financial year ended 31st March 2025 on a "going concern basis";
- that the Directors, had laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and are operating effectively; and
- that the Directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.



10. CORPORATE SOCIAL RESPONSIBILITY (CSR)

The Company recognises social responsibility as an integral and a critical part of its value system. Srinivasan Services Trust (SST), the CSR arm of TVS Motor Company, has been successfully driving positive change in rural communities.

In the last 29 years, SST's model has matured into one centred on community participation in all its projects. Today, SST works in 2,500 villages in the country. It follows an integrated, holistic and participatory approach to village development, working very closely with the communities and the Government.

SST's focus is to bring about sustainable development in villages through Total Community Involvement (TCI). Society building through the development of women and children, conserving water, providing holistic health and education by renovating the government infrastructure and preserving the environment are its focus areas. SST nudges communities to embrace practices towards a better quality of life by ensuring a participatory approach right from planning to execution of activities.

More than 60,000 women across the country have been organised into Self-Help Groups (SHGs), which empower the women socially and economically. Today, more than ₹125 crore of annual income is being generated by the women in Self-Help Groups.

In FY 2024-25, nine SHGs facilitated by SST have been honoured with the district level prestigious Manimegalai Award and 1 SHG was honoured with state level Manimegalai Award, introduced by Government of Tamil Nadu for empowering women and fostering economic growth.

SST has so far renovated more than 2,000 government infrastructures, which includes anganwadis, schools, health centres and veterinary centres. Adopting this holistic integrated village development model, SST has partnered with organisations like Gramalaya, Agastya International Foundation, Villmart Education, Navsahyog Foundation, Shreeja Mahila Milk Producer Company, National Bank for Agriculture and Rural Development (NABARD) and Sankara Eye Foundation to create impact in the villages we serve.

SST has ensured that more than 25,000 farmers have been benefitted by its water conservation projects like building and repairing water conservation structures, desilting tanks and channels and creating percolation ponds. Today, across the country, over 500+ water conservation projects have been implemented by SST. This has created additional water storage capacity of 160 crore litres.

SST also ensures last mile connectivity for the government social security, agriculture and livestock schemes to reach the unreached and underserved. Apart from renovating the Government health centres and conducting regular medical camps, SST runs 7 medical centres and 2 mobile medical vans in its working areas. Today, due to SST's interventions, more than 2 lakh patients annually have access to health care facilities.

SST has also afforested barren hillocks of over 14,000 acres, in the last three decades. SST is working with Tata Institute of Social Sciences (TISS), 4th Wheel Social Impact, Institute of Rural Management Anand (IRMA) and Chrysalis services to carry out social impact studies for the various projects it is undertaking in its working areas.



As required under Section 135 of the Act, 2013 read with Rule 8 of the Companies (Corporate Social Responsibility Policy) Rules, 2014, the annual Report on CSR, containing the particulars of the projects/programmes approved and recommended by the CSR Committee and approved by the Board for FY 2024-25 are given by way of Annexure IV attached to this Report.

SST has won the following awards in FY 2024-25

- 1st place for its 'Learning & Development' best practice at the 27th NHRD National Conference & 13th HR Showcase at Bengaluru on Feb 7-8, 2025.
- The CSR Universe Social Impact Awards 2024 under the 'Health' category for impactful health services to rural communities through SST Health Centres, Mobile Medical Vans, Health camps.
- The Gold award for 'Excellence in HR Digital Transformation' at the Economic Times Human Capital Awards MENA 2024.
- The CSR & Sustainability Award 2023 under the category of Excellence in Providing Healthcare Services by ASSOCHAM (The Associated Chambers of Commerce and Industry of India).

It may also be noted that the CSR Committee has approved the projects or programmes to be undertaken by the SST and other eligible trusts for the year 2025-26, preferably in local areas including the manner of execution, modalities of utilisation of funds and implementation schedules and also monitoring and reporting mechanism for the projects or programmes.

11. FINANCIAL PERFORMANCE OF SUBSIDIARIES & ASSOCIATES

11.1. Acquisitions

During the year under review, the Company has acquired / incorporated the following:

- **TVS MOTOR COMPANY DMCC,** wholly owned Subsidiary incorporated in Dubai [27 June 2024].
- **DriveX Mobility Private Limited (DriveX)** has become a subsidiary of the Company owing to additional acquisition of stake (39.43%), thereby increasing the holding to 89.40% [23 December 2024].
- **The Go Corporation, Switzerland (GO AG)** has become a wholly owned subsidiary of TVS Motor (Singapore) Pte Ltd and the Company, owing to additional acquisition of stake (8.26%) [26 March 2025].
- **EBCO Ltd, UK** has become a wholly owned subsidiary of TVS Motor (Singapore) Pte Ltd and the Company, owing to additional acquisition of stake (30%) [26, March 2025].

11.2. Disinvestments

- **Tagbox Pte. Ltd, Singapore ('Tagbox')**, ceased as an associate of TVS Digital Pte Ltd. **(TVS Digital)**, a step down wholly owned subsidiary and of the Company consequent upon extinguishment of entire stake of 24.32% held by TVS Digital on approval of the capital reduction scheme by Tagbox. [19 June 2024].
- **TVS Digital Limited (formerly known as TVS Housing Limited) ('TVS Digital')**, ceased to be a wholly owned subsidiary of the Company, owing to sale of its entire holding [16 September 2024].
- **Scienaptic Systems, Inc., (Scienaptic)** ceased to be an associate company of TVS Digital Pte Ltd. (TVS Digital), a step down wholly owned subsidiary and of the Company owing to redemption of part of the Preferred Stock [27 December 2024]. The remaining shareholding held by TVS Digital may be redeemed in one or more tranches, as per the terms of the Agreement.
- **Indian Foundation for Quality Management (IFQM)** ceased to be an Associate of the Company as the Company's shareholding had reduced below 20% upon further allotment of shares to other Investors. [effective 11 March 2025].
- **ION Mobility Pte. Ltd. (ION Mobility)** TVS Motor (Singapore) Pte Limited, a wholly owned subsidiary, has divested its stake in ION Mobility Pte. Ltd. ('ION'), an associate company of the Company.

As on 31st March 2025, the following companies and bodies corporate are the subsidiaries/associates of the Company:

11.3. Subsidiaries

- TVS Credit Services Limited (TVS CS), Chennai.
- Sundaram Auto Components Limited (SACL), Chennai.
- TVS Motor Services Limited, Chennai.
- TVS Electric Mobility Ltd, Chennai.
- PT TVS Motor Company Indonesia, Jakarta.
- TVS Motor (Singapore) Pte. Limited, Singapore (TVSM Singapore).
- TVS Motor Company (Europe) B.V., Amsterdam.
- TVS Motor Company DMCC, Dubai [from 27 June 2024].
- DriveX Mobility Private Limited, Coimbatore [from 23 December 2024].

11.4. Subsidiaries of TVS CS

- Harita ARC Private Limited, Chennai.
- Harita Two-wheeler Mall Private Limited, Chennai.
- TVS Housing Finance Private Limited, Chennai.

11.5. Subsidiaries of TVSM Singapore

- The GO AG, Zurich.
- Swiss E-Mobility Group (Holding) AG, Switzerland (SEMG).
- The Norton Motorcycles Co Limited, UK.
- TVS Digital Pte Ltd, Singapore.
- EBCO Limited, UK.
- Celerity Motor GmbH, Germany.

11.6. Subsidiaries of GO AG

- EGO Movement, Stuttgart GmbH, Germany.

11.7. Subsidiaries of SEMG

- Swiss E-Mobility Group (Schweiz), Switzerland.
- Swiss E-mobility Group (österreich) Gmbh, Austria.
- Colag E-Mobility GmbH, Germany.
- Alexand'Ro Edouard'O Passion Vélo Sarl, Switzerland.

11.8. Associates

- Ultraviolette Automotive Private Limited, Bengaluru.

11.9. Associates of TVSM Singapore

- Killwatt GmbH, Germany.

11.10. Associates of TVS Digital Pte Ltd

- Predictronics Corp., USA.
- Altizon Inc, USA.

11.11. Subsidiaries' and Associates Performance

- **TVS Credit Services Limited (TVS CS)**

TVSCS is the retail finance arm of the Company for financing of two wheelers, used cars, used and new tractors, used commercial vehicles, consumer durables, digital finance products, emerging and corporate business loans and personal loans. Along with these, it started offering gold loans during this FY. TVS CS primarily caters to self-employed, new to credit borrowers in the semi-urban and rural areas in India.

During FY 2024-25, TVS CS's overall disbursements registered at ₹26,301 crore as compared to ₹25,108 crore in the previous year registering growth of 5%.

The book size of TVSCS registered a growth of 3% and is presently at around ₹26,647 crore. Total income during the FY 2024-25 grew by 14% at ₹6,630 crore from ₹5,795 crore during FY 2023-24. The PBT grew by 35% at ₹1,025 crore as against ₹762 crore during the previous year.

The following companies are the subsidiaries of TVS CS:

- Harita ARC Private Limited, Chennai
- Harita Two-wheeler Mall Private Limited, Chennai
- TVS Housing Finance Private Limited, Chennai

All the above subsidiaries are yet to commence their operations.

- **Sundaram Auto Components Limited (SACL)**

During the year under review, SACL, a wholly owned subsidiary of the Company, completed the sale of its injection moulded plastic component solutions division on 31st January 2025 and business of manufacturing of seats for two-wheelers on 22nd March 2025 as a going concern on a slump sale basis.

SACL earned a profit before tax of ₹15.5 crore including gain on sale of the undertakings during FY 2024-25 as against profit of ₹29 crore in the previous year.

SACL declared a interim dividend of ₹84/- per share on 1,19,37,422 equity shares of ₹10/- each for the year ended 31st March 2025 absorbing a sum of ₹100.27 crore.

With the objective of simplifying the group structure, it is proposed to consolidate the assets and liabilities of the SACL with the Company, its holding Company. The Board of Directors of SACL & TVSM have approved a Scheme of Amalgamation at their respective meetings held on 24th and 28th January 2025, subject to approval by the National Company Law Tribunal, Chennai Bench and other regulatory authorities. The Company is in the process of submission of the application with Hon'ble National Company Law Tribunal, Chennai Bench for approval of the Scheme of Amalgamation.

- **TVS Motor Services Limited (TVS MS)**

TVS MS was initially the investment Special Purpose Vehicle (SPV) of the Company, for funding TVS Credit Services Limited (TVS CS).

TVS MS continues to be a wholly owned subsidiary of the Company.

- TVS Electric Mobility Ltd, Chennai (TVSEM)

The Company was incorporated to undertake Electric Mobility business.

The entire shares of TVSEM have been subscribed by the Company and hence, TVSEM is a wholly owned subsidiary of the Company. The Company is yet to commence its operations.

- DriveX Mobility Private Limited (DriveX)

During the year under review, DriveX has become a subsidiary of the Company effective 23rd December 2024.

DriveX Mobility Private Limited ('DriveX') is engaged in the business of procurement, refurbishment and retailing of the pre-owned multi-brand two-wheeler motorcycles and scooters through its own stores (COCO) and through its franchisee dealers (FOFO). DriveX is also engaged in trading of spare parts, accessories and engine oils for two-wheelers. DriveX presently has 8 COCOs and around 50 FOFOs. DriveX has presence across India through its FOFOs but predominantly operates in the Southern part of India spreading Karnataka, Tamil Nadu and Pondicherry. DriveX has 2 refurbishment centres located in Hosur and Coimbatore.

During FY 2024-25, the Company earned revenue of ₹61 crore against revenue of ₹36.6 crore for FY 2023-24.

- **TVS Motor Company (Europe) B.V.**

TVS Motor Company (Europe) B.V. was incorporated with a view to serve as special purpose vehicle for making and protecting the investments made in overseas operations of PT TVS.

- **TVS Motor (Singapore) Pte. Ltd**

TVS Motor (Singapore) Pte Limited, is a wholly owned subsidiary of the Company. During the year, the

Company has invested a sum of $175.84 million in the ordinary shares.

The Company serves as a special vehicle for investments made in overseas subsidiaries/associates.

- **TVS Motor Company DMCC, Dubai**

The Company has incorporated a wholly owned subsidiary in Dubai viz., TVS Motor Company DMCC, Dubai ('TVSM DMCC') on 27th June 2024. The purpose of this subsidiary is to leverage and grow the international business by efficiently serving the MENA (Middle East and North Africa) region.

- **TVS Digital Pte Ltd, Singapore**

TVS Digital Pte Limited, Singapore is a wholly owned subsidiary of TVS Motor (Singapore) Pte. Ltd. The Digital start-up offers a range of solutions across their Auto-tech and Fintech platforms.

During FY 2024-25, the Company earned revenue of ₹8.93 crore against revenue of ₹14.28 crore for FY 2023-24. The Company incurred a net loss of ₹69.25 crore during FY 2024-25 as against a net loss of ₹67.68 crore in the previous year.

- **PT TVS Motor Company Indonesia (PT TVS)**

During the financial year, PT TVS two-wheeler sales grew by 19.3%, standing at 0.14 million units as against 0.12 million units during the previous financial year, and three-wheeler sales is at 4,727 units as against 6,949 units during the previous financial year. During the year PT TVS reported operating EBITDA of $8 million as against $8.3 million during the last year.

- **Swiss E-Mobility Group (Holding) AG (SEMG)**

The Swiss E-Mobility Group (SEMG), a wholly owned subsidiary of TVS Motor (Singapore) Pte Ltd, along with its subsidiaries Swiss E-Mobility Group (Schweiz), AG, Switzerland, Swiss E-Mobility Group (Osterreich) GmbH, Austria and Colag E-Mobility GmbH, Germany and Alexand'Ro Edouard'O Passion Velo Sarl, operates in the DACH (Germany, Austria and Switzerland) region with a focus on e-bikes through its retail chain, m-way, and two e-commerce platforms. SEMG offers a diverse range of e-bike brands, including Cilo, Simpel, and Allegro, and holds about 16% market share in Switzerland.

In CY 2024, SEMG reported revenues of CHF 57.3 million amidst tough market conditions in Europe. For CY2026, the Company aims to enhance operational efficiency and expand its B2C and B2B segments, launching new products for the European and International markets.

SEMG is adapting to trends in personal mobility by promoting various e-bike categories, such as e-city, e-urban, e-trekking, e-mountain, and e-cargo bikes. SEMG's strategic initiatives position it well to become a profitable player in the sustainable transportation sector.

- **The GO Corporation, Switzerland (the GO AG)**

GO AG is a Swiss technology company providing innovative mobility solutions through a portfolio of e-bikes, e-cargo bikes and matching accessories.

In CY2024, the GO Corporation group reported a revenue of CHF 3.19 million as against a revenue of CHF 4.9 million in CY2023. In CY 2025, GOAG is proposing to launch new products under its EGO MOVEMENT brand for European and International markets.

During the year, the GO AG has become a wholly owned subsidiary of TVS Motor (Singapore) Pte Limited on its acquisition of the remaining stake from the existing shareholder.



- **EBCO Ltd, UK (EBCO)**

EBCO Ltd., a British company providing mobility solutions through e-bikes across the Adventure, Urban and City bikes segments. EBCO offers innovative and high-quality e-bikes in the UK market.

During FY 2024-25, EBCO reported a revenue of GBP 1.14 million as against GBP 0.8 million during FY 2023-24. The business remains affected by the overall market conditions and excess inventory in the industry. With its actions on reducing inventory, the introduction of new products and adding retail partners, EBCO is well placed to capture additional market share in FY 2025-26.

During the year, EBCO has become a wholly owned subsidiary of TVS Motor (Singapore) Pte Limited on its acquisition of the remaining stake from the existing shareholder.

The market for e-bikes represents 30% of all bicycles sold in Europe. CY 2025 is expected to be a transition year with growth returning in CY 2026 as the industry continues to address challenges of excess inventory and excessive discounting. The revenue from sales of E-bikes is expected to reach $23 billion by 2029 growing at a CAGR of approximately 4%. Over the past decade, the personal mobility landscape has evolved significantly with the global sustainability agenda, increasing urbanisation and advancement in battery technology.

- **The Norton Motorcycle Co Limited, UK (Norton)**

Since acquiring Norton in 2020, the Company has established a strong foundation by setting up a state-of-the-art facility and a dedicated engineering and design centre to drive Norton's growth. In FY 2023-24, Norton celebrated its 125-year legacy with the launch of special edition models.

The premium and super-premium motorcycle markets are expected to see consistent growth, and Norton is positioning itself as a formidable player with a robust product pipeline nearing market readiness.

Over the next eight quarters, the Company will continue to invest strategically, leveraging its engineering, design, development, and supply chain capabilities to deliver high-quality products efficiently and cost-effectively.

TVS Motor has committed investment in new product development, facilities, research and development and world-class quality engineering. The new Norton motorcycles will follow the Company's philosophy of 'Design, Dynamism, and Detail'. Exciting product launches are being planned, with six new models planned over the next three years. As part of this,



Norton is preparing for international expansion with an initial focus on USA, Germany, France, Italy and India.

- **Ultraviolette Automotive Private Limited (UV)**

UV incurred a loss of ₹152.11 crore in FY 2024-25 as against loss of ₹59.52 crore in the previous FY 2023-24. UV is a startup company engaged in developing electric mobility solutions.

- **Predictronics Corp, (Predictronics) USA**

Predictronics, an associate of TVS Digital Pte Limited, is a start-up company engaged in predictive analytics solution for critical assets, vertical software for industrial robots and consulting services.

Revenue of Predictronics was at ₹2.8 crore in FY 2024-25 and incurred a loss of ₹2.0 crore in FY 2024-25.

- **Altizon Inc, (Altizon) USA**

Altizon, an associate of TVS Digital Pte Limited, is a start-up company which provides industrial IoT solutions and helps enterprises use machine data to drive business decisions. Total income of Altizon was at ₹12.1 crore in FY 2024-25 and incurred a loss of ₹3.4 crore in the year 2024-25.

- **Killwatt GmbH**

Killwatt GmbH engaged in development, design, manufacture, sale and distribution of high-tech products and components in the field of personal e-mobility, inter alia two wheeler and three wheeler vehicles. Total income of Killwatt was at ₹28.17 crore in FY 2024-25 and incurred a loss of ₹6.12 crore in the FY 2024-25.

Norton

poised for a comeback

NORTON
COMMANDO 961
(Left)



NORTON V4SV
(Right)

12. KEY FINANCIAL RATIOS

There was a significant change in Debt Service Coverage ratio and Return on Net worth reflecting improvement in operational performance and reduction in repayable debts in arriving Debt Service Coverage.

In Compliance with Regulation 34 of the Listing Regulations, the details of changes in the Key Financial Ratios are:

Ratios	UoM	Standalone		Consolidated	
		2024-25	2023-24	2024-25	2023-24
Debt Service Coverage ratio	Times	**5.4**	2.5	**2.92**	1.50
Return on Net worth	%	**30.7**	30.2	**29.3**	27.45

13. DEBENTURES

- **Non-Convertible Debentures (NCDs)**

The Company had earlier issued and allotted 12,500 Rated, Unsecured, Redeemable, Floating Rate, NCDs having a face value of ₹1,00,000/- each aggregating to ₹125 crore (Rupees one hundred and twenty-five crore only) on 14th March 2023 and the same were listed on the National Stock Exchange of India Limited on 15th March 2023. The above NCDs were issued at a coupon rate i.e., sum of Benchmark Rate (Repo Rate as declared by RBI) and spread of 140 basis points and the same redeemable at the end of 3rd year.

No NCDs were raised during FY 2024-25.

- **Employees Stock Option Plan**

The Board at its meeting held on 20th March 2024, based on the recommendation of the Nomination and Remuneration Committee, approved the adoption of 'TVS Motor Company Employee Stock Option Plan' ("ESOP Plan") by way of secondary acquisition of fully paid-up equity shares of the Company having face value of ₹ 1/- ("Equity Shares") through establishment of TVSM Employees Stock Option Trust ("Trust") with a view to reward, attract, motivate and retain employees of TVS Motor Company Limited ("TVSM/Company") and the same was approved by the shareholders vide a special resolution on 10th May 2024.

The total pool of maximum number of Equity Shares that could be granted under the ESOP Plan to the Eligible Employees up to a maximum of 0.25% (zero point two five percent) of the paid-up equity share capital as on 31st December 2023 i.e. 11,87,717 equity shares of ₹1/- each, which may be adjusted for any corporate action(s) in terms of the Plan.

Post approval of the Shareholders, a Trust with the name of TVSM Employees Stock Option Trust has been set up by the Company on 28th May 2024 for purchasing/ acquiring the equity shares of the Company through secondary acquisition from the market for the purposes of administering and implementing the TVS Motor Company Employee Stock Option Plan.

There would be no equity dilution for the shareholders of the Company as the ESOP Plan is by way of acquisition of Equity Shares from the secondary market and shall be administered through TVSM Employees Stock Option Trust.

Nomination and Remuneration Committee of the Company ("NRC") at its meeting held on 5th July 2024 has granted 3,51,000 employee stock options ("Options") in accordance with the Plan to the identified employees of the Company ("Eligible Employees") which would entitle such Eligible Employee to acquire equity shares of the Company ("Shares") at a predetermined price provided that the vesting conditions are thereby fulfilled.

The details of the ESOP, including terms of reference, and the requirement specified under Regulation 14 of the SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 (SBEB Regulations) are available on the Company's website in the link as provided in page no. 208 of this Annual Report. There has been no material change to the Plan which was approved by the shareholders and the Plan is in compliance with the SBEB Regulations.

The certificate from the Secretarial Auditor in accordance with Regulation 13 of the SBEB Regulations, has been uploaded on the Company's website at the link provided in page no. 208 of this Annual Report. Furthermore, the Company has adhered to the applicable accounting standards in this regard.

- **SCHEME OF ARRANGEMENT BETWEEN THE COMPANY AND ITS SHAREHOLDERS UNDER SECTIONS 230 TO 232 AND OTHER APPLICABLE PROVISIONS OF THE COMPANIES ACT, 2013 FOR ISSUE OF BONUS REDEEMABLE PREFERENCE SHARES**

The Company has built up substantial surplus reserves, from its retained profits. The surplus reserves are well above the Company's current and likely future business needs. Overall reserves position is expected to improve further even after considering cash requirements for Company's capex programme and working capital requirements.

Accordingly, the Company is of the view that these excess funds can be optimally utilised to reward its shareholders. At the same time, in keeping with Company's tradition of conventional cash management and being mindful of the challenging business environment, the Company is of the view that it would be prudent to retain liquidity as well. Accordingly, the Company has proposed, inter alia, to distribute such funds amongst its shareholders, by issuing fully paid up listed non-convertible redeemable preference shares (NCRPS) by way of bonus.

Upon approval of the Scheme of Arrangement by Hon'ble National Company Law Tribunal, (NCLT), the Company shall issue 4 NCRPS of face value of ₹10 each fully paid up, for every 1 equity share of ₹ 1 each fully paid up held by equity shareholder of the Company, which will be listed on both the Stock Exchanges viz., BSE Limited and National Stock Exchange of India Limited. The issue size is ₹1,900.35 crore. The NCRPS shall be redeemed on the expiry of 12 months from the date of allotment, and these NCRPS will carry a coupon rate of 6% per annum and payable at the time of redemption.

Based on the order dated 21st February 2025 of the NCLT, the Company has convened the meetings of the Equity shareholders and the unsecured creditors on 12th April 2025 and obtained the approval for the Scheme of Arrangement. As per the NCLT order, the meeting of Secured creditors has been dispensed with based on their consent. The Company has filed the petition along with the approval of the shareholders' before NCLT for seeking final sanction of the scheme and the same is awaited.

14. CONSOLIDATED FINANCIAL STATEMENTS

The consolidated financial statements of the Company are prepared in accordance with the provisions of Section 129 of the Act, 2013 read with the Companies (Accounts) Rules, 2014 and the Listing Regulations along with a separate statement containing the salient features of the financial performance of subsidiaries/associates in the prescribed form. The audited consolidated financial statements together with the Auditors' Report form part of the Annual Report.

The financial statements of the subsidiary companies will be made available to the Shareholders, on receipt of a request from any Shareholder. The financial statements of the subsidiaries have also been placed on the website of the Company. This will also be available for inspection by the Shareholders at the Registered Office during business hours as mentioned in the Notice of AGM.

The consolidated Profit Before Tax of the Company and its subsidiaries & associates amounted to ₹ 3,527.84 crore for the financial year 2024-25 as compared to ₹ 2,702.92 crore in the previous year.

15. DIRECTORS & KEY MANAGERIAL PERSONNEL

- **Directors' appointment/re-appointment/cessation**

In terms of the provisions of sub-section (6) read with explanation to Section 152 of the Act, 2013, two-thirds of the total number of Directors i.e., excluding IDs, are liable to retire by rotation and out of them, one-third is liable to retire by rotation at every AGM. Accordingly, Mr Venu Srinivasan and Prof Sir Ralf Dieter Speth, Directors who have been the longest in office, are liable to retire by rotation at the ensuing AGM.

Mr Venu Srinivasan, Director, being eligible, offers himself for re-appointment and the same has been recommended by the Board.

Prof Sir Ralf Dieter Speth, has requested not to consider his re-appointment at the ensuing AGM and will cease to be Director and consequently as Chairman of the Company effective the close of business hours on the date of the ensuing AGM to be held on 22nd August 2025. The same was noted by the Board.

- **Elevation of Mr Sudarshan Venu as Chairman of the Company**

The Board of Directors at its meeting held on 5th June 2025, approved the elevation of Mr Sudarshan Venu as the Chairman of the Company effective 25th August 2025 in recognition of his exemplary contributions to the Company's sustained growth and strategic development during his tenure as Director.

Mr Sudarshan Venu will be designated as Chairman and Managing Director effective 25th August 2025.

- **Independent Directors (IDs)**

All IDs hold office for a fixed term of five years and are not liable to retire by rotation.

The terms of appointment of IDs include the remuneration payable to them by way of fees and profit-related commission, if any.

The terms of IDs cover, inter-alia, duties, rights of access to information, disclosure of their interest/concern, dealing in Company's shares, remuneration and expenses, insurance and indemnity. The IDs are provided with copies of the Company's policies and charters of various committees of the Board.

In accordance with Section 149(7) of the Act, 2013, all IDs have declared that they have met the criteria of independence as provided under Section 149(6) of the Act, 2013 and Regulation 25 of the Listing Regulations and the Board confirms that they are independent of the management.

The detailed terms of appointment of IDs is disclosed on the Company's website in the link as provided in page no 208 of this Annual Report.

All the IDs are registered with the databank of Independent Directors developed by the Indian Institute of Corporate Affairs in accordance with the provisions of Section 150 of the Companies Act, 2013 and obtained ID registration certificate and renewed the same for five years/lifetime, as the case may be.

- **Appointments**

The Board at its meeting held on 20th March 2024 had appointed Mr Vijay Sankar and Mr Shailesh Haribhakti, as Non- Executive Independent Directors (NE-ID) on the board, on the recommendation of the Nomination and Remuneration Committee, for a term of five consecutive years effective 20th March 2024 and 1st April 2024 respectively and the shareholders have approved their appointment on 10th May 2024 by way of a special resolution through Postal Ballot.

- **Cessation**

M/s. C R Dua and Hemant Krishan Singh ceased to be IDs of the Company upon completion of their second term of 5 consecutive years effective 13th July 2024. Mr Kuok Meng Xiong, Independent Director has expressed his inability to continue as a Director on the Board due to his increasing business commitments & personal reasons and resigned from the Board effective close of the business hours of 6th August 2024. Dr Lakshmi Venu has not sought re-appointment at the AGM held in 2024 and thereby ceased as a Director effective close of the business hours of 6th August 2024.

- **Separate meeting of Independent Directors (IDs)**

During the year under review, a separate meeting of IDs was held on 6th March 2025.

Based on the set of questionnaires, complete feedback on Non-Independent Directors and details of various activities undertaken by the Company were provided to IDs to facilitate their review/evaluation.

a) Non-Independent Directors (Non-IDs)

IDs used various criteria prescribed by the Nomination and Remuneration Committee (NRC) for evaluation of Executive Directors viz., M/s. Venu Srinivasan, Sudarshan Venu , K N Radhakrishnan and Non - Executive Director viz., Prof Sir Ralf Dieter Speth, Director and also as Chairman of the Board and the Board as a whole, for the FY 2024-25.

IDs evaluated the performance of all Non-IDs individually, through a set of questionnaires.

IDs reviewed the Major events and milestones achieved by the Company during the year 2024-25 and products launched, major acquisitions & strategic partnerships and awards & accolades received and the comparative data on financial/market cap for the year 2024-25.

They also reviewed the developing strategic plans aligned with the vision and mission of the Company, displaying leadership qualities for seizing the opportunities and priorities, developing and executing business plans aware of the risks involved, establishing an effective organisational structure, and demonstrating high ethical standards and integrity and commitment to the organisation besides participation at the Board/Committee meetings, effective deployment of knowledge and expertise and constructive comments/guidance provided to management by the Non-IDs.

IDs appreciated and recorded that: Mr Venu Srinivasan, in his capacity as Chairman Emeritus plays a crucial role in guiding the Company, as well as he is pivotal in setting new standards in quality and innovation. His leadership has been instrumental in shaping TVS Motor Company into a globally recognised brand. His dedication to the transformation of rural India by empowering women in the rural areas can be seen through his passion towards setting up the Srinivasan Services Trust which has touched the lives of 1.6 million people in 2,500 villages across the country in the last 29 years was well appreciated.

Mr Sudarshan Venu, Managing Director has set his vision of transforming the Company into a leading global mobility player and to this effect, he has set in motion global expansion through both organic and inorganic means. He has been pivotal in driving the Company's overall growth and successfully spearheaded the growth initiatives in key markets such as Africa, ASEAN and Latin America, solidifying Company's presence in Global markets.

Mr K N Radhakrishnan, Director & CEO consistently delivers improved results year after year, setting a strong example for the senior management team. His vast industry knowledge and collaborative approach foster strong internal teamwork. He excel at simplifying complex information for Board comprehension. His commitment, and thorough understanding of company strategies, performance, and markets enable to effectively fulfil all Board-assigned functions.

IDs were satisfied fully with the performance of all Non-IDs.

b) Chairman

IDs reviewed the performance of the Chairman of the Board.

IDs also placed on record, their appreciation of the Chairman's exemplary leadership skills, exceptional vision, and unwavering dedication, Instrumental in leading the Company through a period of significant transformation, providing both strategic guidance and strong leadership to the Board of Directors and leverages his extensive experience to steer board discussions and decisions that maximise value for the Company and its shareholders.

They also recorded their satisfaction with the Chairman's encouragement for participation by all board members, which led to insightful discussions.

IDs also noted that his vast experience to bear on steer Board discussions and decisions for the benefit of the Company and Shareholders.

c) Board

IDs also evaluated the Board's composition, size, the mix of skills and experience, meeting sequence, the effectiveness of discussion, decision-making, and follow up action, to improve governance and enhance the personal effectiveness of Directors.

The evaluation process focused on Board Dynamics. The Company has a Board with a wide range of expertise in all aspects of business and outstanding diversity of the Board with the presence of varied personalities with an expert in each domain viz., Engineering, Finance, Marketing, Legal, Information Technology, Administration and International trades and is well balanced with the addition of directors, with domestic and international experience and also from new industries

The Company's management is well guided by the Non-Executive Directors; and Board benchmarks well in terms of its overall composition and the value it adds to the business.

As far as shareholders' interest is concerned, IDs noted that a proper system has been established to ensure that the Company is prompt, relevant and transparent.

They were satisfied with the Company's performance in all fronts and finally concluded that the Board operates with best practices. Board composition of the Company follows the SEBI Listing Regulations and ahead of the benchmark as per the Corporate Governance Scorecard in overall position.

d) Quality, Quantity and Timeliness of flow of information between the Company, Management and the Board

All IDs have expressed their overall satisfaction with the support received from the management and the excellent work done by the management during the year under review and that the relationship between the top management and Board is smooth and seamless.

The Company follows the statutory requirements under both the Companies Act and the Listing Regulations and all the information provided to the Directors are very wholesome.

The information provided for the meetings were clear, concise and comprehensive to facilitate detailed discussions and periodic external presentations on specific areas well supplemented the management inputs. The emerging e-technology was duly incorporated in the overall review of the Board.

Key Managerial Personnel (KMP)

Mr Venu Srinivasan, Chairman Emeritus and Managing Director, Mr Sudarshan Venu, Managing Director, Mr K N Radhakrishnan, Director & Chief Executive Officer, Mr K Gopala Desikan, Chief Financial Officer and Mr K S Srinivasan, Company Secretary are KMPs of the Company in terms of Section 2(51) read with Section 203 of the Act, 2013 as on date of this Report.

Nomination and Remuneration Policy

The Nomination and Remuneration Committee of Directors (NRC) reviews the composition of the Board to ensure an appropriate mix of abilities, experience and diversity to serve the interests of all stakeholders of the Company.

Nomination and Remuneration Policy was initially approved by the Board at its meeting held on 23rd September 2014 and was amended by the Board at its meeting held on 20th March 2024 to maintain consistency with statutory amendments to make it up to date and more comprehensive.

The objective of such policy shall be to attract, retain and motivate executive management and devise remuneration structure to link to Company's strategic long-term goals, appropriateness, relevance, and risk appetite.

NRC will identify, ascertain the integrity, qualification, appropriate expertise and experience, having regard to the skills that the candidate will bring to the Board/Company, whenever the need arises for appointment of Directors/KMP.

Criteria for performance evaluation, disclosures on the remuneration of Directors, criteria of making payments to Non-Executive Directors have been disclosed as part of Corporate Governance Report attached herewith.

Remuneration payable to Independent Directors

The Shareholders have provided approval for renewal of the payment of remuneration, by way of commission not exceeding 1% of the Net profits, in aggregate, payable to the Independent Directors of the Company (IDs) every year.

IDs devote considerable time in deliberating the operational and other issues of the Company and provide valuable advice in regard to the management of the Company from time to time, and the Company also derives substantial benefit through their expertise and advice.

Evaluation of the Independent Directors and Committees of Directors

In terms of Section 134 of the Act, 2013 and the Corporate Governance requirements as prescribed under the Listing Regulations, the Board reviewed and evaluated Independent Directors and various Committees viz., Audit Committee, Risk Management Committee, Nomination and Remuneration Committee, Corporate Social Responsibility

Committee and Stakeholders Relationship Committee, based on the evaluation criteria laid down by the NRC.

The Board has carried out the evaluation of all Directors (excluding the Director being evaluated) and its committees through a set a questionnaire.

Independent Directors

The performance of all IDs was assessed against a range of criteria such as contribution to the development of business strategy and performance of the Company, understanding the major risks affecting the Company, clear direction to the management and contribution to the Board cohesion. The performance evaluation has been done by the entire Board of Directors, except the Director concerned being evaluated.

The IDs were always kept informed of the constitution of robust framework for the Company and group companies against cyber threats and mitigation plans against cyber-attacks for business continuity.

They also kept abreast of risk mitigation plans and International Business Industry Risk on account of forex shortage and currency depreciation.

The Board noted that all IDs have understood the opportunities and risks to the Company's strategy and are supportive of the direction articulated by the management team towards consistent improvement.

Based on the report of performance evaluation of directors, the Board noted and recorded that all the directors should extend and continue their term of appointment as Directors/ Independent Directors, as the case may be.

Committees

The Board delegates specific mandates to its committees, to optimise Directors' skills and talents besides complying with key regulatory aspects.

- Audit Committee for overseeing financial reporting.
- Risk Management Committee for overseeing the risk management framework.
- Nomination and Remuneration Committee for selecting and compensating Directors/Employees.
- Stakeholders' Relationship Committee for redressing investors' grievances; and
- Corporate Social Responsibility Committee for overseeing CSR initiatives and inclusive growth.

The performance of each Committee was evaluated by the Board after seeking inputs from its members on the basis of specific terms of reference, its charter, time spent by the Committees in considering key issues, quality of information received, major recommendations/action plans and work of each Committee.

The Board is satisfied with overall effectiveness and decision making of all Committees. The Board reviewed each Committee's terms of reference to ensure that the Company's existing practices remain appropriate.

Directors continues to devote such time as is necessary for the proper performance and effectively discharge their duties, all of them to devote appropriate time to fulfil their duties.

Board and its Committees has an appropriate combination of skills, experience and knowledge.

The current committees' structure was considered effective, and all the committees of the Board were considered to be working effectively.

Recommendations from each Committee were considered and accepted by the Board prior to its implementation during the financial year under review.

Details of Committees, its charter and functions are provided in the Corporate Governance Report.

Number of Board meetings held

During the financial year 2024-25, the Board met five times and details of the meetings are provided as part of Corporate Governance Report prepared in terms of the Listing Regulations.

16. AUDITORS

Statutory Auditors

M/s Sundaram & Srinivasan, Chartered Accountants, Chennai, having Firm Registration No. 004207S allotted by The Institute of Chartered Accountants of India, were appointed as statutory auditors of the Company for the first term of five consecutive years from the beginning from AGM 2023 till the conclusion of 36th AGM.

The Auditors' Report for the financial year 2024-25 does not contain any qualification, reservation or adverse remark and the same is attached with the annual financial statements.

Secretarial Auditors

As required under Section 204 of the Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Company is required to appoint a Secretarial Auditor for auditing secretarial and related records of the Company.

The Secretarial Audit Report for the financial year 2024-25, given by M/s Sriram Krishnamurthy & Co. (Formerly known as S Krishnamurthy & Co.), Company Secretaries, Chennai is attached to this Report.

The Secretarial Audit Report does not contain any qualification, reservation or other remarks.

Pursuant to SEBI Listing Regulations, an individual may be appointed for a term of 5 years and a firm may be appointed for a maximum of 2 terms of 5 years each subject to the approval of shareholders in a general meeting. Accordingly, the Board at its meeting held on 28th April 2025 has appointed M/s Sriram Krishnamurthy & Co. (Formerly known as S Krishnamurthy & Co.) Company Secretaries, Chennai having Firm registration Number P1994TN045300 allotted by the Institute of Company Secretaries of India as Secretarial Auditors for a term of five consecutive years from FY 2025-26 subject to the approval of the shareholders at the ensuing AGM. Brief Details of the profile of the Secretarial Auditors is enclosed as part of the notice convening the AGM.

Cost Auditor

As per Section 148 of the Act, 2013 read with the Companies (Cost Records and Audit) Rules 2014, as amended, the cost audit records maintained by the Company in respect of its engine components manufactured by the Company in accordance with the respective head covered under Customs Tariff Act heading in Table B to Rule 3 of the above rules, are required to be audited by a Cost Auditor.

M/s C S Adawadkar & Co, Practising Cost Accountant, having Registration No. 100401 allotted by The Institute of Cost Accountants of India, was appointed as Cost Auditor of the Company for the FY 2024-25 for conducting the cost audit at a remuneration ₹8 lakh has been fixed by the Board as remuneration in addition to reimbursement of applicable taxes, out-of-pocket expenses, travelling and other expenses payable to them.

The Company has filed the Cost Audit Report of 2023-24 on 13th August 2024 in XBRL format with the statutory authorities.

Further, the Board of Directors at their meeting held on 28th April 2025, re-appointed them as Cost Auditor of the Company on the same remuneration payable to them for the financial year 2025-26, subject to ratification by the Shareholders of the Company.

The Company has received consent from M/s. C S Adawadkar & Co., Practicing Cost Accountants, to serve as Cost auditor of the Company for the financial year 2025-26.

The Company has also received necessary certificate under Section 141 of the Act, 2013 from them conveying their eligibility to act as a Cost Auditor.

17. CORPORATE GOVERNANCE

The Company has been practicing the principles of good corporate governance over the years and lays strong emphasis on transparency, accountability and integrity.

A separate section on Corporate Governance and a certificate from the Statutory Auditors of the Company regarding compliance of conditions of Corporate Governance as stipulated under Listing Regulations is given as Annexure VII to this Report.

The Director & Chief Executive Officer (D & CEO) and the Chief Financial Officer (CFO) of the Company have certified to the Board on financial statements and other matters in accordance with the Regulation 17 (8) of the Listing Regulations pertaining to CEO / CFO certification for the financial year ended 31st March 2025.

18. BUSINESS RESPONSIBILITY AND SUSTAINABILITY REPORT (BRSR)

In terms of Regulation 34 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") read with relevant SEBI Circulars, new reporting requirements on ESG parameters were prescribed under "Business Responsibility and Sustainability Report" ('BRSR'). The BRSR seeks disclosure on the performance of the Company against nine principles of the "National Guidelines on Responsible Business Conduct' ('NGRBCs').

As per the SEBI Circulars, effective from the financial year 2024-25, filing of BRSR is mandatory for the top 1,000 listed companies by market capitalisation. Accordingly, for the financial year ended 31st March 2025, Company has published BRSR, in the prescribed format is given as Annexure VI to this Report and is available on the Company's website in the link as provided in page no. 208 of this Annual Report.

19. POLICY ON VIGIL MECHANISM

The Company has adopted a Policy on Vigil Mechanism in accordance with the provisions of the Act, 2013 and Regulation 22 of the Listing Regulations, which provides a formal mechanism for all Directors, Employees and other Stakeholders of the Company to report to the management, their genuine concerns or grievances about unethical behaviour, actual or suspected fraud and any violation of the Company's Code of Business Conduct and Ethics.

The Code also provides a direct access to the Chairman of the Audit Committee to make protective disclosures to the management about grievances or violation of the Company's Code.

The Company is committed to fostering a transparent and ethical work environment where concerns regarding

unethical behaviour, fraud, or violations of law can be raised without fear of retaliation. As part of this commitment, the Company has established a Vigil Mechanism and a Whistleblower Policy.

The key features of the Vigil Mechanism and Whistleblower Policy are as follows:

1. **Purpose and Objective:** The Vigil Mechanism is designed to allow employees and other stakeholders to report any concerns or instances of unethical behaviour, illegal acts, or misconduct within the organisation. This includes violations of the Company's Code of Conduct, financial fraud, unethical practices, and any behaviour that could harm the Company's interests or reputation.

2. **Confidentiality and Protection:** The Company ensures that all whistleblowers are protected from any form of retaliation, discrimination, or harassment. Reports can be made confidentially, ensuring that the identity of the whistleblower is kept confidential unless disclosure is required by law.

3. **Reporting Process:** The Company provides a designated channel through which employees and stakeholders can report concerns. The process is structured to ensure that all issues are addressed in a timely, impartial and thorough manner.

4. **Non-Retaliation Policy:** The Company has a strict non-retaliation policy in place, ensuring that any whistleblower who reports concerns in good faith will not face any adverse consequences, and their identity will remain protected throughout the process.

The Company encourages all stakeholders to actively participate in this mechanism, contributing to a culture of integrity, transparency, and accountability

The Policy is disclosed on the Company's website in the link as provided in page no. 208 of this Annual Report.

20. PUBLIC DEPOSITS

The Company has not accepted any deposit from the public within the meaning of Section 76 of the Act, 2013, for the year ended 31st March 2025.

21. STATUTORY STATEMENTS

Information on conservation of energy, technology absorption, foreign exchange, etc:

Relevant information is given in Annexure I to this Report, in terms of the requirements of Section 134(3)(m) of the Act, 2013 read with the Companies (Accounts) Rules, 2014.

Material changes and commitments, if any, affecting the financial position of the Company, having occurred since the end of the year and till the date of the Report:

There have been no material changes and commitments affecting the financial position of the Company, which have occurred between the end of the financial year of the Company to which the financial statements relate and the date of this Report.

Significant and material orders passed by the Regulators or Courts or Tribunals impacting the going concern status of the Company:

There are no significant and material orders passed by the Regulators or Courts or Tribunals, which would impact the going concern status of the Company and its future operations.

Annual Return:

Copy of the Annual Return (Annexure II) in prescribed form is available on the Company's website in the link as provided in page no. 208 of this Annual Report, in terms of the requirements of Section 134(3)(a) of the Act, 2013 read with the Companies (Accounts) Rules, 2014.

Employees' remuneration:

Details of Employees receiving the remuneration in excess of the limits prescribed under Section 197 of the Act, 2013 read with Rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 are annexed as a statement and given in Annexure III. In terms of first proviso to Section 136(1) of the Act, 2013 the Annual Report, excluding the aforesaid annexure is being sent to the Shareholders of the Company. The annexure is available for inspection at the Registered Office of the Company during business hours as mentioned in the Notice of AGM and any Shareholder interested in obtaining a copy of the said annexure may write to the Company Secretary at the Registered Office of the Company.

Comparative analysis of remuneration paid:

A comparative analysis of remuneration paid to Directors and Employees with the Company's performance is given as Annexure V to this Annual Report.

Details of related party transactions:

There are no material related party transactions under Section 188 of the Act, 2013 read with the Companies (Meetings of Board and its Powers) Rules, 2014.

Details of loans/guarantees/investments made:

The Company has not given any loans and guarantees under Section 186 of the Act, 2013 read with the Companies (Meetings of Board and its Powers) Rules, 2014, for the financial year 2024-25 to any other body corporates. On loans granted to the Employees, the Company has charged interest as per its policy, in compliance with Section 186 of the Act, 2013.

Reporting of fraud

The Auditors of the Company have not reported any fraud as specified under Section 143(12) of the Act, 2013.

Secretarial Standards

The Company has complied with the applicable Secretarial Standards as amended from time to time.

General Disclosures

During the year, there were no transaction requiring disclosure or reporting in respect of matters relating to:

a. issue of equity shares with differential rights as to dividend, voting or otherwise.

b. Issue of shares (including sweat equity shares) to employees of the Company.

c. pendency of any proceeding under the Insolvency and Bankruptcy Code, 2016 and

d. instance of one-time settlement with any bank or financial institution.

Disclosure in terms of Sexual Harassment of Women at workplace (Prevention, Prohibition and Redressal) Act, 2013

As per the requirement of The Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 (POSH), as amended, Company has a robust mechanism in place to redress complaints reported under it. Company has complied with provisions relating to the constitution of Internal Committee under POSH. The Internal Committee (IC) comprises of internal members and external member who has an extensive experience in the field.

a.	number of complaints filed during the financial year:	11
b.	number of complaints disposed of during the financial year:	10
c.	number of complaints pending as on end of the financial year:	1

During the year 2024-25, initiatives were undertaken to demonstrate Company's zero tolerance policy against discrimination and sexual harassment, which included creation of comprehensive and easy to understand training and communication material. In addition, online workshops were also run for the employees to enhance awareness and knowledge.

22. ACKNOWLEDGEMENT

The Directors gratefully acknowledge the continued support and co-operation received from the holding Company viz., TVS Holdings Limited, Chennai. The Directors also thank all partners, the bankers, investing institutions, customers, dealers, vendors and sub-contractors for their valuable support and assistance.

The Directors wish to place on record their appreciation of the very good work done by all the employees of the Company during the year under review. The Directors also thank the investors for their continued faith in the Company.

For and on behalf of the Board of Directors

PROF SIR RALF DIETER SPETH

Chairman

DIN : 03318908

Bengaluru

5th June 2025

Annexure I

to Directors' Report to the Shareholders – 2024-25

Information pursuant to Section 134(3)(m) of the Companies Act, 2013

A CONSERVATION OF ENERGY

1. Measures taken in the year 2024-25:

I. Optimal utilization of plant and equipment.

II. Alternate source of wind power with banking facility

III. Implementation of fixed load reduction by energy efficient projects (EC (Electronically Commutated) fan, Compressor pressure band optimization and waste heat recovery system).

IV. Maximize Green power purchase from Indian Energy Exchange (IEX)

V. Alternate method for fuel-based heating system into electrical based heating system in cooking process

VI. Implementation of alternate fuel - Natural gas for heating process

Above measures have resulted in an annual saving of approximately ₹ 5.1 Cr.

2. Proposed measures during the year 2025-26:

I. Improve process plant utilization and equipment efficiency.

II. Green Power purchase from IEX in all locations.

III. Implementation of energy efficient projects.

IV. Convert fuel-based heating system into electrical based heating system.

V. Implementation of waste heat recovery system, Heat pump and EC fan

Above measures are expected to yield an annual saving of ₹ 6.8 Cr. (Approx.)

3. Steps taken for utilizing alternate sources of energy - 2024-25:

The renewable power contributes to 95.32% of overall power. In that, 70.6 % of energy from Wind, 8.1 % from inhouse roof top solar plant, 7.6 % from 3rd party green power through IEX and 8.9% of energy offset by i-REC.

4. Capital investment in energy conservation equipment:

During 2024-25, the Company had focused on utilization improvement of process plants, implementation of energy efficient projects such as Heat pump, Compressed air optimization projects, conversion of fuel-based heating system into electrical heating system of operation, EC fan, Energy efficient filter implementation, waste heat recovery system implementation to reduce fixed load and carbon footprint.

The Company is planning to invest around ₹ 8.9 crore during 2025-26 towards implementing heat pumps, Waste Heat recovery system and implementation of planned energy efficient projects and process utilisation improvement projects.

B Technology Absorption for 2024-25 & Future plan of action

During the year 2024-25 the Company continued to focus on clean, connected and technologically advanced mobility solutions for global markets, enabled by innovation and technology that is cutting-edge.

During the year 2024-25, New TVS Apache RR 310, crafted from a record-breaking race machine, with enhanced performance and segment leading technologies was launched. This motorcycle is equipped with advanced rider safety system packaged as RT-DSC such as cornering ABS, Cornering Cruise Control, Cornering traction control, Wheelie control, Slope dependent control, rear lift-off control along with technology features like Bi-directional Quickshifter, Aerodynamic winglets, Cruise control that enhanced the exhilarating customer experience.

TVS Motor unveiled the next-generation RT-XD4 engine platform in December 2024, loaded with cutting-edge patented technologies which will enable this engine to serve the future aspirations of performance motorcycling.

Another main steam key product TVS Jupiter 110, launched during this year, comes with very modern futuristic design and notable features like ISS, iGO Assist, smartX connect technology for Bluetooth navigation, digital console and more storage space.

This product is already a big success in the market, driven by customer's deep appreciation of its Design appeal, the technologies that serve practical purpose and significantly elevate the value perception.

TVS KING EV Max, an electric 3W was also launched this year. This product is the industry first connected technology vehicle with high performance, best-in-class power, best in class comfort, safety and convenience

Our R&D team continues to challenge the boundaries of current possibilities through cutting-edge innovation and aspires to continuously raise the bar of excellence around Electric mobility, Smart connected vehicles, product experience and safety.

C. DATA RELATING TO IMPORTED TECHNOLOGY

Technology imported during the last 3 years reckoned from the beginning of the financial year – NIL

Expenditure on Research & Development – ₹ 1,024.95 crore

D. Foreign Exchange Actual Earnings and Outgo

1. Export activities:

During the year, export of two-wheeler was 10.90 lakh units and three-wheeler was 1.06 lakh units.

2. Total foreign exchange earned and used:

Particulars	Rupees in Crores
Foreign exchange used	4,271.67
Foreign exchange earned	8,979.63

For and on behalf of the Board of Directors

PROF. SIR RALF DIETER SPETH
Chairman
DIN: 03318908

Bengaluru
5th June 2025

Annexure IV

to Directors' Report to the Shareholders – 2024-25

Particulars of Corporate Social Responsibility activities carried out by the Company in terms of Section 135 of the Companies Act, 2013

1. Brief outline on CSR Policy of the Company:

This policy encompasses the Company's philosophy for giving back to society as a corporate citizen and lays down the guidelines and mechanism for undertaking socially useful programs for the transformation and sustainable development of the rural communities at large.

2. Composition of CSR Committee:

Sl. No.	Name of the Director (M/s.)	Designation	Number of meetings of CSR Committee held during the year	Number of meetings of CSR Committee attended during the year
1.	Venu Srinivasan	Chairman	1	1
2.	Sudarshan Venu	Member	1	1
3.	Vijay Sankar	Member	1	1

3.	Provide the web-link(s) where Composition of CSR Committee, CSR Policy and CSR Projects approved by the Board are disclosed on the website of the company.	www.tvsmotor.com Web-link is provided in page no. 208 of this Annual Report.
4.	Provide the executive summary along with web-link(s) of Impact Assessment of CSR Projects carried out in pursuance of sub-rule (3) of rule 8, if applicable.	Not Applicable
5. (a)	Average net profit of the company as per section 135(5).	₹ 1,977.60 Cr
(b)	Two percent of average net profit of the company as per section 135(5) of the Companies Act, 2013.	₹ 39.55 Cr
(c)	Surplus arising out of the CSR projects or programmes or activities of the previous financial years.	Nil
(d)	Amount required to be set off for the financial year, if any	Nil
(e)	Total CSR obligation for the financial year (5b+5c-5d).	₹ 39.55 Cr
6. (a)	Amount spent on CSR Projects (both Ongoing Project and other than Ongoing Project)	₹ 40 Cr
(b)	Amount spent in Administrative Overheads	Nil
(c)	Amount spent on Impact Assessment, if applicable	Not Applicable
(d)	Total amount spent for the Financial Year [(a)+(b)+(c)]	₹ 40 Cr

(e) CSR amount spent or unspent for the Financial Year:

Total Amount Spent for the Financial Year (In ₹)	Amount Unspent (in ₹)				
	Total Amount transferred to Unspent CSR Account as per section 135(6) of the Act, 2013		Amount transferred to any fund specified under Schedule VII as per second proviso to section 135(5) of the Act, 2013		
	Amount.	Date of transfer	Name of the Fund	Amount.	Date of transfer
40 Cr	Not Applicable				

(f) Excess amount for set off, if any

Sl. No.	Particulars	(Amount in ₹)
(i)	Two percent of average net profit of the Company as per Section 135(5)	39.55 Cr
(ii)	Total amount spent for the financial year	40.00 Cr
(iii)	Excess amount spent for the financial year [(ii)-(i)]	0.45 Cr
(iv)	Surplus arising out of the CSR projects or programmes or activities of the previous financial years, if any	NIL
(v)	Amount available for set off in succeeding financial years [(iii)-(iv)]	0.45 Cr

7. Details of Unspent Corporate Social Responsibility amount for the preceding three Financial Years:

Sl. No.	Preceding Financial Year(s)	Amount transferred to Unspent CSR Account under sub- section (6) of section 135 (in ₹)	Balance Amount in Unspent CSR Account under sub- section (6) of section 135 (in ₹)	Amount Spent in the Financial Year (in ₹)	Amount transferred to a Fund as specified under Schedule VII as per second proviso to sub-section (5) of section 135, if any		Amount remaining to be spent in succeeding Financial Years (in ₹)	Deficiency, if any
					Amount (in ₹)	Date of Transfer		
Not Applicable								

8. Whether any capital assets have been created or acquired through Corporate Social Responsibility amount spent in the Financial Year: No

9. Specify the reason(s), if the company has failed to spend two per cent of the average net profit as per sub- section (5) of section 135: Not Applicable

For and on behalf of the Board of Directors

VENU SRINIVASAN
Chairman Emeritus & Managing Director and
Chairman of the CSR Committee
DIN: 00051523

Bengaluru
5th June 2025

Annexure V

to Directors' Report to the Shareholders – 2024-25

COMPARATIVE ANALYSIS OF REMUNERATION PAID TO DIRECTORS AND EMPLOYEES WITH THE COMPANY'S PERFORMANCE

1.	Name of the Director & KMP (M/s.)	Designation	Ratio to Median Remuneration	% increase / (Decrease) in remuneration
	Prof. Sir Ralf Dieter Speth	Chaiman	-	-
	Venu Srinivasan	CE & MD	1:7	-
	Sudarshan Venu	MD	1:316	30%
	K N Radhakrishnan	D & CEO	1:157	7%
	Shailesh Haribhakti	NE-ID	1:3	-
	Dr. Deepali Pant Joshi	NE-ID	1:3	-
	Vijay Sankar	NE-ID	1:3	-
	B Sriram	NE-ID	1:3	-
	K Gopala Desikan	CFO	NA	45%
	K S Srinivasan	CS	NA	10%
	CE & MD - Chairman Emeritus and Managing Director	MD - Managing Director		
	D&CEO - Director & Chief Executive Officer	CFO- Chief Financial officer; CS - Company Secretary		
	NE-ID - Non Executive Independent Director			
2	The percentage increase in the median remuneration of employees in the financial year		16%	
3	The number of permanent employees on the rolls of company;		6522	
4	a. Average percentile increase already made in the salaries of employees other than the managerial personnel in the financial year 2024-25		13%	
	b. Average percentile increase in the managerial remuneration in the financial year 2024-25		21%	
	There are no exceptional circumstances for increase in the managerial remuneration.			
5	Affirmation that the remuneration is as per the remuneration policy of the company.		Remuneration paid during the year 2024-25 is as per the Remuneration Policy of the Company	

For and on behalf of the Board of Directors

PROF SIR RALF DIETER SPETH
CHAIRMAN
DIN: 03318908

Bengaluru
5th June 2025

Annexure VI

to Directors' Report to the Shareholders – 2024-25

BUSINESS RESPONSIBILITY & SUSTAINABILITY REPORT

SECTION A: GENERAL DISCLOSURES

I. DETAILS

1	Corporate Identity Number (CIN) of the Listed Entity	L35921TN1992PLC022845	
2	Name of the Listed Entity	TVS Motor Company Limited	
3	Year of incorporation	10-06-1992	
4	Registered office address	"Chaitanya", No.12, Khader Nawaz Khan Road, Nungambakkam, Chennai - 600 006	
5	Corporate address	"Chaitanya", No.12, Khader Nawaz Khan Road, Nungambakkam, Chennai - 600 006	
6	E-mail	contactus@tvsmotor.com	
7	Telephone	044-28332115	
8	Website	www.tvsmotor.com	
9	**Date Of Start of Financial Year**	**Start Date**	**End Date**
	Financial Year	01-04-2024	31-03-2025
	Previous Year	01-04-2023	31-03-2024
	Prior To Previous Year	01-04-2022	31-03-2023
10	Name of the Stock Exchange(s) where shares are listed		
	1 BSE Limited, Mumbai		
	2 National Stock Exchange of India, Mumbai		
11	Paid-up Capital	₹ 47,50,87,114	
12	Name and contact details (telephone, email address) of the person who may be contacted in case of any queries on the BRSR report		
	Name Of Contact Person	Thakur Pherwani Chief Sustainability Officer	
	Contact Number of Contact Person	+91 7418772111	
	Email Of Contact Person	thakur.pherwani@tvsmotor.com	
13	Reporting boundary - Are the disclosures under this report made on a standalone basis (i.e. only for the entity) or on a consolidated basis (i.e. for the entity and all the entities which form a part of its consolidated financial statements, taken, together).	Standalone basis	
14	Name of assurance provider	Bureau Veritas (India) Pvt. Ltd.	
15	Type of assurance obtained	Reasonable Assurance engagement for BRSR (Core) parameters and Limited Assurance for non-core parameters	

II. PRODUCTS/SERVICES

16. Details of business activities (accounting for 90% of the entity's Turnover):

S. No.	Description of main activity	Description of business activity	% of turnover
1	Manufacturing	Two wheelers and Three wheelers	99%

17. Products/Services sold by the entity (accounting for 90% of the entity's Turnover):

S. No.	Product/Service	NIC Code	% of total Turnover contributed
1	Motorcycle, Scooters, Mopeds	30911	83%
2	Three-wheelers	30912	5%
3	Parts & Accessories	30913	11%

III. OPERATIONS

18. Number of locations where plants and/or operations/offices of the entity are situated*:

Location	Number of plants	Number of offices	Total
National	3	29	32
International	-	3	3

* Note: The three plants include our production sites in Hosur, Mysuru, and Nalagarh, Offices include our areas offices, our registered office in Chennai, 2 offices in Bengaluru, overseas offices in Dubai, UK and Singapore

19. Markets served by the entity:

a. Number of locations

Location	Number
National (No. of States)	22
International (No. of Countries)	91

b. What is the contribution of exports as a percentage of the total turnover of the entity?

24% of the total turnover of the Company is contributed through exports

c. A brief on types of customers

TVS Motor Company Limited (TVS Motor), the third-largest two-wheeler manufacturer by market capitalization, stands as a leader in delivering diverse mobility solutions. The company's extensive portfolio includes mopeds, motorcycles, petrol and electric scooters, as well as premium and super-premium motorcycles, catering to legally eligible riders globally.

As a rapidly expanding Indian original equipment manufacturer (OEM), TVS Motor has established a strong presence in over 91 countries, reinforcing its global footprint. The company's core strength lies in its cutting-edge research and development, ensuring high success rates in launching next-generation products.

TVS Motor has also developed a proprietary connected platform, enhancing vehicle telemetry and connectivity to meet the evolving needs of its customers. Whether for performance-driven riders, daily commuters, or urban consumers seeking sophistication, the company remains committed to innovation, excellence, and customer-centric mobility solutions across all segments.

IV. EMPLOYEES

20. Details as at the end of Financial Year:

a. Employees and workers (including differently abled):

Particulars	Total (A)	Male		Female		Others
		No. (B)	% (B/A)	No. (C)	% (C/A)	
Permanent (D)	4,719	4,037	85.55	682	14.45	0
Other than Permanent (E)	4,983	3,947	79.21	1,036	20.79	0
Total employees (D + E)	9,702	7,984	82.30	1,718	17.70	0
Worker						
Permanent (F)	1,803	1,802	99.94	1	0.06	0
Other than Permanent (G)						
Total workers (F + G)	1,803	1,802	99.94	1	0.06	0

b. Differently abled Employees and workers:

S. No	Particulars	Total (A)	Male		Female		Others	
			No. (B)	% (B/A)	No. (C)	% (C/A)	No. (H)	% (H/A)
DIFFERENTLY ABLED EMPLOYEES								
1.	Permanent (D)	27	25	92.59	2	7.41	-	-
2.	Other than Permanent (E)	255	199	78.04	56	21.96	-	-
3.	Total differently abled employees (D + E)	282	224	79.43	58	20.57	-	-
DIFFERENTLY ABLED WORKERS								
4.	Permanent (F)	14	14	100.00	0	0	0	0
5.	Other than Permanent (G)							
6.	Total differently abled workers (F + G)	14	14	100.00	0	0	0	0

21. Participation/Inclusion/Representation of women

Particulars	Total (A)	No. and percentage of Females	
		No. (B)	% (B/A)
Board of Directors	8	1	12.5
Key Managerial Personnel	2	0	0.00

22. Turnover rate for permanent employees and workers (Disclose trends for the past 3 years)

Particulars	FY 2024-25 (Turnover rate in current FY) [values in %]				FY 2023-24 (Turnover rate in previous FY) [values in %]				FY 2022-23 (Turnover rate in the year prior to the previous FY) [values in %]			
	Male	Female	Others	Total	Male	Female	Others	Total	Male	Female	Others	Total
Permanent Employees	10.62	11.09	0	10.69	11.29	11.08	0	11.26	11.71	9.70	0	11.48
Permanent Workers	2.7	0	0	2.7	2.5	0	0	2.5	2.76	0	0	2.76

V. HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES (INCLUDING JOINT VENTURES)

23. (a) Names of holding / subsidiary / associate companies / joint ventures

S. No.	Name of the holding/ subsidiary/ associate companies/ joint ventures (A)	Indicate whether holding/ Subsidiary/ Associate/ Joint Venture	% of shares held by listed entity	Does the entity indicated in column A, participate in the Business Responsibility initiatives of the listed entity? (Yes/No)
1.	TVS Holdings Limited (formerly known as Sundaram- Clayton Limited)	Holding	50.26	No
2.	Sundaram Auto Components Limited	Subsidiary	100.00	No
3.	TVS Credit Services Limited	Subsidiary	80.69	No
4.	TVS Motor Services Limited	Subsidiary	100.00	No
5.	TVS Electric Mobility Limited	Subsidiary	100.00	No
6.	DriveX Mobility Private Limited	Subsidiary	89.40	No
7.	Harita ARC Private Limited	Subsidiary	0	No
8.	TVS Housing Finance Private Limited	Subsidiary	0	No
9.	Harita Two-wheeler Mall Private Limited	Subsidiary	0	No
10.	TVS Motor Company (Europe) B.V.	Subsidiary	100.00	No
11.	TVS Motor (Singapore) Pte Limited	Subsidiary	100.00	No
12.	PT TVS Motor Company	Subsidiary	51.20	No
13.	TVS Motor Company DMCC	Subsidiary	100.00	No
14.	The Norton Motorcycle Co Limited	Subsidiary	0	No
15.	The GO Corporation	Subsidiary	0	No
16.	Swiss E-mobility Group (Holding) AG	Subsidiary	0	No
17.	Swiss E-mobility Group (Schweiz), AG	Subsidiary	0	No
18.	Colag E-mobility GmbH	Subsidiary	0	No
19.	Alexand'Ro Edouard'O Passion VeloSarl	Subsidiary	0	No
20.	Swiss E-Mobility Group (Österreich) GmbH	Subsidiary	0	No
21.	EGO Movement, Stuttgart GmbH	Subsidiary	0	No
22.	EBCO Limited	Subsidiary	0	No
23.	Celerity Motor GmbH	Subsidiary	0	No
24.	TVS Digital Pte Limited	Subsidiary	0	No
25.	Ultraviolette Automotive Private Limited	Associate	30.83	No
26.	Killwatt GmbH	Associate	0	No
27.	Predictronics Corp	Associate	0	No
28.	Altizon Inc	Associate	0	No

VI. CSR DETAILS

24. CSR Details

Whether CSR is applicable as per section 135 of Companies Act, 2013	Yes
Turnover (Rupees in Crores)	36,251.32
Net worth (Rupees in Crores)	9,966.18

VII. TRANSPARENCY AND DISCLOSURES COMPLIANCES-

25. Complaints/Grievances on any of the principles (Principles 1 to 9) under the National Guidelines on Responsible Business Conduct:

Stakeholder group from whom complaint is received	Grievance Redressal Mechanism in Place (Yes/No)	if yes, then provide web link for grievance redress policy*	FY 2024-25			FY 2023-24			If NA, then provide the reason
			Number of complaints filed during the year	Number of complaints pending resolution at close of the year	Remarks	Number of complaints filed during the year	Number of complaints pending resolution at close of the year	Remarks	
Communities	Yes		0	0		0	0	Nil	
Investors (other than shareholders)	Yes		0	0		0	0	Nil	
Shareholders	Yes		9	0		6	0	Closed	
Employees and workers	Yes		288	41		273	16	Pending concerns are in progress and will be closed	
Customers	Yes		67,015	1,038		57,871	107	Pending concerns are in progress and will be closed	
Value Chain Partners	Yes		0	0		90	12	Pending concerns are in progress and will be closed	

*The company has implemented a structured framework to address grievances across all stakeholder groups. Policies such as the Code of Business Conduct and Ethics, Whistleblower Mechanism, Stakeholder Engagement Policy, Anti-Discrimination Policy, Supplier Sustainability Code of Conduct, and Human Rights Policy provide comprehensive guidance for reporting and resolving concerns. The relevant policies can be accessed through the company's official website as provided in pg 208 of this Annual Report.

26. Overview of the entity's material responsible business conduct issues

Please indicate material responsible business conduct and sustainability issues pertaining to environmental and social matters that present a risk or an opportunity to your business, rationale for identifying the same, approach to adapt or mitigate the risk along-with its financial implications, as per the following format

S. No.	Material issue identified	Indicate whether risk or opportunity (R/O)	Rationale for identifying the risk/ opportunity	In case of risk, approach to adapt or mitigate	Financial implications of the risk or opportunity (Indicate positive or negative implications)
1	Climate Change and Decarbonization	R	Regulations on emissions and fuel efficiency are becoming more stringent across various regions, necessitating design and production modifications that may impact profit margins. Additionally, climate change affects the availability of essential resources like water, posing further operational challenges.	The Company is continuously using renewables in its energy mix, establishing a benchmark for ecofriendly operations in the automobile OEM sector. The Company is committed towards enhancing fuel and resource efficiency in its products while expanding its range of electric vehicle and other low-carbon options	Negative Implications
2	Climate Change and Decarbonization	O	The growing consumer demand for eco-friendly vehicles presents a significant opportunity for our products. Additionally, government subsidies currently support electric vehicles (EVs), further enhancing their market potential.	Revenue growth from eco-friendly products, access to incentives like subsidies, and enhanced operational efficiency.	Positive Implications
3	Supply Chain Management	R	ESG-related supply chain risks for TVSM include regulatory compliance, supplier ESG performance, resource availability, consumer expectations, and operational disruptions. Effective management is essential to mitigate costs, ensure compliance, and maintain brand trust.	TVS Motor prioritises establishing strategic alliances that resonate with its sustainability objectives. Working in tandem with suppliers, dealers, and consumers, the Company champions a unified approach to sustainability, embedding its dedication to social and ecological stewardship and robust governance throughout the entire value chain. Such collaborations are key to a sustainable future, innovation and ethical conduct.	Negative Implications
4	Market/Product Competition	R	Failing to innovate and remain competitive may result in decreased market share, reduced profits, and diminished relevance within the industry.	TVS Motor prioritises R&D to stay at the forefront of innovation. By keeping a close watch on market trends and customer preferences, the Company aligns its product offerings with consumer demands, thus maintaining its competitive edge.	Negative Implications
5	Market/Product Competition	O	Innovative and efficient products enable the company to stand out, expand into new markets, and seize emerging opportunities.	Market competition enables TVS Motor Company to drive innovation, enhance quality, expand globally, optimize costs, and introduce advanced mobility solutions, ensuring differentiation, improved customer experience, and sustained growth in evolving markets.	Positive Implications
6	Road Safety	R	Road safety poses a business risk to TVS Motor Company due to regulatory compliance costs, potential brand reputation damage, product liability issues, rising insurance expenses, technological adaptation demands, and competitive pressures. Proactive innovation, compliance, and customer awareness are essential for risk mitigation.	The Company is advocating for road safety through ABS-equipped two-wheelers, ensuring rider stability and skid prevention. The programme offers essential support while the #Ride4Safety campaign and 'Helmet Wali Holi' initiative promote safe riding practices.	Negative Implications
7	Occupational Health & Safety	R	Improper battery storage, fire risks in the paint shop, and contractor non-compliance with safety standards pose operational and compliance challenges for TVS Motor Company, requiring strict safety measures and risk mitigation strategies.	TVS Motor's health and safety governance is intertwined with its strategic objectives. Its EHS Policy underpins efforts to foster a safe and sustainable work environment. A cross-level safety culture is championed, from Board members to union-represented workmen, with experts ensuring best practices. Plant-level senior staff and unions implement EHS & OHS Policies, embodying the Company's commitment across global facilities.	Negative Implications

S. No.	Material issue identified	Indicate whether risk or opportunity (R/O)	Rationale for identifying the risk/ opportunity	In case of risk, approach to adapt or mitigate	Financial implications of the risk or opportunity (Indicate positive or negative implications)
8	Integrated Risk Management	O	Integrated risk management enhances TVSM's resilience, regulatory compliance, and sustainability. Proactive risk assessment optimizes operations, strengthens brand trust, ensures business continuity, and provides a competitive edge while enabling the company to seize emerging growth opportunities.	As an ISO 22301-certified company, it has established a robust and integrated risk management process. This includes proactive risk assessment, effective mitigation strategies, risk diversification, and well-defined contingency plans. These measures ensure business continuity, minimize potential disruptions, and maintain a competitive advantage in the evolving market landscape.	Positive Implications
9	Corporate Governance	O	A robust governance framework enhances investor confidence and strengthens TVSM's market position, fostering long-term growth and competitive advantage.	TVS Motor emphasises transparency, ethical conduct, and accountability to build trust and a strong reputation. Its Code of Conduct strictly prohibits bribery and corruption, and steadfast dedication to integrity in business conduct.	Positive Implications
10	Water & Effluent Management	R	Unpredictable rainfall due to changing weather patterns, including El Niño, affects water availability. Groundwater depletion from overuse lowers freshwater access. Stricter water regulations may impose consumption limits, potentially impacting TVS Motor's production processes.	Committed to reducing water usage by adopting efficient practices and water-saving technology. The Company supports sustainable water management by integrating rainwater harvesting, recycling water, and recharging aquifers. It is exploring alternative water sources and collaborating with communities on shared projects.	Negative Implications
11	Circular Economy	R	The Company prioritises effective waste management and circularity, with defined actions for environment management, resource conservation, and sustainable production. The Company's advanced waste management systems exceed regulatory requirements, setting industry benchmarks through meticulous segregation and recycling	TVS Motor is working towards transition from linear economy to a circular economy, eliminating waste and extending resource use by redesigning processes and enhancing product longevity. Embracing a closed-loop system, the Company increasingly incorporates recycled materials, cutting down reliance on virgin resources and lessening environmental impact, thus conserving resources, saving energy, and reducing emissions	Negative Implications
12	Product Stewardship	O	Product stewardship fosters innovation and efficiency, enabling the Company to stand out in the market. By designing eco-friendly products, optimising resource use and demonstrating advanced safety features in its products, the Company positions its products as best-in-class across multiple segments.	TVS Motor's product stewardship emphasises full product lifecycle management via Life Cycle Assessment (LCA) and compliance with Extended Producer Responsibility (EPR). The Company's commitment to environmental labelling, reducing hazardous substances, and creating low-carbon products.	Positive Implications

SECTION B: MANAGEMENT AND PROCESS DISCLOSURES

THIS SECTION IS AIMED AT HELPING BUSINESSES DEMONSTRATE THE STRUCTURES, POLICIES AND PROCESSES PUT IN PLACE TOWARDS ADOPTING THE NGRBC PRINCIPLES AND CORE ELEMENTS.

P1	Businesses should conduct and govern themselves with integrity in a manner that is ethical, transparent and accountable
P2	Businesses should provide goods and services in a manner that is sustainable and safe
P3	Businesses should respect and promote the well-being of all employees, including those in their value chains
P4	Businesses should respect the interests of and be responsive towards all its stakeholders
P5	Businesses should respect and promote human rights
P6	Businesses should respect, protect and make efforts to restore the environment
P7	Businesses when engaging in influencing public and regulatory policy, should do so in a manner that is responsible and transparent
P8	Businesses should promote inclusive growth and equitable development
P9	Businesses should engage with and provide value to their consumers in a responsible manner

	1. Disclosure Question	Whether your entity's policy/ policies cover each principle and its core elements of the NGRBCs. (Yes/ No)	Has the policy been approved by the Board? (Yes/No)	Web Link of the Policies, if available
P1	Ethics & Transparency	Yes	Yes	**CODE OF BUSINESS CONDUCT & ETHICS:** https://www.tvsmotor.com/-/media/Feature/Investors/Communication/Files/CodeofBusinessConductandEthicspdf.pdf **WHISTLE BLOWER POLICY:** https://www.tvsmotor.com/-/media/Feature/Investors/Communication/Files/Whistle-Blower-Policy-Apr2020.pdf TAX POLICY: https://www.tvsmotor.com/api/InvestorDownloadData?ItemId=7EF42C2B577C4DBC9884AEC9CD41D30D **SUPPLIER SUSTAINABILITY CODE OF CONDUCT:** https://www.tvsmotor.com/api/InvestorDownloadData?ItemId=46F5076C5AFE4AB39DEC50EEC811C847
P2	Product Responsibility	Yes	Yes	**SUSTAINABLE PROCUREMENT POLICY:** https://www.tvsmotor.com/api/InvestorDownloadData?ItemId=46F5076C5AFE4AB39DEC50EEC811C847
P3	Human Resources	Yes	Yes	**DISCRIMINATION POLICY:** https://www.tvsmotor.com/api/InvestorDownloadData?ItemId=3B199FA3ECB249ECACFF9CABBA29D059 **BOARDS DIVERSITY POLICY:** https://www.tvsmotor.com/api/InvestorDownloadData?ItemId=B4F6AAA0F98D4147BE0459BBDCB7CEB7
P4	Responsiveness to Stakeholders	Yes	Yes	**POLICY ON PREVENTION OF SEXUAL HARASSMENT** Policies on POSH, are published on the intranet **STAKEHOLDER ENGAGEMNT POLICY:** https://www.tvsmotor.com/api/InvestorDownloadData?ItemId=B4EC3D8F698E44249EF027F75458827D
P5	Respect for Human Rights	Yes	Yes	**HUMAN RIGHTS POLICY:** https://www.tvsmotor.com/api/InvestorDownloadData?ItemId=78204B0317E14301B27F7BC494F93D52
P6	Efforts to restore the Environment	Yes	Yes	**EHS POLICY:** https://www.tvsmotor.com/api/InvestorDownloadData?ItemId=0FBF2CA4CC80423FBE06C8C79EF09B40 **ENERGY POLICY:** https://www.tvsmotor.com/api/InvestorDownloadData?ItemId=0BC172BA677C49779388D3523A128948 **BIODIVERSITY POLICY:** https://www.tvsmotor.com/api/InvestorDownloadData?ItemId=8958B17560D0432BBC1EDCB3BD645977
P7	Public Policy Advocacy			-
P8	Inclusive Growth	Yes	Yes	**CSR POLICY:** https://www.tvsmotor.com/api/InvestorDownloadData?ItemId=35DB4B90B2694F8E942A1542B4CF7DC1
P9	Customer Engagement	Yes	Yes	**PRIVACY POLICY** https://www.tvsmotor.com/privacy-policy

Disclosure Question		2. Whether the entity has translated the policy into procedures. (Yes / No)	3. Do the enlisted policies extend to your value chain partners? (Yes/No)	4. Name of the national and international codes/certifications/labels/ standards (e.g. Forest Stewardship Council, Fairtrade, Rainforest Alliance, Trustea) standards (e.g. SA 8000, OHSAS, ISO, BIS) adopted by your entity and mapped to each principle.
		Policy and management processes		
P1	Ethics & Transparency	Yes, the Company has effectively integrated its policies into practical procedures across all areas of operations. For instance, to uphold compliance with the Code of Business Conduct & Ethics, a dedicated committee has been established to investigate any violations. Additionally, the company has implemented well-defined Standard Operating Procedures (SOPs) to address and resolve stakeholder grievances efficiently.	TVS Motor Company Limited (TVSM), a leading provider of mobility solutions, recognizes the pivotal role its supply chain partners play in achieving its vision—enhancing quality of life through safe, sustainable, and responsible mobility. In line with this vision, TVSM's Sustainable Procurement Policy underscores the importance of integrating sustainability into procurement practices, ensuring that all suppliers adhere to environmentally and socially responsible standards. The Supplier Sustainability Code of Conduct ("Code") establishes key expectations for its partners, focusing on environmental, social, and governance (ESG) responsibilities.	TVSM's Code of Business Conduct & Ethics of the Company, which forms the pillar of the Company is based on ISO 11469; AIS 129, 156: EC 1907/2006; CMV Rules, SA 8000 including Integrated Management System- ISO14001:2015 & ISO 4500:2018, ISO 22301:2019 for Business Continuity
P2	Product Responsibility			
P3	Human Resources			
P4	Responsiveness to Stakeholders			
P5	Respect for Human Rights			
P6	Efforts to restore the Environment			
P7	Public Policy Advocacy			
P8	Inclusive Growth			
P9	Customer Engagement			

Disclosure Question		5. Specific commitments, goals and targets set by the entity with defined timelines, if any.	6. Performance of the entity against the specific commitments, goals and targets along-with reasons in case the same are not met.
		Policy and management processes	
P1	Ethics & Transparency	TVS Motor Company demonstrates a strong commitment to sustainability and environmental stewardship through various initiatives. The company promotes renewable energy, enhances green cover, implements rainwater harvesting, reduces carbon emissions, optimizes water consumption and advances waste recycling efforts. Additionally, TVS Motor Company plays a crucial role in community development through Srinivasan Services Trust (SST), which focuses on empowering women and fostering socio-economic upliftment in rural India.	Performance on specific parameters is as under: 1. Three manufacturing facilities in India- Hosur, Mysuru, Nalagarh are certified as “Water Positive Facility” and “Zero Waste to Landfill” by Confederation of Indian Industries 2. Nalagarh and Hosur facility certified according to ISO 50001:2018 3. **84%** Material is Sourced from Local promoting ‘Vocal for Local’ 4. **43%** Green Cover having Home for 1042+ Fauna & 652+ Flora species. 5. **1.6 million** beneficiaries till date under CSR through Srinivasan Services Trust (SST) 6. TVS Mysuru facility was awarded “GreenCo Gold Rating” by CII
P2	Product Responsibility		
P3	Human Resources		
P4	Responsiveness to Stakeholders		
P5	Respect for Human Rights		
P6	Efforts to restore the Environment		
P7	Public Policy Advocacy		
P8	Inclusive Growth		
P9	Customer Engagement		
		Governance, leadership, and oversight	
7. Statement by director responsible for the business responsibility report, highlighting ESG related challenges, targets and achievements.		TVS Motor Company is committed to sustainability, environmental stewardship, social responsibility, and ethical governance, ensuring a positive impact on all stakeholders, including customers, communities, employees, suppliers, and dealers. In FY 2023-24, the company conducted a ‘Double Materiality’ assessment to prioritize sustainable issues for TVS Motor, laying the foundation for a robust sustainability strategy. The outcome of the assessment has laid the foundation for a strong sustainability framework aligned with the United Nations Sustainable Development Goals (UNSDG) and strategic sustainability pillars, thereby embedding sustainability into day-to-day operations. This structured framework enables the company to systematically address its most pressing sustainability concerns while aligning with stakeholder expectations and broader business objectives. The company is committed to reducing emissions in line with climate science, aiming to limit global warming to 1.5 degrees Celsius. TVS Motor has adopted the recommendations of the Task Force on Climate-related Financial Disclosures (TCFD) and plans to adopt the Task Force on Nature-related Financial Disclosures (TNFD). By proactively managing climate and nature-related risks, the company aims to build a resilient future, ensuring long-term sustainability and stability.	

Disclosure Question	5. Specific commitments, goals and targets set by the entity with defined timelines, if any.	6. Performance of the entity against the specific commitments, goals and targets along-with reasons in case the same are not met.
8. Details of the highest authority responsible for implementation and oversight of the Business Responsibility policy (ies).	The Board of Directors, under the leadership of the Chairman Emeritus and Managing Director, holds the primary responsibility for overseeing and evaluating the company's Business Responsibility (BR) performance at the highest level.	
9. Does the entity have a specified Committee of the Board/ Director responsible for decision making on sustainability related issues? (Yes / No).	Yes, The Risk Management Committee is responsible for monitoring and advising on sustainability topics	
If yes, provide details.	Chairman, Chairman Emeritus & Managing Director and Director & Chief Executive Officer	
If NA, provide details.		

10. Details of Review of NGRBCs by the Company:

Particulars	Indicate whether review was undertaken by Director / Committee of the Board / Any other Committee								
	P1	P2	P3	P4	P5	P6	P7	P8	P9
Performance against above policies and follow up action Indicate whether review was undertaken by Director / Committee of the Board/Any other Committee	Committee of the Board								
Compliance with statutory requirements of relevance to the principles, and rectification of any non-compliances Indicate whether review was undertaken by Director / Committee of the Board/Any other Committee	Committee of the Board								
Subject for Review	**Frequency (Annually/ Half yearly/ Quarterly/ Any other - please specify)**								
Performance against above policies and follow up action Frequency (Annually/ Half yearly/ Quarterly/ Any other - please specify)	Annually								
Compliance with statutory requirements of relevance to the principles, and rectification of any non-compliances Frequency (Annually/ Half yearly/ Quarterly/ Any other - please specify)	Annually								
11. Has the entity carried out independent assessment/ evaluation of the working of its policies by an external agency? (Yes/No). If yes, provide name of the agency.	Yes Bureau Veritas (India) Pvt. Ltd.								

12. **If answer to question (1) above is "No" i.e. not all Principles are covered by a policy, reasons to be stated:**

Particulars	Indicate whether review was undertaken by Director / Committee of the Board / Any other Committee								
	P1	P2	P3	P4	P5	P6	P7	P8	P9
The entity does not consider the principles material to its business (Yes/No)	No	No	No	No	No	No	No	No	No
The entity is not at a stage where it is in a position to formulate and implement the policies on specified principles (Yes/No)	No	No	No	No	No	No	No	No	No
The entity does not have the financial or/human and technical resources available for the task (Yes/No)	No	No	No	No	No	No	No	No	No
It is planned to be done in the next financial year (Yes/No) Any other reason (please specify)	No	No	No	No	No	No	No	No	No

SECTION C: PRINCIPLE WISE PERFORMANCE DISCLOSURE

PRINCIPLE 1

BUSINESSES SHOULD CONDUCT AND GOVERN THEMSELVES WITH INTEGRITY, AND IN A MANNER THAT IS ETHICAL, TRANSPARENT AND ACCOUNTABLE

ESSENTIAL INDICATORS

1. *Percentage coverage by training and awareness programs on any of the principles during the financial year:*

Segment	Total number of training and awareness programs held	Topics / principles covered under the training and its impact	%age of persons in respective category covered by the awareness programs
Board of Directors	9	P1, P2, P6	100%
Key Managerial Personnel	9	P1, P2, P6	100%
Employees other than BoD and KMPs	8,349	Covering All principles	87%
Workers	1,803	P3 & P5	98%

2. *Details of fines / penalties /punishment/ award/ compounding fees/ settlement amount paid in proceedings (by the entity or by directors / KMPs) with regulators/ law enforcement agencies/ judicial institutions, in the financial year, in the following format. (Note: the entity shall make disclosures on the basis of materiality as specified in Regulation 30 of SEBI (Listing Obligations and Disclosure Obligations) Regulations, 2015 and as disclosed on the entity's website):*

	Monetary			
NGRBC Principle	Name of the regulatory/ enforcement agencies/ judicial institutions	Amount (In INR)	Brief of the Case	Has an appeal been preferred? (Yes/No)
Penalty/ Fine	-	-	-	-
Settlement	-	-	-	-
Compounding fee	-	-	-	-

In terms of materiality as specified in Regulation 30 of SEBI (Listing Obligations and Disclosure Obligations) Regulations, 2015, no fines / penalties /punishment/ award/ compounding fees/ settlement amount is paid in proceedings by the entity or by directors / KMPs with regulators/ law enforcement agencies/ judicial institutions, during the financial year.

	Non-Monetary		
NGRBC Principle	Name of the regulatory/ enforcement agencies/ judicial institutions	Brief of the Case	Has an appeal been preferred? (Yes/No)
Imprisonment	-	-	-
Punishment	-	-	-

3. *Of the instances disclosed in Question 2 above, details of the Appeal/ Revision preferred in cases where monetary or non-monetary action has been appealed.*

Case Details	Name of the regulatory/ enforcement agencies/ judicial institutions
	Not Applicable

4. *Does the entity have an anti-corruption or anti-bribery policy?*

Yes

If yes, provide details in brief.
TVSM sets a high bar for ethical conduct. Our Code of Conduct unequivocally forbids bribery and corruption, underscoring our unwavering commitment to integrity in all business dealings. The details are available in the policy links mentioned in pg 208 of this Annual Report.

5. *Number of Directors/KMPs/employees/workers against whom disciplinary action was taken by any law enforcement agency for the charges of bribery/ corruption:*

Particulars	FY 2024-25	FY 2023-24
Board of Directors	0	0
KMPs	0	0
Employees	0	0
Workers	0	0

6. *Details of complaints with regard to conflict of interest:*

	FY 2024-25		FY 2023-24	
	Number	Remarks	Number	Remarks
Number of complaints received in relation to issues of Conflict of Interest of the Directors	0		0	
Number of complaints received in relation to issues of Conflict of Interest of the KMPs	0		0	

7. *Provide details of any corrective action taken or underway on issues related to fines / penalties / action taken by regulators/ law enforcement agencies/ judicial institutions, on cases of corruption and conflicts of interest.*

NIL

8. *Number of days of accounts payables ((Accounts payable *365) / Cost of goods/services procured) in the following format:*

	FY 2024-25	FY 2023-24
Number of day of accounts payables	42	50

9. *Open-ness of business Provide details of concentration of purchases and sales with trading houses, dealers, and related parties along-with loans and advances & investments, with related parties, in the following format:*

Parameter	Metrics	FY 2024-25	FY 2023-24
Concentration of Purchases	a. Purchases from trading houses as % of total purchases**	0	0
	b. Number of trading houses where purchases are made from	0	0
	c. Purchases from top 10 trading houses as % of total purchases from trading houses	0	0
Concentration of Sales	a. Sales to dealers / distributors as % of total sales	100%	100%
	b. Number of dealers / distributors to whom sales are made	1,121	1,084
	c. Sales to top 10 dealers / distributors as % of total sales to dealers / distributors	4.96%	4.9%
Share of RPTs in	a. Purchases** (Purchases with related parties / Total Purchases)	1,221.12	961.65
	b. Sales** (Sales to related parties / Total Sales)	481.97	854.49
	c. Loans & advances (Loans & advances given to related parties / Total loans & advances)	0	0
	d. Investments** (Investments in related parties / Total Investments made)	2,031.48	1359.34

All units above are in Crores

**All purchases are through suppliers and sales through dealers

LEADERSHIP INDICATORS

1. *Awareness programs conducted for value chain partners on any of the principles during the financial year:*

Sr. no	Total number of awareness programs held	Topics / principles covered under the training	%age of value chain partners covered (by value of business done with such partners) under the awareness programs
1	24*	P2, P3, P6	48.37%

*14 training courses conducted for Dealers with 48% coverage(of 1413) and 10 training courses conducted for Suppliers with 46% coverage(of 460)

2. *Does the entity have processes in place to avoid/ manage conflict of interests involving members of the Board? (Yes/No)*

   Yes

   The Company follows a 'Policy on Related Party Transactions' in accordance with its **Code of Conduct for Business and Ethics**. The policy requires directors and senior management to proactively identify and disclose any potential or actual conflicts of interest that could adversely impact the Company. If necessary, they must take appropriate measures to resolve or eliminate such conflicts.

PRINCIPLE 2

BUSINESSES SHOULD PROVIDE GOODS AND SERVICES IN A MANNER THAT IS SUSTAINABLE AND SAFE

ESSENTIAL INDICATORS

1. *Percentage of R&D and capital expenditure (capex) investments in specific technologies to improve the environmental and social impacts of product and processes to total R&D and capex investments made by the entity, respectively.*

	FY 2024-25	FY 2023-24	Details of improvements in environmental and social impacts
R&D	612.27	423.27	TVS Motor is continuously working on improving the environmental and social impacts from the products. In the previous year, TVS Motor has worked in the following area. • Electric Vehicle – The company has launched TVS King EV, a three-wheeler model. Company has invested in development of EVs in various other segments. • CNG – Company has developed and showcased Jupiter 125 CNG model • Flex fuel Technology – Company has developed and showcased Raider 125 Flex Fuel Technology • E20 – All the IC Engine products are E20 (Ethanol blended fuel) compliant. • OBD II B – Investments have been done on the improvement in the tail pipe emissions in line with the regulatory norms. • Engine development – invested in optimizing the fuel economy and reducing the tailpipe emissions
Capex	412.68	221.39	Capex investments are made accordingly as mentioned in the above projects/areas.

Note: All units above are in crore.

2. a. *Does the entity have procedures in place for sustainable sourcing? (Yes/No)*

   Yes, in FY 2023-24, TVS Motor institutionalized its "Sustainable Procurement Policy" to guide its engagement with the supply chain partners. The policy sets a clear framework for suppliers to follow, aiming to reduce environmental and social impacts. It focuses on cutting carbon emissions, ensuring fair labour practices, and providing ongoing training for workers. The policy was communicated to suppliers through email and the internal TVS Motor's Supplier portal.

   The Sustainable Supplier Code of Conduct, part of this policy, outlines specific responsibilities for suppliers. It requires them to maintain high standards in health and safety, manage environmental and social risks, and use resources wisely. By working closely with the suppliers, TVS Motor aims to create a sustainable supply chain that benefits everyone and positively impacts the environment and society.

   b. *If yes, what percentage of inputs were sourced sustainably?*

   Over the last 1 year, TVS Motor has initiated several sustainable sourcing initiatives to enhance environmental responsibility and operational efficiency. These initiatives are in the process of being consolidated:

   - Localizing Suppliers: The company encourages Tier-1 suppliers to establish manufacturing facilities near its plants. This approach not only helps to reduces transportation emissions; also supports local economies.
   - Material Innovation: The company is transitioning from metallic parts to recyclable plastics and incorporating recycled plastics into vehicles like the TVS Apache, TVS Star City+, TVS Victor, and TVS Jupiter. This shift is aimed to maintain performance and durability while reducing environmental impact.
   - Supplier Certification: As an IATF 16949:2016 certified company for Automotive Quality Management System, TVS Motor encourages its suppliers to obtain the IATF certification along with SA 8000, ISO 14001, and ISO 45001 certifications. These certifications enhance sustainability and robustness within the supply chain.
   - Sustainable Packaging: TVS Motor is implementing eco-friendly packaging solutions to minimize waste and environmental impact.
   - Ethical sourcing guidelines: The company enforces strict guidelines to ensure that suppliers adhere to labor rights, environmental standards, and ethical practices.

3. *Describe the processes in place to safely reclaim your products for reusing, recycling and disposing at the end of life, for*

   (a) Plastics (including packaging)

   - The packaging plastic materials are managed as per Extended Producer Responsibility requirements.

   (b) Battery Recycling Practices

   Lithium-Ion Batteries (Electric Vehicles):

   - TVS is registered on the Central Pollution Control Board (CPCB) portal as a producer for lithium-ion batteries used in electric vehicles.
   - Lithium-Ion batteries installed in TVSM vehicle comply with Labelling requirements as per the Regulations.

   Lead-Acid Batteries:

   - Lead-acid batteries used in TVS products comply with recycling symbol marking requirements.
   - At EOL, these batteries are channelled to recyclers through our dealer and partner network, following the EPR guidelines established by the respective battery manufacturers.

   (c) Hazardous waste

   - Used Oil: TVS Motor has applied to the Central Pollution Control Board (CPCB) for registration as a producer of used engine oil (sold in the after-market) to ensure circularity.
   - Waste Tyres: TVS Motor procures domestic tyres from supplier-manufacturers registered on the CPCB portal. Additionally, it is also registered on the CPCB portal as an importer for the tyres used in premium models.

   (d) Other waste

   - Circular Economy Approach: High recyclability rates contribute to a circular economy where materials are recovered and reused in new products.
   - End-of-Life Management: The company is developing a framework for:
     - Collection of End-of-Life Products
     - Dismantling Products
     - Reclaiming Recyclable Materials
     - Reusing Recovered Materials in New Components

4. *Whether Extended Producer Responsibility (EPR) is applicable to the entity's activities (Yes / No) If yes, whether the waste collection plan is in line with the Extended Producer Responsibility (EPR) plan submitted to Pollution Control Boards? If not, provide steps taken to address the same.*

   Yes,

   Reaffirming its commitment to environmental responsibility, TVS Motor Company has met its Extended Producer Responsibility (EPR) obligations under the Plastic Waste Management Rules, 2016. For 2024-25, TVS Motor is on track to collect 1,155 metric tons of single-use plastic waste, ensuring compliance with regulatory requirements. This will be reported to the Central Pollution Control Board (CPCB) as part of its responsibilities as a brand owner.

LEADERSHIP INDICATORS

1. ***Has the entity conducted Life Cycle Perspective / Assessments (LCA) for any of its products (for manufacturing industry) or for its services (for service industry)? If yes, provide details in the following format ? If yes, provide details in the following format***

Life Cycle Assessments (LCAs) have been conducted for iQube in fiscal year 2024-25 as detailed in below table

NIC Code	Name of Product/ Service	% of total Turnover contributed	Boundary for which the Life Cycle Perspective / Assessment was conducted	Whether conducted by independent external agency (Yes/No)	Results communicated in public domain (Yes/No)	If yes, provide the web-link.
291	iQube	9%	Cradle to Grave	No	No	NA

TVS Motor Company conducts Life Cycle Assessments (LCAs) in-house using GaBi software and the Ecoinvent database. The collected data is periodically evaluated to identify improvement areas, enabling targeted actions across product models to reduce environmental impact effectively.

2. ***If there are any significant social or environmental concerns and/or risks arising from production or disposal of your products / services, as identified in the Life Cycle Perspective / Assessments (LCA) or through any other means, briefly describe the same along-with action taken to mitigate the same.***

Name of Product / Service	Description of the risk / concern	Action Taken
All IC Engine Products	Tailpipe emissions	All the products comply with the OBD II B regulatory requirements
TVS Jupiter 125 2W CNG	Reduction of tailpipe emissions	Showcased India's first CNG scooter. Jupiter 125 CNG Model displayed in Bharat Mobility 2025
TVS KING 3W EV	Usage of non-hazardous parts / materials	Introduced PVD (Physical Vapour Deposition) process, where trivalent chromium bath is used in place of hazardous hexavalent chromium bath for decorative chrome finish parts. Achieved copper colour for such parts through use of copper and avoided painting process. Silicon hard coating is also eliminated
All ICE Products	Depletion of fossil fuel	All ICE products are tuned for E20 (Ethanol 20% + Gasoline 80%). The ethanol in India is produced from the bio-based sources, which is renewable and carbon-neutral. All ICE products are pasted with E20 Sticker, to inform the customers about the use of fuel in the vehicles

Through continuous efforts, the company is constantly working on improving fuel efficiency (fuel conservation), lightweighting (resource conservation) and reducing the tailpipe emissions. These actions contribute to reduce the emissions during various stages of product life cycle.

3. ***Percentage of recycled or reused input material to total material (by value) used in production (for manufacturing industry) or providing services (for service industry).***

Currently, TVS Motor is developing its internal framework to track the use of recycled or reused material in the manufacturing process.

4. ***Of the products and packaging reclaimed at end of life of products, amount (in metric tonnes) reused, recycled, and safely disposed, as per the following format:***

Particulars	FY 2024-25			FY 2023-24		
	Re-Used	Recycled	Safely Disposed	Re-Used	Recycled	Safely Disposed
Plastics (including packaging)	0	346.5	808.5	-	935	-
E-waste	-	NA	-	-	NA	-
Hazardous waste	-	NA	-	-	NA	-

5. ***Reclaimed products and their packaging materials (as percentage of products sold) for each product category.***

Reclaimed product and their packaging material under EPR which is collected with the help of M/s Rapidue Technologies Private Ltd.

Indicate Input Material	Recycled or re-used input material to total material FY 24-25
Category 2: Flexible plastic packaging (Single layer or Multilayer having more than one layer with different types of plastic)	Negligible quantity (As the use of recycled content commenced in February 2025)
Single layer or Multilayer having more than one layer with different types of plastic	A minimum of 10% Post-Consumer Recycled (PCR) material is targeted to be initiated from the next fiscal year, in accordance with the recent Extended Producer Responsibility (EPR) procurement guidelines.

PRINCIPLE 3

BUSINESSES SHOULD RESPECT AND PROMOTE THE WELL-BEING OF ALL EMPLOYEES, INCLUDING THOSE IN THEIR VALUE CHAINS

ESSENTIAL INDICATORS

1. a. Details of measures for the well-being of employees:

Category	Total (A)	% of employees covered by									
		Health insurance		Accident insurance		Maternity Benefits		Paternity Benefits		Day Care facilities	
		Number (B)	% (B / A)	Number (C)	% (C / A)	Number (D)	% (D / A)	Number (E)	% (E / A)	Number (F)	% (F / A)
Permanent employees											
Male	4,037	4,037	100%	4,037	100%	0	0	4,037	100%	4,037	100%
Female	682	682	100%	682	100%	682	100%	0	0	682	100%
Total	4,719	4,719	100%	4,719	100%	682	14.44%	4,034	85.56%	4,719	100%
Other than Permanent employees											
Male	3,947	3,947	100%	3,947	100%	0	0	3,947	100%	3,947	100%
Female	1,036	1,036	100%	1,036	100%	1,036	100%	0	0	1,036	100%
Total	4,983	4,983	100%	4,983	100%	1,036	20.79%	3,947	79.21%	4,983	100%

b. Details of measures for the well-being of workers:

Category	Total (A)	% of workers covered by									
		Health insurance		Accident insurance		Maternity Benefits		Paternity Benefits		Day Care facilities	
		Number (B)	% (B / A)	Number (C)	% (C / A)	Number (D)	% (D / A)	Number (E)	% (E / A)	Number (F)	% (F / A)
Permanent workers											
Male	1,802	1,802	100%	1,802	100%	0	0	1,802	100%	1,802	100%
Female	01	01	100%	01	100%	01	100%	0	0	01	100%
Total	1,803	1,803	100%	1,803	100%	01	0.06%	1,802	99.94%	1,803	100%
Other than Permanent workers											
Male	0	0	0	0	0	0	0	0	0	0	0
Female	0	0	0	0	0	0	0	0	0	0	0
Total	0	0	0	0	0	0	0	0	0	0	0

c. Spending on measures towards well-being of employees and workers (including permanent and other than permanent) in the following format -

Particulars	FY 2024-25	FY 2023-24
c. Cost incurred on well- being measures as a % of total revenue of the company	0.44%	0.44%

* The total cost incurred on well-being for FY24-25 is INR 160 crores and for FY23-24 is INR140 crores

2. *Details of retirement benefits, for Current FY and Previous Financial Year*

Benefits	FY 2024-25			FY 2023-24		
	No. of employees covered as a % of total employees	No. of workers covered as a % of total workers	Deducted and deposited with the authority (Y/N/N.A.)	No. of employees covered as a % of total employees	No. of workers covered as a % of total workers	Deducted and deposited with the authority (Y/N/N.A.)
PF	100%	100%	Yes	100%	100%	Yes
Gratuity	100%	100%	Yes	100%	100%	Yes
Employees State Insurance Benefits (ESI)	100%	100%	Yes	100%	100%	Yes

3. *Accessibility of workplaces*

Are the premises / offices of the entity accessible to differently abled employees and workers, as per the requirements of the Rights of Persons with Disabilities Act, 2016?

TVS Motor is committed to fostering an inclusive and diverse workforce, recognizing the unique needs of the automotive industry's talent pool. With a strong focus on including 3% Persons with Disabilities (PwD), the company has implemented targeted initiatives to create an equitable work environment. Driven by senior leadership, these efforts ensure that Diversity, Equality and Inclusion (DE&I) remain a strategic priority.

In the fiscal year 2024-25, the company was honoured with the Inclusive Workplace Excellence Award in the Pan India Category at the CII EFI National Conference, demonstrating its commitment to inclusivity. As part of its focus on inclusive growth, the company also received the ASSOCHAM 5th Diversity & Inclusion Excellence Awards & Conclave – 2024 in two categories: Best Employer for Persons with Disabilities (Large Sub-category) and Best Employer for Women (Large Sub-category).

To enhance accessibility, all common areas across TVS facilities are wheelchair-friendly, enabling seamless movement for employees. The company strengthens strategic hiring by partnering with organizations to create opportunities for PwD candidates, while role mapping helps identify suitable positions based on skills and qualifications. A culture of inclusion is fostered through continuous learning, with leaders, managers, and teams receiving sensitization training. TVS also prioritizes communication accessibility by offering Sign Language training and utilizing technology-enabled translation tools.

If not, whether any steps are being taken by the entity in this regard.

4. *Does the entity have an equal opportunity policy as per the Rights of Persons with Disabilities Act, 2016? If so, provide a web-link to the policy.*

Yes

Policies as per Rights of Persons with Disabilities Act, 2016 are published on the intranet

5. *Return to work and Retention rates of permanent employees and workers that took parental leave.*

Gender	Permanent employees		Permanent workers	
	Return to work rate	Retention rate	Return to work rate	Retention rate
Male	97	100	97	100
Female	100	100	100	100
Total	98.5	100	98.5	100

6. *Is there a mechanism available to receive and redress grievances for the following categories of employees and worker?*

Yes

If yes, give details of the mechanism in brief.

	Yes/No (If yes, then give details of the mechanism in brief)	Remark
Permanent Workers	Yes	TVS Motor Company Limited (TVSM) has established multiple grievance redressal mechanisms within its plants, ensuring fair representation from both management and worker representatives. Various committees, including the POSH Committee and the Ethics Committee, address and manage grievances effectively. Depending on the nature and severity of the issue, unresolved concerns are escalated to the appropriate authority, such as the Head of Department (HOD), Employee Relations (ER) Head, or Plant HR Head. The company's Whistleblower Policy provides a formal platform for employees to raise grievances on a wide range of issues. Additionally, the employee induction program familiarizes new recruits with the available redressal mechanisms. TVSM has a POSH Internal Committee (PIC) in compliance with the Sexual Harassment of Women at Workplace (Prevention, Prohibition, and Redressal) Act, 2013. The policy is accessible on the company's website, and PIC members conduct inquiries related to complaints.
Other than Permanent Workers	Yes	
Permanent Employees	Yes	
Other than Permanent Employees	Yes	

7. *Membership of employees and worker in association(s) or Unions recognised by the listed entity:*

Category	FY 2024-25			FY 2023-24		
	Total employees / workers in respective category (A)	No. of employees / workers in respective category, who are part of association(s) or Union (B)	% (B / A)	Total employees / workers in respective category (C)	No. of employees / workers in respective category, who are part of association(s) or Union (D)	% (D / C)
Total Permanent Employees	4,719	0	0.00	4,129	0	0.00
- **Male**	4,037	0	0.00	3,579	0	0.00
- **Female**	682	0	0.00	550	0	0.00
- **Others**						
Total Permanent Workers	1,803	1,803	100%	1,851	1,851	100%
- **Male**	1,802	1,802	100%	1,850	1,850	100%
- **Female**	1	1	100%	1	1	100%
- **Others**						

8. *Details of training given to employees and workers:*

Category	FY 2024-25					FY 2023-24				
	Total (A)	On Health and safety measures		On Skill Upgradation		Total (D)	On Health and safety measures		On Skill upgradation	
		No. (B)	% (B / A)	No. (C)	% (C / A)		No. (E)	% (E / D)	No. (F)	% (F / D)
Employees										
Male	4,037	4,037	100%	4,034	99.93%	3,579	3,579	100%	3,579	100%
Female	682	682	100%	681	99.85%	550	550	100%	550	100%
Others	-	-	-	-	-	-	-	-	-	-
Total	4,719	4,719	100%	4,715	99.91%	4,129	4,129	100%	4,129	100%
Workers										
Male	1,802	1,802	100%	1,802	100%	1,850	1,847	100%	1,847	100%
Female	1	1	100%	1	100%	1	1	100%	1	100%
Others	-	-	-	-	-	-	-	-	-	-
Total	1,803	1,803	100%	1,803	100%	1,851	1,848	100%	1,848	100%

9. Details of performance and career development reviews of employees and worker:

Category	FY 2024-25			FY 2023-24		
	Total (A)	No. (B)	% (B / A)	Total (C)	No. (D)	% (D / C)
Employees						
- **Male**	4,037	4,037	100%	3,579	3,579	100%
- **Female**	682	682	100%	550	550	100%
- **Others**	-	-	-	-	-	-
Total	4,719	4,719	100%	4,129	4,129	100%
Workers						
- **Male**	1,802	1,802	100%	1,850	1,850	100%
- **Female**	1	1	100%	1	1	100%
- **Others**	-	-	-	-	-	-
Total	1,803	1,803	100%	1,851	1,851	100%

10 a. Whether an occupational health and safety management system has been implemented by the entity? (Yes/ No).

Yes

If yes, the coverage of such a system?

TVS Motor Company (TVS Motor) has implemented a comprehensive Occupational Health and Safety Management System (OHSMS) across all its manufacturing plants, operations and across its value chain. The system is designed to ensure a safe and healthy work environment by adhering to global safety standards and regulatory requirements.

Coverage of TVSM's Occupational Health & Safety Management System:

1. ***All Manufacturing Plants & Facilities:***
   - OHSMS is implemented across all TVSM production plants to safeguard employees, contract workers, and visitors.
   - Compliance with ISO 45001:2018 (Occupational Health & Safety Management System) for best safety practices.
2. ***Workplace Safety Measures:***
   - Risk assessment and hazard identification to eliminate workplace accidents.
   - Implementation of safety protocols, emergency response plans, digital incident reporting and investigation system and PPE (Personal Protective Equipment) usage.
3. ***Employee Health & Well-being:***
   - Regular health check-ups, medical screenings, and wellness programs.
   - Ergonomic assessments and workplace modifications to reduce physical strain.
4. ***Training & Awareness Programs:***
   - Safety training sessions & campaigns, emergency drills, and awareness programs for all employees.
   - Special training for high-risk job roles to prevent workplace incidents.

By integrating a robust safety culture, TVSM ensures that employee health, well-being, and workplace safety remain a top priority across all its operations.

b. What are the processes used to identify work-related hazards and assess risks on a routine and non-routine basis by the entity?

In compliance with ISO 45001:2018 certification requirements, TVS Motor conducts regular Hazard Identification and Risk Assessment (HIRA) studies across all its sites. This systematic approach ensures consistent risk identification and mitigation throughout the company's operations. Based on insights from these safety audits, multiple proactive hazard control measures have been implemented across plants to enhance workplace safety and minimize potential risks.

c. Whether you have processes for workers to report the work-related hazards and to remove themselves from such risks. (Y/N)

Yes. The company has a robust digital platform called 'Safetymint' that is the cornerstone of its safety reporting process. The platform, is integral to its operations, allowing seamless reporting, investigation of incidents, and dissemination of learnings across all units including supporting departments such as R&D, Quality Assurance, Canteen, Scrap Yard, and others, ensuring a secure and confident reporting process.

Additionally, the 'Snakes and Hazard' program is a collaborative effort that involves all employees. It allows employees to report any equipment-related abnormalities, empowering them to identify new hazards and collaborate with relevant stakeholders, particularly the Plant Maintenance Department, to address and mitigate these issues.

d. Do the employees/ worker of the entity have access to non-occupational medical and healthcare services? (Yes/ No)

Yes. TVS Motor Company's Occupational Health Centre (OHC) operates 24/7, ensuring accessibility for all employees, including contract workers. The OHC provides medical care and treatment for both work-related and non-work-related injuries and illnesses, promoting overall employee well-being.

11. Details of safety related incidents, in the following format:

Safety Incident/Number	Category	FY 2024-25	FY 2023-24
Lost Time Injury Frequency Rate (LTIFR) (per one million-person hours worked)	Employees	0	0
	Workers	0.20	0.39
Total recordable work-related injuries	Employees	0	0
	Workers	3	4
No. of fatalities	Employees	0	0
	Workers	0	0
High consequence work-related injury or ill-health (excluding fatalities)	Employees	0	0
	Workers	0	0

12. Describe the measures taken by the entity to ensure a safe and healthy workplace

TVS Motor is committed to creating a safe and healthy workplace for its employees. These measures align with industry best practices, occupational health and safety standards, and sustainability principles. Key initiatives include:

- Four-Stage Safety Clearance Process: Implemented for new equipment to ensure safety is integrated from the design stage. Similarly, safety clearance for layout changes ensures that OHS control measures are incorporated during the design or modification of layouts, minimizing risks.
- My Safety Index (MSI) Calibration: In FY '25, the company transitioned from Plant Safety Score to My Safety Index (MSI). MSI is a single KPI representing the overall Occupational Health & Safety performance across plants, indirect areas, and functions. It evaluates safety through three significant elements: safety culture, processes, systems, governance, and technology, ensuring a holistic approach to workplace safety. For FY 2024-25, the overall MSI score was 81%.
- Partnership with dss+ (Dupont Sustainable Solutions): To transform safety culture from the 'dependent' to an 'independent' stage. FY 2024-25 ended with the progress to the early independent stage through the TICK—Transform, Inspire, Commit, Keep-up program.
- Proactive Hazard Control Measures: 598 proactive hazard control measures have been implemented across plants, including equipment safety features for 3D printing machines, abrasive coating machines, etc. Conforming to ISO standards, 'Advanced Water Mist Fire Protection' has been extended to engine test cells in QAD and R&D.

Other initiatives include:

- Contractor Management Centre (CMC): Assists contractors in effectively managing safety programs, ensuring they are well-equipped with safety protocols.
- Driver Management Centre (DMC): Addresses road safety challenges by providing safe commuting for employees and responsible transportation of goods. Under DMC, drivers are trained on defensive driving, other toolkits, and journey risk management training, establishing better coordination and risk-free association.
- Progressive Disciplinary Action Guidelines: Enforce adherence to critical safety rules.
- Ergonomic Assessments (Rapid Upper Limb Assessment and REBA: Rapid Entire Body Assessment): Evaluate employee fatigue and posture.

13. *Number of Complaints on the following made by employees and workers:*

Category	FY 2024-25			FY 2023-24		
	Filed during the year	Pending resolution at the end of year	Remarks	Filed during the year	Pending resolution at the end of year	Remarks
Working Conditions	0	0		0	0	
Health & Safety	0	0		0	0	

14. *Assessments for the year:*

	% of your plants and offices that were assessed (by entity or statutory authorities or third parties)
Health and safety practices	100
Working Conditions	100

15. *Provide details of any corrective action taken or underway to address safety-related incidents (if any) and on significant risks / concerns arising from assessments of health & safety practices and working conditions.*

At TVS Motor, two significant identified risks are propane storage and battery pack manufacturing. To mitigate these risks, Hazard and Operability (HAZOP) analysis and Quantitative Risk Assessment (QRA) are conducted before facility installation. We have taken a proactive approach by deploying advanced fire detection and suppression systems, reassuring stakeholders of our commitment to effective risk management. Additionally, mitigation measures are reviewed every six months, with corrective actions implemented to maintain a safe working environment.

LEADERSHIP INDICATORS

1. *Does the entity extend any life insurance or any compensatory package in the event of death of*

a. **Employees (Y/N)** Yes.

The company offers a comprehensive employee benefits package, which includes a death benefit scheme, group personal accident coverage, and all statutory benefits, ensuring financial security and well-being for its employees.

b. **Workers (Y/N).** Yes

The company provides benefits such as a Family Relief Fund, Group Personal Accident Coverage, and other entitlements in accordance with statutory provisions, ensuring employee well-being and financial security.

2. *Provide the measures undertaken by the entity to ensure that statutory dues have been deducted and deposited by the value chain partners.*

No such incidents report in FY 24-25

3. *Provide the number of employees / workers having suffered high consequence work-related injury / ill-health / fatalities (as reported in Q11 of Essential Indicators above), who have been rehabilitated and placed in suitable employment or whose family members have been placed in suitable employment:*

Particulars	Total no. of affected employees/ workers		No. of employees/workers that are rehabilitated and placed in suitable employment or whose family members have been placed in suitable employment	
	FY 2024-25	FY 2023-24	FY 2024-25	FY 2023-24
Employees	0	0	0	0
Workers	0	11	0	0

4. *Does the entity provide transition assistance programs to facilitate continued employability and the management of career endings resulting from retirement or termination of employment? (Yes/ No)*

No

5. *Details on assessments of value chain partners*

Particulars	% of value chain partners (by value of business done with such partners) that were assessed
Health and safety practices	97%
Working Conditions	97%

Detailed break-up: 100% Suppliers (out of 112 no.) and 95% Dealers (out of 100 no.) under FY24-25 MSI initiative

The Company actively collaborates with its value chain partners, striving not just to meet industry standards, but to redefine them. TVS Motor's 'My Sustainability Index' (MSI) is designed to drive innovation, foster transparency, and create a ripple effect that could redefine industry benchmarks. By systematically assessing and training its value chain partners in a phased approach, the Company ensures compliance with legal and ethical standards while promoting a network-wide transformation toward sustainable practices. In FY24- 25, MSI calibration included 112 suppliers, 57% of suppliers (based on spending), and 100 dealers.

6. *Provide details of any corrective actions taken or underway to address significant risks / concerns arising from assessments of health and safety practices and working conditions of value chain partners.*

TVS Motor Company is working towards ensuring safe and healthy working conditions across its supply chain. The Company proactively assesses its value chain partners' health and safety practices, identifying potential risks and implementing corrective actions. Key risks and mitigation measures include:

Sustainability at Dealers

- **Fire Readiness:** The Company requires its dealerships to implement fire safety measures, which include fire detection systems, extinguishers, and first aid kits. In the fiscal year 2024-25, 222 dealerships adopted these protocols to mitigate risks and protect their assets.
- **Fire Safety Training:** Fire safety training sessions were held during the reporting year. These sessions provided essential knowledge and risk mitigation strategies, significantly enhancing the safety of dealership and warehouse environments. They improved preparedness and response capabilities, ensuring a safer workplace. Approximately 490 participants attended these sessions, contributing to the company's overall safety culture.
- **Road Safety Campaign:** In January 2025, a nationwide road safety campaign was conducted across dealerships in major cities and 19 area offices. This campaign emphasized safe driving practices and traffic awareness. Through 480 dedicated events, it successfully engaged and educated 33,338 individuals, making a significant contribution to road safety and responsible mobility. This achievement reinforces the Company's commitment to the community and responsible business practices.
- **Water Conservation:** The Company's Dry Wash Initiative at dealer workshops aims to conserve water by utilizing steam and waterless cleaning techniques. This initiative reduces wastewater while ensuring effective vehicle maintenance with minimal environmental impact. By promoting these sustainable practices, the initiative aligns with the company's commitment to environmental responsibility and sustainability.

Sustainability at Suppliers

- In FY 2024-25, the Company organized regular safety training sessions to address workplace hazards, fire risks, and emergency response, while risk assessments identified safety gaps for corrective actions.
- During the reporting period, the Company organized 112 supplier capacity-building sessions to raise awareness on energy-efficient measures, water conservation initiatives, waste minimization, recycling programs, and emission reduction to enhance sustainability.

PRINCIPLE 4

BUSINESSES SHOULD RESPECT THE INTERESTS OF AND BE RESPONSIVE TO ALL ITS STAKEHOLDERS

ESSENTIAL INDICATORS

1. *Describe the processes for identifying key stakeholder groups of the entity.*

   The company continually improves its proactive engagement with all stakeholder groups, viewing this as crucial to building partnerships. It has adopted a stakeholder engagement approach that ensures comprehensive dialogue. This approach involves identifying stakeholders' risks, concerns, challenges, and future perspectives, fostering collaboration and informed decision-making.

2. *List stakeholder groups identified as key for your entity and the frequency of engagement with each stakeholder group.*

Stakeholder Group	Whether identified as Vulnerable & Marginalized Group (Yes/No)	Channels of communication (Email, SMS, Newspaper, Pamphlets, Advertisement, Community Meetings, Notice Board, Website), Other	Frequency of engagement (Annually/ Half yearly/ Quarterly / others - please specify)	Purpose and scope of engagement including key topics and concerns raised during such engagement
Customers	No	Email, SMS, Newspapers and Advertisements, showroom enquiries, customer satisfaction surveys, after-sale services	Continuous	Regular engagement with customers, satisfaction assessments, and various market studies help identify principal concerns. These concerns encompass product and service excellence, prompt delivery, competitive pricing, and the fuel economy of vehicles
Dealers	No	E-mail	Continuous	The ambit covers managing dealer systems, organizing dealer and cluster gatherings, providing training on the latest products and company guidelines, conducting facility tours, and maintaining regular communication. Primary issues involve product quality, pricing and margins, product management, technological advancements, catering to varied customer needs, and the availability of skilled personnel
Employees	No	Email, SMS, Notice board, policies, codes and procedures	Monthly, quarterly, and annual as applicable	The scope encompasses conducting performance evaluations, employee engagement, managing grievance procedures, and facilitating trainings and workshops. Central issues include strategies for career development and effectively communicating policies related to employees.
Workers	No	Notice Board, Forums, Committee meetings, consultative collective bargaining process	On-going	The activities include internal forums, sessions with the Director and CEO, and meetings of the plant safety committee. Principal issues cover resolving grievances, addressing occupational health and safety matters, along with additional employee benefits.
Community	No	Community Meetings	Continuous	The focus is on evaluating community requirements, engaging in village events, attending gram sabha meetings, and executing community programs by the SST. Chief concerns include public health and sanitation, infrastructure development, employment opportunities, and educational enhancement
Policy Makers	No	Email, meetings	As-needed basis	Involvement in policy advocacy and collaboration with industry associations.

Stakeholder Group	Whether identified as Vulnerable & Marginalized Group (Yes/No)	Channels of communication (Email, SMS, Newspaper, Pamphlets, Advertisement, Community Meetings, Notice Board, Website), Other	Frequency of engagement (Annually/ Half yearly/ Quarterly / others - please specify)	Purpose and scope of engagement including key topics and concerns raised during such engagement
Regulatory Bodies	No	Email, meetings	As-needed basis	The process involves submitting reports, conducting inspection tours, and holding meetings as required by directives. The main issues concern adherence to regulations and maintaining clarity in reporting.
Shareholders/ Investors	No	Email, Website, Meetings, AGMs, Analyst calls etc	Quarterly and annual	The scope encompasses participating in investor forums, managing corporate communications, conducting annual general meetings, and sending annual reports. Key issues include the company's strategic direction and performance, future objectives & ESG performance, and shareholder returns.
Vendors, Transporters and Suppliers/Service Providers	No	Email, Meetings	Monthly	Initiatives by the supplier development group, such as supplier encounters, visits and assessments, are underway. The main issues being addressed include enhancing communication within the supply chain about strategic planning and updates on rejected financial transactions; coordinating schedules; coping with variable order quantities; securing proactive participation from suppliers in achieving new product development goals; as well as implementing a system for supplier performance recognition and rewards

LEADERSHIP INDICATORS

1. *Provide the processes for consultation between stakeholders and the Board on economic, environmental, and social topics or if consultation is delegated, how feedback from such consultations is provided to the Board.*

   Engagement Activities:

   - Regular Meetings and Discussions: Business and functional heads engage with stakeholders through bi-monthly meetings and open dialogues, ensuring a consistent flow of communication and feedback.
   - Surveys and Feedback Mechanisms: TVS Motor values stakeholder perspectives and actively seeks them through surveys and other feedback mechanisms.

   Utilizing Stakeholder Input:

   - Data Analysis and Insights: Feedback from these engagements is compiled, analyzed, and transformed into actionable insights and recommendations.
   - Informing Board Decisions: This collaborative process ensures that stakeholder interests and concerns are considered, promoting a team approach to decision-making.

2. *Whether stakeholder consultation is used to support the identification and management of environmental, and social topics (Yes / No).*

   Yes, through a comprehensive evaluation of its internal operations and external environment, TVS Motor identifies key stakeholder groups, including investors, employees, customers, dealers, suppliers, communities, CSR partners, industry associations, and regulators.

   Identification of Key Stakeholders:

   - Stakeholder Mapping: TVS Motor systematically maps stakeholders across the value chain, categorizing them based on their internal roles or external influence on business operations. Key stakeholders include investors, employees, customers, dealers, suppliers, communities, CSR partners, industry associations, and regulators.

   Continuous Interaction and Dialogue:

   - Active Engagement: The company maintains ongoing engagement with stakeholders through regular meetings and open discussions, fostering a collaborative and transparent environment.

Assessment and Response Tools:

- Feedback Mechanisms: TVS Motor utilizes various tools, such as surveys, to gather stakeholders' views and opinions, ensuring their voices are heard and considered in decision-making processes.

Evaluation and Actionable Insights:

- Strategic Recommendations: Feedback collected from stakeholder interactions is analysed and transformed into practical insights and strategic recommendations, guiding the company's actions and policies.

If so, provide details of instances as to how the input received from stakeholders on these topics were incorporated into policies and activities of the entity.

In the last FY23-24, the Company conducted a double materiality assessment to analyse its sustainability impacts and risks. The assessment involved ~500 stakeholders from six groups and identified 19 material issues, with 10 deemed 'Critical' due to their significant influence on business activities and strategies. The Company plans to repeat this assessment every three years to address emerging risks and opportunities. Details of the outcome of the assessment is available in our Sustainability Report for FY 23-24

3. ***Provide details of instances of engagement with, and actions taken to, address the concerns of vulnerable/ marginalized stakeholder groups.***

TVS Motor Company is committed to social responsibility and actively collaborates with local communities to drive meaningful change. Through direct engagement and third-party assessments, the company gathers community feedback to shape its Corporate Social Responsibility (CSR) initiatives. These initiatives, implemented in partnership with Srinivasan Services Trust (SST), focus on creating a sustainable and lasting impact by addressing present and future community needs.

SST's "Inclusive Change" program is designed to promote holistic development across key areas:

- Environment: SST raises awareness about soil erosion, deforestation, and climate resilience while promoting tree plantation and sustainable agricultural practices. Farmers are actively encouraged to adopt eco-friendly methods for long-term sustainability.
- Healthcare: Preventive healthcare programs prioritize maternal and child health, nutrition, and access to essential care. Initiatives such as toilet construction, clean water supply, and hygiene promotion help prevent diseases and improve overall well-being.
- Livelihood Development: SST empowers individuals and self-help groups (SHGs) by facilitating access to government welfare programs, fostering economic self-sufficiency, and supporting skill development.
- Social Development: Community-driven initiatives enhance overall social well-being, fostering inclusivity and growth.
- Education: SST ensures that children have access to quality education, supporting their academic development and future opportunities.

By implementing these focused initiatives, TVS Motor Company and SST work towards building stronger, self-reliant communities, driving positive social change for generations to come.

PRINCIPLE 5

BUSINESSES SHOULD RESPECT AND PROMOTE HUMAN RIGHTS

ESSENTIAL INDICATORS

1. ***Employees and workers who have been provided training on human rights issues and policy(ies) of the entity, in the following format:***

Category	FY 2024-25			FY 2023-24		
	Total (A)	No. of employees/ workers covered (B)	% (B / A)	Total (C)	No. of employees/ workers covered (D)	% (D / C)
Employees						
Permanent	4,719	0	0	4,129	0	
Other than permanent	4,983	0	0	2,971	0	
Total Employees	9,702	0	0	7,100	0	
Workers						
Permanent	1,803	0	0	1,850	0	
Other than permanent	0	0	0	1		
Total Workers	1,803	0	0	1,851	0	

Note: TVSM established its Human Rights Policy in FY24-25 and is in the process of developing training modules and plans to undertake human right assessment in the coming year; hence the numbers for FY 23-24 have been revised to NIL

2. ***Details of minimum wages paid to employees and workers, in the following format:***

Category	FY 2024-25					FY 2023-24				
	Total (A)	Equal to Minimum Wage		More than Minimum Wage		Total (D)	Equal to Minimum Wage		More than Minimum Wage	
		No. (B)	% (B / A)	No. (C)	% (C / A)		No. (E)	% (E / D)	No. (F)	% (F / D)
Employees										
Permanent	4,719	0	0.00	4,719	100%	4,129	0	0.00	4,129	100%
Male	4,037	0	0.00	4,037	100%	3,579	0	0.00	3,579	100%
Female	682	0	0.00	682	100%	550	0	0.00	550	100%
Others	0	0	0.00	0	100%	0	0	0.00	0	100%
Other than permanent	4,983	0	0.00	4,983	100%	256	0	0.00	256	100%
Male	3,947	0	0.00	3,947	100%	221	0	0.00	221	100%
Female	1,036	0	0.00	1,036	100%	35	0	0.00	35	100%
Others	0	0	0.00	0	100%	0	0	0.00	0	100%
Workers										
Permanent	1,803	0	0.00	1,803	100%	1,851	0	0.00	1,851	100%
Male	1,802	0	0.00	1,802	100%	1,850	0	0.00	1,850	100%
Female	1	0	0.00	1	100%	1	0	0.00	1	100%
Other than permanent										
Male	0	0	0	0	0	0	0	0	0	0
Female	0	0	0	0	0	0	0	0	0	0

3. *Details of remuneration/salary/wages, in the following format:*

a. *Median remuneration / wages:*

Particulars	Male		Female	
	Number	Median remuneration/ salary/ wages of respective category	Number	Median remuneration/ salary/ wages of respective category
Board of Directors (BoD)	7	INR 41,89,589	1	-
Key Managerial Personnel	2	-	-	-
Employees other than BoD and KMP	5834	INR 14,00,000	683	INR 13,27,048
Workers	3,947	INR 1,28,458	1,036	INR 1,22,488

b. *Gross wages paid to females as % of total wages paid by the entity, in the following format:*

Particulars	FY 2024-25	FY 2023-24
Gross wages paid to females as % of total wages	8.58%	5.75%

4. *Do you have a focal point (Individual/ Committee) responsible for addressing human rights impacts or issues caused or contributed to by the business? (Yes/No)*

Yes, the Company has designated committees to address human rights impacts and issues at its plant level. The Company's human rights policy aligns with international conventions, including the Universal Declaration of Human Rights, the International Labour Organization's Declaration on Fundamental Principles and Rights at Work, and the United Nations Guiding Principles on Business and Human Rights. These frameworks guide the Company's commitment to ethical labour practices, fair treatment, and workplace rights.

TVS Motor's Supplier Sustainability Code of Conduct is a comprehensive framework that promotes human rights protection and responsible business practices across its supply chain. It prohibits child labour, forced labour, and human trafficking, ensuring compliance with international and local laws. Suppliers must provide fair wages, safe working conditions, and reasonable hours, prioritizing workplace health and safety through training and hazard prevention.

The Code upholds freedom of association, allowing employees to form unions without retaliation, and enforces non-discrimination. Suppliers are recommended to have grievance mechanisms and protection for whistleblowers. TVSM ensures compliance through audits, corrective actions, and training, thereby fostering an ethical and sustainable supply chain that stakeholders can trust.

5. *Describe the internal mechanisms in place to redress grievances related to human rights issues.*

The Company has established strong grievance redressal mechanisms to address human rights concerns and ensure a safe and ethical workplace. At the plant level, committees such as the Prevention of Sexual Harassment (POSH) Committee and the Ethics Committee handle employee grievances related to human rights and ethical conduct.

The Whistleblower Policy provides employees a secure platform to report concerns without fear of retaliation, promoting transparency and accountability. Additionally, the POSH Internal Committee (PIC), formed under the Sexual Harassment of Women at Workplace (Prevention, Prohibition, and Redressal) Act of 2013, investigates complaints to ensure a respectful work environment.

The Company has incorporated grievance redressal sensitization into its employee induction program to enhance awareness. Regular workshops, group discussions, online training sessions, and awareness initiatives educate employees on human rights issues and workplace safety.

TVS Motor demonstrates its commitment to safeguarding employee rights and maintaining an equitable and ethical workplace culture through these structured mechanisms.

6. *Number of Complaints on the following made by employees and workers:*

Category	FY 2024-25			FY 2023-24		
	Filed during the year	Pending resolution at the end of year	Remarks	Filed during the year	Pending resolution at the end of year	Remarks
Sexual Harassment	11	1	Enquiry in progress	1	1	Enquiry in Progress
Discrimination at workplace	0	0		0	0	
Child Labour	0	0		0	0	
Forced Labour/Involuntary Labour	0	0		0	0	
Wages	0	0		0	0	
Other human rights related issues						

7. *Complaints filed under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013, in the following format:*

Particulars	FY 2024-25	FY 2023-24
Total Complaints reported under Sexual Harassment on of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 (POSH)	11	1
Complaints on POSH as a % of female employees / workers	0.58	0.18
Complaints on POSH upheld	0	1

8. *Mechanisms to prevent adverse consequences to the complainant in discrimination and harassment cases.*

TVS Motor is committed to maintaining a workplace free from discrimination and harassment, ensuring employees can report concerns without fear of retaliation. To provide a safe reporting environment, the Company has implemented a robust Whistleblower Policy and a Prevention of Sexual Harassment (POSH) Internal Committee. These provide formal platforms for employees to report grievances, including those related to discrimination and harassment, confidentially and without fear of retaliation. Any attempt to intimidate or retaliate against complainants is considered a violation of the Code of Conduct. Further, all complaints are addressed promptly to ensure swift and fair resolution.

9. *Do human rights requirements form part of your business agreements and contracts? (Yes/No)*

Yes. Human rights requirements are key to the Company's business agreements and contracts. Suppliers and partners must follow the Supplier Sustainability Code of Conduct, which aligns with international human rights principles, including ILO standards and UN Guiding Principles on Business and Human Rights.

The Company's enforce compliance with child and forced labour prohibitions, fair wages, safe working conditions, non-discrimination, and ethical sourcing. These commitments are contractually binding, ensuring ethical labour practices. Regular audits and assessments monitor compliance, and violations are met with corrective action plans or business termination, demonstrating the seriousness of our stance on responsible and ethical operations.

10. *Assessments for the year:*

	% of your plants and offices that were assessed (by entity or statutory authorities or third parties)
Child labour	100
Forced/involuntary labour	100
Sexual harassment	100
Discrimination at workplace	100
Wages	100

Note: In FY 24-25, 100% plants underwent SA8000 audits, ensuring complete compliance with statutory laws, regulatory requirements, and labour laws and rules. With our Human Rights policy in place, we will be taking up human rights risk assessments in the next fiscal year

11. *Provide details of any corrective actions taken or underway to address significant risks / concerns arising from the assessments at Question 9 above.*

Not Applicable

LEADERSHIP INDICATORS

1. ***Details of a business process being modified / introduced as a result of addressing human rights grievances/ complaints.***

   In FY25, the company did not receive any human rights complaints. The company has a robust monitoring system to uphold and protect human rights within the organization. The Company has a well-established Human Rights Policy, Code of Conduct, Sexual Harassment Prevention, Fair Practices & Discrimination Policy which strengthens its commitment to maintaining an ethical, inclusive, and compliant workplace. This includes proactive approach of continuous awareness and sensitization through an annual certification system, reinforcing employee understanding of these critical policies.

2. ***Details of the scope and coverage of any Human rights due diligence conducted.***

   TVS Motor is committed to social responsibility and the protection of human rights across its operations and supply chain. Through proactive Human Rights Due Diligence (HRDD), the company identifies and mitigates risks using international standards, as evidenced by its SA 8000:2014 certification across all manufacturing plants. In FY 2024-25, no human rights risks were identified, underscoring the Company's strong ethical standards and dedication to social accountability.

3. ***Is the premise/office of the entity accessible to differently abled visitors, as per the requirements of the Rights of Persons with Disabilities Act, 2016?***

   Yes, TVS Motor ensures its premises and offices are accessible to differently abled visitors in compliance with the Rights of Persons with Disabilities Act, 2016. The Company has incorporated barrier-free access features such as ramps, handrails, elevators, accessible restrooms, and designated parking spaces to facilitate ease of movement. Additionally, the Company promotes an inclusive work environment by continuously improving infrastructure and facilities to meet accessibility standards.

4. ***Details on assessment of value chain partners:***

   The My Sustainability Index (MSI) is a strategic framework designed to systematically benchmark and train value chain partners. It ensures compliance with legal and ethical standards while promoting a network-wide shift toward sustainable practices.

   In the fiscal year, 112 upstream suppliers and 100 downstream dealers were assessed using the MSI, ensuring a consistent and robust sustainability benchmarking approach across the value chain. By reinforcing sustainable practices, the MSI strengthens supply chain resilience and underscores TVS Motor's commitment to sustainability and excellence. Additionally, it supports the company's partnership model, promoting collaboration and shared responsibility among all stakeholders.

   As part of new supplier onboarding, the company also conducted an SA8000 assessment to improve supply chain safety. Ninety-six value chain partners were audited for their safety compliance and supported in identifying around 100 improvements in safety and health.

5. ***Provide details of any corrective actions taken or underway to address significant risks / concerns arising from the assessments at Question 4 above.***

   The Company encourages its dealers to adopt eco-friendly practices, such as dry washing, to minimize water consumption. Additionally, they are required to implement comprehensive fire safety measures, including fire extinguishers, smoke and fire detectors, and thermal runaway boxes, ensuring a safe and compliant workplace.

   In the FY 2024-25, thirty suppliers (30) developed their action plans to address gaps identified under the MSI assessment. As of date, they are working towards addressing these gaps and achieving the set targets with support from the Company through capacity building & training.

PRINCIPLE 6

BUSINESSES SHOULD RESPECT AND MAKE EFFORTS TO PROTECT AND RESTORE THE ENVIRONMENT

ESSENTIAL INDICATORS

1. ***Details of total energy consumption (in Joules or multiples) and energy, in the following format:***

Parameter	Please specify unit	FY 2024-25	FY 2023-24
From renewable sources			
Total electricity consumption (A)	Gigajoules	3,40,385.39	3,06,833.17
Total fuel consumption (B)	Gigajoules	0	0
Energy consumption through other sources (C)	Gigajoules	0	0
Total energy consumed from renewable sources (A+B+C)	Gigajoules	3,40,385.39	3,06,833.17
From non-renewable sources			
Total electricity consumption (D)	Gigajoules	17,617.68	22,499.84
Total fuel consumption (E)	Gigajoules	3,18,657.28	2,99,342.59
Energy consumption through other sources (F)	Gigajoules	0	0
Total energy consumed from non-renewable sources (D+E+F)	Gigajoules	3,36,274.96	3,21,842.43
Total energy consumed (A+B+C+D+E+F)	Gigajoules	6,76,660.35	6,28,675.6
Energy intensity per rupee of turnover (Total energy consumed / Revenue from operations in Crores)	Gigajoules	18.67	19.87
Energy intensity per rupee of turnover adjusted for Purchasing Power Parity (PPP) (Total energy consumed / Revenue from operations adjusted for PPP))	Gigajoules	385.66	588.65
Energy intensity in terms of physical output {Goods sold :(GJ/No of goods)}	Gigajoules	0.14	0.15
Energy intensity (optional) the relevant metric may be selected by the entity.		-	-

Note: Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? (Y/N)

Yes

If yes, name of the external agency.

Bureau Veritas (India) Pvt. Ltd.

2. ***Does the entity have any sites / facilities identified as designated consumers (DCs) under the Performance, Achieve and Trade (PAT) Scheme of the Government of India? (Y/N) If yes, disclose whether targets set under the PAT scheme have been achieved. In case targets have not been achieved, provide the remedial action taken, if any***

   Not Applicable

3. ***Provide details of the following disclosures related to water, in the following format:***

Parameter	Please specify unit	FY 2024-25	FY 2023-24
Water withdrawal by source (in kilolitres)			
(i) Surface water	kilolitres	24,943	16,329
(ii) Groundwater	kilolitres	5,58,185	5,40,422
(iii) Third party water	kilolitres	34,951	18,533
(iv) Seawater / desalinated water	kilolitres	0	0
(v) Others	kilolitres	0	0
Total volume of water withdrawal (in kilolitres) (i + ii + iii + iv + v)	kilolitres	6,18,079	5,75,284
Total volume of water consumption (in kilolitres)	kilolitres	6,85,168	7,51,457
Water intensity per rupee of turnover (Water consumed / turnover in crores)	kilolitres	18.90	23.65
Water intensity per rupee of turnover adjusted for Purchasing Power Parity (PPP) (Total water consumption / Revenue from operations adjusted for PPP)	kilolitres	562.33	703.33
Water intensity in terms of physical output {Goods sold :(KL/No of goods)}	kilolitres	0.14	0.17
Water intensity (optional) - the relevant metric may be selected by the entity	kilolitres	-	-

Note: Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? (Y/N)

Yes

If yes, name of the external agency.

Bureau Veritas (India) Private Limited

4. Provide the following details related to water discharged:

Water discharge by destination and level of treatment (in kilolitres)	UoM	2024-25	2023-24
(i) To Surface water	kilolitres	0.00	0.00
- No treatment	kilolitres	0	0
- With treatment - please specify level of treatment	kilolitres	0	0
(ii) To Groundwater	kilolitres	0.00	0.00
- No treatment)	kilolitres	0	0
- With treatment - please specify level of treatment	kilolitres	0	0
(iii) To Seawater	kilolitres	0.00	0.00
- No treatment	kilolitres	0	0
- With treatment - please specify level of treatment	kilolitres	0	0
(iv) Sent to third parties	kilolitres	0.00	0.00
- No treatment	kilolitres	0	0
- With treatment - please specify level of treatment	kilolitres	0	0
(v) Others	kilolitres	4,06,561.00	3,26,112.00
- No treatment	kilolitres	0	0
- With treatment - please specify level of treatment (Tertiary treatment inhouse zero liquid discharge)	kilolitres	4,06,561.00	3,26,112.00
Total water discharged (in kilolitres)	kilolitres	4,06,561.00	3,26,112.00

Note:

Note: Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? (Y/N)

Yes

Bureau Veritas (India) Pvt. Ltd

5. Has the entity implemented a mechanism for Zero Liquid Discharge?

Yes

If yes, provide details of its coverage and implementation.

TVSM is committed to adopt sustainable water management practices at their manufacturing sites. The company ensures that its facilities do not release any water outside their premises. The Hosur plant in Tamil Nadu is " Zero Liquid Discharge (ZLD") facility in treating industrial wastewater. Additionally, the use of water saving technologies such as optimised appliances and advanced membrane filtration, has led to a 20-50% reduction in raw water usage.

6. Please provide details of air emissions (other than GHG emissions) by the entity, in the following format:

Parameter	Please specify unit	FY 2024-25	FY 2023-24
Nox	MT	148.38	55.08
Sox	MT	55.52	78.51
Particulate matter (PM)	MT	84.79	111.92
Persistent organic pollutants (POP)		0	0
Volatile organic compounds (VOC)	PMP	4.1	4.3
Hazardous air pollutants (HAP)		0	0

Note: Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? (Y/N)

If yes, name of the external agency.

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7. Provide details of greenhouse gas emissions (Scope 1 and Scope 2 emissions) & its intensity, in the following format:

Parameter	Unit	FY 2024-25	FY 2023-24
Total Scope 1 emissions (Break-up of the GHG into CO_2, CH_4, N_2O, HFCs, PFCs, SF_6, NF_3, if available)[3]	tCO_2e	20,440.92 (CO_2 –0.98) (CH_4 – 29.33) (N_2O – 43.3) (HFCs-22 –77.44) (ODS –660.78)	22,693.34 (CO_2 – 0.85) (CH_4 – 11.83) (N_2O – 1987.26) (HFCs-22 – 171.42) (ODS – 313.73)
Total Scope 2 emissions16 (Break-up of the GHG into CO_2, CH_4, N_2O, HFCs, PFCs, SF_6, NF_3, if available)[3]	tCO_2e	2,963.09	4,393.12
Total Scope 1 and Scope 2 emissions per rupee of turnover (Emission / turnover in crores)	tCO_2 e/ Crore	0.65	0.71
Total Scope 1 and Scope 2 emission intensity per rupee of turnover adjusted for Purchasing Power Parity (PPP) (Total Scope 1 and Scope 2 GHG emissions / Revenue from operations adjusted for PPP)		19.21	25.37
Total Scope 1 and Scope 2 emission intensity in terms of physical output {Goods sold (tCO_2e/No of goods)}	(tCO_2e/No of goods)	0.0049	0.01
Total Scope 1 and Scope 2 emission intensity (optional) - the relevant metric may be selected by the entity		-	-

Note:

1. Restatement of Scope 2 data for 2023-24
2. Emission data: Central Electricity Authority 2024; Department for Environment, Food & Rural Affairs(DEFRA) 2024

Note: Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? (Y/N)

If yes, name of the external agency.

Bureau Veritas India (Private) Limited

8. Does the entity have any project related to reducing Green House Gas emission?

Yes

If yes, then provide details.

TVS Motor Company is committed to reducing its environmental footprint and conserving energy resources. To achieve this goal, the company implements several key initiatives, which not only contribute to a healthier planet but also lead to cost savings and improved operational efficiency.

- **Renewable energy mix:** TVS Motor Company actively relies on renewable energy sources, a strategy that has proven successful. As of 31 March,'25, 95.32% of its total energy mix was renewable energy. This includes augmenting its wind energy capacity and procuring green power through the Indian Energy Exchange. These efforts help reduce dependence on fossil fuels and associated emissions.
- **Energy Efficiency Upgrades:** TVS Hosur facility, a beacon of our commitment to sustainability, was certified under ISO 50001:2018 for its energy management systems. Additionally, provision for occupancy sensors in all R&D offices, elimination of heaters in washing machines etc.

9. *Provide details related to waste management by the entity, in the following format:*

Parameter	Unit	FY 2024-25	FY 2023-24
Total Waste generated (in metric tonnes)			
Plastic waste (A)	metric tonnes	582.23	504.32
E-waste (B)	metric tonnes	36.4	29.33
Bio-medical waste (C)	metric tonnes	0.629	0.39
Construction and demolition waste (D)	metric tonnes	0	0
Battery waste (E)	metric tonnes	792.25	114.17
Radioactive waste (F)	metric tonnes	0	0
Other Hazardous waste. Please specify, if any. (G)- Used Oil, Waste containing traces of oil, Phosphate Sludge, Spent Solvents, Used Containers, Chemical Sludge, Paints Sludge, ATFD salt	metric tonnes	4,237.58	4,190.03
Other Non-hazardous waste generated (H)- Metallic waste, Composite Fibre, Paper, Wood, Cardboard, Thermocol, Rubber	metric tonnes	15,253.11	12,344.6
Total (A+B + C + D + E + F + G + H)	metric tonnes	20,902.199	17,182.84
Waste intensity per rupee of turnover (Total waste generated / Revenue from operations)	metric tonnes	0.58	0.52
Waste intensity per rupee of turnover adjusted for Purchasing Power Parity (PPP) (Total waste generated / Revenue from operations adjusted for PPP)	metric tonnes	16.52	15.49
Waste intensity in terms of physical output {Goods sold (Tonne/No of goods)}		0.0044	0.0039
Waste intensity (optional) the relevant metric may be selected by the entity			
For each category of waste generated, total waste recovered through recycling, re-using or other recovery operations (in metric tonnes)			
Category of waste			
(i) Recycled	metric tonnes	17,967.76	13,556.80
(ii) Re-used	metric tonnes	0	0.00
(iii) Other recovery operations	metric tonnes	0	0.00
Total	metric tonnes	17,967.76	13,556.80
For each category of waste generated, total waste disposed by nature of disposal method (in metric tonnes)			
Category of waste			
(i) Incineration- BioMedical Waste	metric tonnes	0.70	0.38
(ii) Landfilling	metric tonnes	0	80.09
(iii) Other disposal operations- The remaining hazardous waste disposed to cement industry for Co-Processing	metric tonnes	2,933.81	2,906.14
Total	metric tonnes	2,934.439	2,986.61

Note: Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? (Y/N)

Yes

If yes, name of the external agency.

Bureau Veritas (India) Private Limited

10. *Briefly describe the waste management practices adopted in your establishments. Describe the strategy adopted by your company to reduce usage of hazardous and toxic chemicals in your products and processes and the practices adopted to manage such wastes*

TVS Motor is dedicated to achieving Zero Waste to Landfill across all operations. The Company's comprehensive waste management plan ensures responsible handling, disposal, and resource recovery, aligning with this ambitious goal and our broader vision of sustainability. During the reporting period, 3 of its manufacturing facilities in India were certified as "Zero Waste to Landfill Facility" by Confederation of Indian Industries (CII).

Hazardous Waste Management: Total hazardous waste generated is sent for co-processing in cement plants, which is converted into alternative fuel, minimizing environmental impact and promoting circularity.

Non-Hazardous Waste Management: All non-hazardous waste is recycled.

Continuous reduction of Hazardous & Toxic Chemicals: At TVS Motor, the Company's commitment to sustainability is ongoing. The Company has adopted a strategy focused on process optimization, material substitution, and sustainable sourcing to reduce hazardous and toxic chemicals. TVS Motor is continuously working towards phasing out hazardous substances, replacing them with eco-friendly alternatives, and implementing closed-loop recycling systems to minimize waste generation

11. *If the entity has operations/offices in/around ecologically sensitive areas (such as national parks, wildlife sanctuaries, biosphere reserves, wetlands, biodiversity hotspots, forests, coastal regulation zones etc.) where environmental approvals / clearances are required, please specify details in the following format:*

S. No.	Location of operations/ offices	Type of operations	Whether the conditions of environmental approval / clearance are being complied with? (Y/N)	If no, the reasons there of and corrective action taken, if any.
Not Applicable				

12. *Details of environmental impact assessments of projects undertaken by the entity based on applicable laws, in the current financial year:*

Name and brief details of project	EIA Notification No.	Date	Whether conducted by independent external agency (Yes / No)	Results communicated in public domain (Yes / No)	Relevant Web link
Not Applicable					

13. *Is the entity compliant with the applicable environmental law/ regulations/ guidelines in India, such as the Water (Prevention and Control of Pollution) Act, Air (Prevention and Control of Pollution) Act, Environment protection act and rules thereunder (Y/N). Yes*

If not, provide details of all such non-compliances, in the following format:

S. No.	Specify the law / regulation / guidelines which was not complied with	Provide details of the non-compliance	Any fines / penalties / action taken by regulatory agencies such as pollution control boards or by courts	Corrective action taken, if any
Not Applicable				

LEADERSHIP INDICATORS

1 *Water withdrawal, consumption and discharge in areas of water stress (in kilolitres):* ***TVSM does not operate in water stress areas.***

Water withdrawal, consumption and discharge in areas of water stress

(i) Name of the area

(ii) Nature of operations

(iii) Water withdrawal, consumption and discharge in the following format:

Parameter	Please specify unit	FY 2024-25	FY 2023-24
Water withdrawal by source (in kilolitres)			
Surface water	kilolitres	Not applicable	Not applicable
Groundwater	kilolitres	Not applicable	Not applicable
Third party water	kilolitres	Not applicable	Not applicable
Seawater / desalinated water	kilolitres	Not applicable	Not applicable
Others	kilolitres	Not applicable	Not applicable
Total volume of water withdrawal (in kilolitres)	kilolitres	Not applicable	Not applicable
Total volume of water consumption (in kilolitres)	kilolitres	Not applicable	Not applicable
Water intensity per rupee of turnover (Water consumed / turnover)	kilolitres	Not applicable	Not applicable
Water intensity (optional) - the relevant metric may be selected by the entity	kilolitres	Not applicable	Not applicable
Water discharge by destination and level of treatment (in kilolitres)			
(i) Into Surface water			
- No treatment	kilolitres	Not applicable	Not applicable
- With treatment - please specify level of treatment	kilolitres	Not applicable	Not applicable
(ii) Into Groundwater			
- No treatment	kilolitres	Not applicable	Not applicable
- With treatment - please specify level of treatment	kilolitres	Not applicable	Not applicable
(iii) Into Seawater			
- No treatment	kilolitres	Not applicable	Not applicable

Parameter	Please specify unit	FY 2024-25	FY 2023-24
- With treatment - please specify level of treatment	kilolitres	Not applicable	Not applicable
(iv) third party water			
- No treatment	kilolitres	Not applicable	Not applicable
- With treatment - please specify level of treatment	kilolitres	Not applicable	Not applicable
(v) Others			
- No treatment	kilolitres	Not applicable	Not applicable
- With treatment - please specify level of treatment	kilolitres	Not applicable	Not applicable
Total water discharged (in kilolitres)	kilolitres	Not applicable	Not applicable

Note: Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? (Y/N) Not applicable

If yes, name of the external agency.

2. ***Please provide details of total Scope 3 emissions & its intensity, in the following format:***

Parameter	Please specify unit	FY 2024-25	FY 2023-24
Total Scope 3 emissions (Break-up of the GHG into CO_2, CH_4, N_2O, HFCs, PFCs, SF_6, NF_3, if available)- Across 11 categories	tCO_2e	-	-
Total Scope 3 emissions per rupee of turnover		-	-
Total Scope 3 emission intensity (optional) - the relevant metric may be selected by the entity		-	-

Note: Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? (Y/N)

If yes, name of the external agency.

3. ***With respect to the ecologically sensitive areas reported at Question 10 of Essential Indicators above, provide details of significant direct & indirect impact of the entity on biodiversity in such areas along-with prevention and remediation activities.***

Not Applicable

4. ***If the entity has undertaken any specific initiatives or used innovative technology or solutions to improve resource efficiency, or reduce impact due to emissions / effluent discharge / waste generated, please provide details of the same as well as outcome of such initiatives, as per the following format:***

	Initiative undertaken	Details of the initiative (Web-link, if any, may be provided along-with summary)	Outcome of the initiative	Corrective action taken, if any
1	Heat Recovery	Introduction of compressor waste heat recovery system powder coating process installed at Hosur Plant where waste heat recovery from compressor is utilized in place of burner	Reduction of Heat pump power consumption by 2.4 lakh units per annum (800 units/day) and Reduction of Fuel consumption by 54000 kgs per annum (180 kgs/day)	-
2	Glass water bottle	Glass water project implemented at Hosur and an average of 750 bottles are distributed daily to Hosur, TVS IQL, Electronic City and Koramangala offices.	Elimination of Single Use Plastic (SUP) water bottles preventing from Land & water contamination and Keeping employees hydrated.	-
3	Infrastructure upgradation	Sewage Treatment Plant of 400 KLD capacity established at Mysuru plant and the designed treated water quality parameters achieved.	Improve treated sewage water quality, less operational cost and Suitable for secondary applications.	-
4	Screw press	Bio-Sludge Dewatering unit with mechanical fine screen installed to remove the moisture from Sewage sludge generated during the treatment.	Reduces sludge volume, Dewatered sludge are repurposed as compost, Protects downstream equipment such as pumps and membranes from blockages.	-
5	Sustainable water management	TVSM has taken conservation efforts like rainwater harvesting, recycling, Zero Liquid Discharge, and process optimization to reduce freshwater dependency.	Achieved Water Positive certification across its manufacturing plants located in Hosur, Tamil Nadu with Water Positive Ratio – 1.21, Mysuru, Karnataka with Water Positive Ratio – 1.24 and Nalagarh, Himachal Pradesh with Water Positive Ratio – 1.49.	-
6	Energy-Efficient EC fan	Conversion of conventional air supply unit blowers into energy efficient electronically commutated fans at Hosur Plant.	1000 Kwh reduction in paint plant power consumption	-
7	Compressor Optimization	Pressure based on load pattern was replaced using Compressor optimization at Hosur plant	Elimination of compressed air requirement which resulted in saving 31000Kwh per Year	-
8	Heat pump	Implementation of Heat pump system to pretreatment process at Hosur Plant.	Fuel Saving (410 Kg per Year of Propane)	-
9	Sensor Installation	Provision for occupancy sensor in R&D centre office areas	Power consumption reduction by (1100890 Kwh per Year)	-

6 ***Does the entity have a business continuity and disaster management plan?***

Yes

Yes, TVSM has a comprehensive Business Continuity and Disaster Management Plan in place. This plan focuses on risk identification, maintaining critical operations during disruptions, and ensuring swift recovery. It incorporates data backup and recovery protocols, alternative communication methods, and designated response teams to manage emergencies effectively. Regular drills and simulations enhance preparedness, while continuous reviews and updates ensure adaptability to evolving risks. By minimizing downtime, protecting assets, and maintaining operational resilience, TVSM's plan safeguards both its business continuity and reputation, reinforcing its ability to withstand and recover from disruptions.

7 ***Disclose any significant adverse impact to the environment, arising from the value chain of the entity. What mitigation or adaptation measures have been taken by the entity in this regard.***

In FY'24, TVSM conducted double materiality assessment to assess their supply chain management and identified area of risk and opportunities. The Company has demonstrated its dedication to sustainability through strategic sourcing and supplier engagement. Materials are selected based on their quality and sustainability. By partnering with suppliers committed to environmental stewardship and human rights, the Company aims to minimise its environmental impact and promote a more sustainable, ethical automotive industry.

8 ***Percentage of value chain partners (by value of business done with such partners) that were assessed for environmental impacts.***

Out of 445 critical suppliers 112 were targeted in phase I of My Sustainability Index (MSI) which constitute 57% of overall suppliers based on spend basis. Among Dealers 100 were targeted under Phase I of MSI where 95 dealers were assessed on environmental impacts.

9 ***How do you track & strengthen green credit generation by company and value chain. How many Green Credits have been generated or procured:***

a. By the top ten (in terms of value of purchases and sales, respectively) value chain partners

TVS Motor is actively exploring opportunities to earn carbon credits through the sale and widespread adoption of electric vehicles (EVs). The Company aims to generate verified carbon credits under national and international frameworks. The proposed strategy includes integrating digital MRV systems, engaging with carbon registries, and ensuring third-party verification for transparency. This approach not only supports India's Green Credit Programme but also reinforces the company's journey net-zero. As EV adoption grows, the Company envision' s creating a scalable model that links green mobility to measurable environmental and economic value.

If (b), not applicable, to be specified

PRINCIPLE 7

BUSINESSES, WHEN ENGAGING IN INFLUENCING PUBLIC AND REGULATORY POLICY, SHOULD DO SO IN A MANNER THAT IS RESPONSIBLE AND TRANSPARENT

ESSENTIAL INDICATORS

1. a. Number of affiliations with trade and industry chambers/ associations.

10

b. List the top 10 trade and industry chambers/ associations (determined based on the total members of such body) the entity is a member of/ affiliated to.

S. No.	Name of the trade and industry chambers/ associations	Reach of trade and industry chambers/ associations (State/National)
1	BCIC Bangalore Chamber of Industry and Commerce	National
2	IMTMA Indian Machine Tool Manufacturers Association	National
3	SIAM - Society of Automotive Manufacturers	National
4	CII - Confederation of Indian Industry	National
5	EFI - Employers Federation of India	National
6	EFSI - Employers Federation of South India	State
7	HIA - Hosur Industries Association	State
8	KEA - Karnataka Employers Association	State
9	BBNIA - Baddi Barotiwala Nalagarh Industries Association	State
10	IMA - Indian Management Association	State

2. Provide details of corrective action taken or underway on any issues related to anti-competitive conduct by the entity, based on adverse orders from regulatory authorities.

Name of authority	Brief of the case	Corrective action taken
	Not applicable	

LEADERSHIP INDICATOR

1. Details of public policy positions advocated by the entity:

S. No.	Public Policy Advocated	Method resorted for such advocacy	Whether information available in public domain	Frequency of review by Board (Annually,Half-Yearly,Quarterly,Others)	Web Link (if Available)
			Not Applicable		

The company does not have separate advocacy policy in place. The company collaborates with Industry associations to advocate public policy.

PRINCIPLE 8

BUSINESSES SHOULD PROMOTE INCLUSIVE GROWTH AND EQUITABLE DEVELOPMENT

ESSENTIAL INDICATORS

1. Details of Social Impact Assessments (SIA) of projects undertaken by the entity based on applicable laws, in the current financial year.

Name and brief details of project	SIA notification No.	Date of notification	Whether conducted by independent external agency (Yes/No)	Results communicated in public domain (Yes / No)	Relevant Web Link
			Not Applicable		

2. Provide information on project(s) for which ongoing Rehabilitation and Resettlement (R&R) is being undertaken by your entity, in the following format:

S. No.	Name of Project for which R&R is ongoing	State	District	No. of Project Affected Families (PAFs)	% of PAFs covered by R&R	Amounts paid to PAFs in the FY (In INR)
				Not Applicable		

3. Describe the mechanisms to receive and redress grievances of the community.

Village Development Officers (VDOs) play a crucial role in bridging the gap between government programs and rural communities. Their physical presence within villages allows for:

- Firsthand understanding of community needs: VDOs can directly observe and interact with residents, gaining a clear picture of community challenges and priorities.
- Immediate feedback mechanisms: VDOs can gather community feedback on existing programs and identify areas for improvement. VDOs facilitate effective program implementation through ongoing interaction.
- SHG meetings: Regular engagement with Self-Help Groups (SHGs) fosters community participation and ensures program alignment with local needs.
- Collaboration with Community Based Organizations and NGOs: VDOs work alongside other NGOs and CBOs, leveraging their expertise and connections, for capacity building and sustainability.
- Collaboration with government officials: VDOs collaborate closely with officials from panchayat, block, and district levels to gather their input. This helps ensure that government schemes reach the intended beneficiaries effectively, even in the most remote areas.
- Community meetings in Villages: Engaging with key stakeholders within the village to discuss matters related to infrastructure renovation or water conservation, to ensure the proper upkeep and long-term maintenance of the renovated structures.

4. Percentage of input material (inputs to total inputs by value) sourced from suppliers:

Particulars	FY 2024-25	FY 2023-24
Directly sourced from MSMEs/ small producers	4.4	6.62
Directly from within India	84	93

5. Job creation in smaller towns and disclose wages paid to persons employed (including employees or workers employed on a permanent or non-permanent / on contract basis) in the following locations, as % of total wage cost

Location	FY 2024-25	FY 2023-24
Rural	74.76	75.82
Semi-urban	10.79	0.00
Urban	12.96	2.41
Metropolitan	1.49	1.40

LEADERSHIP INDICATORS

1. Provide details of actions taken to mitigate any negative social impacts identified in the Social Impact Assessments (Reference: Question 1 of Essential Indicators above):

TVSM adheres to the practice of conducting Social Impact Assessments (SIAs) for all greenfield projects. However, during the fiscal year 2024-25, no SIAs were conducted.

Details of negative social impact identified	Corrective action taken
	Not applicable

2. Provide the following information on CSR projects undertaken by your entity in designated aspirational districts as identified by government bodies:

TVSM does not operate in any aspirational districts.

S. No.	State	% of PAFs covered by R&R	Amounts paid to PAFs in the FY (In INR)
		Not Applicable	

3. (a) Do you have a preferential procurement policy where you give preference to purchase from suppliers comprising marginalized /vulnerable groups? (Yes/No) - No

If NA

(b) From which marginalized /vulnerable groups do you procure?

(c) What percentage of total procurement (by value) does it constitute?

4. Details of the benefits derived and shared from the intellectual properties owned or acquired by your entity (in the current financial year), based on traditional knowledge:

S. No.	Intellectual Property based on traditional knowledge	Owned/ Acquired (Yes/No)	Benefit shared (Yes / No)	Basis of calculating benefit share
		NIL		

5. Details of corrective actions taken or underway, based on any adverse order in intellectual property related disputes wherein usage of traditional knowledge is involved.

Name of authority	Brief of the Case	Corrective action taken
	NIL	

6. Details of beneficiaries of CSR Projects:

S. No.	CSR Project	No. of persons benefitted from CSR Projects	% of beneficiaries from vulnerable and marginalized groups
1	Holistic rural development in tribal habitations of Tamil Nadu, Karnataka, and Andhra Pradesh	85,000	100
2	Renovation of Anganwadis, schools, hostel, health centres, veterinary centres and other rural community infrastructure	1,00,000+	85
3	Medical consultations conducting general health camps, dental camps and eye camps in schools, simple diagnostics, and medicines free of cost at medical centres & Mobile medical units	3,00,000+	75
4	Desilting of water storage bodies and channels	4,000+	75
5	Livelihood initiatives for women in Self-Help Groups	20,000+	70
6	Improving learning outcomes of children in primary and middle schools	5,200+	90
7	Improving life-skills among children	1,200+	90
8	Conducting awareness programs for agriculture and livestock farmers	50,000+	75
9	Beneficiaries of social security schemes	10,000+	95
10	Conducting hygiene awareness programs for children	7,000+	90

PRINCIPLE 9

BUSINESSES SHOULD ENGAGE WITH AND PROVIDE VALUE TO THEIR CONSUMERS IN A RESPONSIBLE MANNER

ESSENTIAL INDICATORS

1. Describe the mechanisms in place to receive and respond to consumer complaints and feedback.

TVS Motor Company has a two-tiered complaint redressal system:

- Tier 1: General Complaints:
  - Channels: Customers can submit general complaints related to sales or service online or via email to customercare@tvsmotor.com
  - Resolution: A dedicated team within the sales or service department addresses these complaints.
- Tier 2: Escalated Complaints:
  - Scope: This tier handles unresolved complaints, disputes, and privacy-related concerns.
  - Process: The legal department manages these escalated issues, ensuring adherence to legal due process.

Customer Focus: TVS Motor Company has a company-wide policy of prioritizing customer satisfaction. This principle applies to the handling of all complaints at both parties.

2. Turnover of products and/ services as a percentage of turnover from all products/service that carry information about:

	As a percentage to total turnover
Environmental and social parameters relevant to the product	100
Safe and responsible usage	100
Recycling and/or safe disposal	5

3. Number of consumer complaints in respect of the following:

Category	FY 2024-25 (Current Financial Year)			FY 2023-24 (Previous Financial Year)		
	Received during the year	Pending resolution at end of year	Remarks	Received during the year	Pending resolution at end of year	Remarks
Data privacy	0	0	NA	0	0	NA
Advertising	0	0	NA	0	0	NA
Cyber-security	0	0	NA	0	0	NA
Delivery of essential services	0	0	NA	0	0	NA
Restrictive Trade Practices	0	0	NA	0	0	NA
Unfair Trade Practices	0	0	NA	0	0	NA
Other						

4. Details of instances of product recalls on account of safety issues:

	Number	Reasons for recall
Voluntary recalls	41675	The company is carrying out detailed inspection and simultaneously ensuring affected customers issues are addressed with no additional monetary receipts
Forced recalls	0	NA

5. Does the entity have a framework/ policy on cyber security and risks related to data privacy? (Yes/No)

Yes

If available, provide a web-link of the policy. https://www.tvsmotor.com/privacy-policy

TVS Motor Company prioritizes information security and upholds a strong cybersecurity framework. It has maintained ISO 27001 certification, an international standard for information security management systems, for 15 years, demonstrating its commitment to best practices. The company conducts annual internal audits to identify and mitigate potential cybersecurity risks. Additionally, an external cybersecurity council comprising independent specialists provides expert guidance on threat management. To further strengthen its security posture, TVS Motor also undergoes periodic external security audits, ensuring an objective assessment of its cybersecurity measures. These initiatives collectively reinforce the company's commitment to safeguarding data and digital assets.

If NA, provide details.

6. Provide details of any corrective actions taken or underway on issues relating to advertising, and delivery of essential services; cyber security and data privacy of customers; re-occurrence of instances of product recalls; penalty / action taken by regulatory authorities on safety of products / services.

TVS Motor Company adopts a comprehensive approach to safeguarding data privacy and security. It enhances detection and monitoring systems to ensure compliance with advertising regulations while optimizing service delivery processes to improve efficiency and reduce security risks. The company implements advanced cybersecurity measures, including frequent security audits to identify vulnerabilities and ongoing personnel training to strengthen awareness and threat prevention. TVS Motor also reinforces data privacy through updated privacy policies aligned with regulations, enhanced encryption methods to protect sensitive data, and continuous monitoring to ensure compliance. This proactive approach enables the company to maintain a secure and resilient data environment.

7. Provide the following information relating to data breaches:

	Number
Number of instances of data breaches	Nil
Percentage of data breaches involving personally identifiable information of customers	Nil
Impact, if any, of the data breaches	Nil

LEADERSHIP INDICATORS

1 Channels / platforms where information on products and services of the entity can be accessed (provide web link, if available).

The information on various products & services of the Company is available on your website: https://www.tvsmotor.com/our-products/vehicles

Additionally, the information regarding the entity and its products is also conveyed through user manual and social media.

2. ***Steps taken to inform and educate consumers about safe and responsible usage of products and/or services.***

   The company adheres to all disclosure requirements for its services in accordance with guidelines on product and service labelling within risk and disclosure categories. Additionally, it provides a comprehensive user manual to educate customers on the responsible usage of its products, ensuring transparency and informed decision-making.

3. ***Mechanisms in place to inform consumers of any risk of disruption/discontinuation of essential services.***

   TVSM utilizes various communication channels, such as email alerts, SMS notifications, website announcements, and social media updates, to promptly notify consumers about potential service disruptions or discontinuations. These proactive measures ensure transparency and enable consumers to take necessary precautions or explore alternative solutions.

4. ***Does the entity display product information on the product over and above what is mandated as per local laws? (Yes/No/Not applicable) - Yes***

   If yes, provide details in brief.

   TVS Motor Company is dedicated to ensuring clear and accessible customer communication, going beyond legal requirements. It provides detailed brochures and leaflets outlining its services, maintains a transparent website with comprehensive product and service information, and offers a mobile app for easy access to loan-related details. Additionally, the company conducts regular market research to understand customer needs, enhance product offerings, improve services, and refine grievance redressal processes.

   Did your entity carry out any survey regarding consumer satisfaction relating to the major products / services of the entity, significant locations of operation of the entity or the entity as a whole? (Yes/No)

   Yes-Every year, TVS Motor Company (TVSM) conducts a customer satisfaction survey to gauge customer sentiments thru renowned agency along with JD Power.

   In the fiscal year 2024-25, TVS Motor Company has achieved the **No. 1 overall ranking** in the **Customer Satisfaction Index (CSI)** with an impressive score of **857 out of 1000**.

   Segment-wise Performance:

   - Premium Segment: TVSM secured No. 1 position with a score of 869, surpassing the industry average of 836.
   - Commuter Segment: TVSM proudly ranked No. 1 with a score of 859, exceeding the industry average of 838.
   - Scooter Segment: TVSM claimed the top spot with a score of 852, outperforming the industry average of 834.

   Additionally, TVS Motor Company secured the **No. 1 ranking across all attributes** in the CSI Survey, reaffirming its excellence in customer satisfaction as per the **JD Power Satisfaction Index**.

For and on behalf of the Board of Directors

PROF SIR RALF DIETER SPETH
Chairman
DIN: 03318908

Bengaluru
5th June 2025

INDEPENDENT PRACTITIONER'S REASONABLE ASSURANCE REPORT

To

The Board of Directors of TVS Motor Company Limited

Introduction and objectives of work

The Board of Directors of **TVS Motor Company Limited** (the 'Company') have engaged us for providing Assurance Report on identified sustainability information in the Business Responsibility & Sustainability Report (BRSR) of the Company for the Financial Year (FY) ended on March 31, 2025.

Intended User

The assurance statement is made solely for "**TVS Motor Company Limited (herein after TVS)**" and its stakeholders" as per the governing contractual terms and conditions of the assurance engagement contract between "TVS" and "Bureau Veritas". To the extent that the law permits, we owe no responsibility and do not accept any liability to any party other than "TVS" for the work we have performed for this assurance report, or our conclusions stated in the paragraph below.

Scope of Work

We have performed the ***Reasonable Assurance engagement for BRSR (Core)*** parameters and ***Limited Assurance for non-core*** parameters in accordance with International Standard on Assurance Engagements (ISAE) 3000(Revised) and in line with the requirements of Bureau Veritas's standard procedures and guidelines for external Assurance of Sustainability Reports, based on current best practice in independent assurance.

The reporting boundaries considered for the BRSR Report for the FY 2024-25, cover the 2 & 3-wheeler (IC engines & Electric Vehicles) Manufacturing Plants, Corporate Office, Marketing Office, Test Track and Training Center.

Site 1:
TVS Motor Company, Post Box No:4, Harita, Hosur, Krishnagiri District, Tamil Nadu, PIN Code - 635109, India and the test track.

Site 2:
TVS Motor Company, Post Box:1, Byathahalli village, Kadakola Post, Mysuru District, Karnataka, PIN Code -571311, India

Site 3:
TVS Motor Company, Village Bhatian, Bharatgarh Road, Nalagarh, Solan District, Himachal Pradesh, PIN Code-174101, India.

Site 4:
IQL (Training Center), Attibele - Anekal Roadd, Thattanahalli, Karnataka, PIN Code – 562107, India.

Corporate Office:
Chaitanya, No. 12, Khader Nawaz Khan Road, Nungabakkam, Chennai, Tamil Nadu, Pin Code – 600006, India.

Marketing Office:
No. 383, TVS Pride, 2nd Floor, Near BDA Complex, Sarjapur Road, 16th Main Road, Koramangala 3rd Block, Bengaluru, Karnataka, PIN Code -560034, India.

Office:
Prathik Tech Park, 93/4, Electronics City Phase 1, Bengaluru, Veerasandra Road, Electronic City, Bengaluru, Karnataka, PIN Code – 560100, India

As part of its independent Reasonable assurance, we assessed the appropriateness and robustness of underlying reporting systems and processes, used to collect, analyze and review the information reported. In this process, we undertook the following activities:

Assessment was conducted by means of physical site visits at Hosur Plant & Test Track, located in Tamil Nadu, Mysuru Unit in Karnataka, Nalagarh Plant in Himachal Pradesh, Corporate Office in Chennai, Tamil Nadu, IQL (training center) in Anekal, Karnataka and remote verification at both Electronic City and Koramangala offices in Bengaluru, Karnataka. Bureau Veritas team interviewed personnel of **TVS Motor Company Limited's** Environment, Employee Resource Management (ERM), Health & Safety (EHS) team, HR, Facilities, Finance and Accounts, Engineering, Purchase, Sustainability Team and other relevant departments.

- The assurance process involved carrying out an Assessment by experienced assessors from Bureau Veritas.
- The Company submitted performance data on reported BRSR (core) topics. The data pertaining to each plant was assessed by Bureau Veritas during the audit visit and through the process above described.
- Data on various BRSR (core) disclosures was assessed for the locations as mentioned above. Later, it was confirmed that the same assessed data went into preparation of the final data within the BRSR Report of FY: 2024-25.

Management Responsibility

The Selection of reporting criteria, reporting period, reporting boundary, monitoring and measurement of data, preparation, and presentation of information in the BRSR report are the sole responsibility of the **TVS Motor Company Limited** and its management. We are not involved in drafting or preparation of the BRSR Report. Our sole responsibility is to provide independent Reasonable Assurance on the BRSR report for the financial year ended 31st March 2025.

The reasonable assurance includes verification of the data and information on selected material BRSR Core topics reported at in the following:

Sl.No	Attribute	Parameter	Cross Reference to the BRSR
1	Greenhouse Gas (GHG) Footprint	Scope 1 Emissions	Principle 6, Question 7 of Essential Indicators
		Scope 2 Emissions	
		GHG Emission Intensity	
2	Water Footprint	Total Water Consumption	Principle 6, Question 3 of Essential Indicators
		Water Intensity	
		Water Discharge	Principle 6, Question 4 of Essential Indicators
3	Energy Footprint	Total Energy Consumed	Principle 6, Question 1 of Essential Indicators
		% from Renewable Sources	
		Energy Intensity	
4	Waste Management (Circularity)	Category-wise Waste Generation	Principle 6, Question 9 of Essential Indicators
		Waste Intensity & Recovery	
5	Employee Wellbeing and Safety	Spending on Well-being	Principle 3, Question 1(c) of Essential Indicators
		Safety Incidents	Principle 3, Question 11 of Essential Indicators
6	Gender Diversity	Wages Paid to Females	Principle 5, Question 3(b) of Essential Indicators
		POSH Complaints	Principle 5, Question 7 of Essential Indicators
7	Inclusive Development	MSME/India n Sourcing	Principle 8, Question 4 of Essential Indicators
		Wages in Smaller Towns	Principle 8, Question 5 of Essential Indicators
8	Customer & Supplier Fairness	Data Breach Incidents	Principle 9, Question 7 of Essential Indicators
		Accounts Payable Days	Principle 1, Question 8 of Essential Indicators
9	Business Openness	Related Party Transactions & Concentration	Principle 1, Question 9 of Essential Indicators

Our Findings

On the basis of our methodology and the activities described above,

- Nothing has come to our attention to indicate that the BRSR disclosures are inaccurate or that the information included therein is not fairly stated.
- It is our opinion that Company has established appropriate systems for the collection, aggregation, and analysis of data on Sustainability/Non-Financial performance disclosures in the BRSR.
- The BRSR Report provides a fair representation of the Company's activities as included therein.
- The information is presented in a clear, understandable, and accessible manner, and allows readers to form a balanced opinion over the Company and status during the reporting period.

Limitations and Exclusions

Excluded from the scope of our work is any assurance of information relating to:

- Activities outside the defined assurance period.
- Positional statements (expressions of opinion, belief, aim or future intention) by **TVS Motor Company Limited** and statements of future commitment.
- Competitive claims in the report claiming, "first company in India", "first time in India", "first of its kind", etc.

Our assurance does not extend to the activities and operations of **TVS Motor Company Limited** outside of the scope and geographical boundaries as well as the operations undertaken by any subsidiaries or joint ventures of the Company.

This independent statement should not be relied upon to detect all errors, omissions or misstatements that may exist within the Report.

Statement of Independence, Integrity, and Competence

Bureau Veritas is an independent professional services company that specialises in quality, environmental, health, safety, and social accountability with over 196 years history. Its assurance team has extensive experience in conducting assessment over environmental, social, ethical and health and safety information, systems and processes.

Bureau Veritas operates a certified Quality Management System which complies with the requirements of ISO 9001:2015, and accordingly maintains a comprehensive system of quality control including documented policies and procedures regarding compliance with ethical requirements, professional standards and applicable legal and regulatory requirements.

Bureau Veritas has implemented and applies a Code of Ethics, which meets the requirements of the International Federation of Inspections Agencies (IFIA), across the business to ensure that its employees maintain integrity, objectivity, professional competence and due care, confidentiality, professional behaviour, and high ethical standards in their day-to-day business activities.

The assurance team for this work does not have any involvement in any other Bureau Veritas projects with **TVS Motor Company Limited**.

Competence

The assurance team has extensive experience in conducting assurance over environmental, social, ethical, and health & safety information, systems and processes and an excellent understanding of Bureau Veritas standard methodology for the Assurance of Sustainability Reports.

Restriction on use of Our Report

Our Reasonable assurance report has been prepared and addressed to the Board of Directors of the **TVS Motor Company Limited** at the request of the company solely to assist the company in reporting on the Company's Sustainability performance and activities. Accordingly, we accept no liability to anyone other than the Company. Our deliverables should not be used for any other purpose or by any person other than the addresses of our deliverables. The Firm neither accepts nor assumes any duty of care or liability for any other purpose or to any other party to whom our Deliverables are shown or into whose hands it may come without our prior consent in writing.

Mr. Senthil Kumar. V
Lead Assuror
Bureau Veritas India Private Limited
Date: 05/06/2025
Place: Bengaluru, India

Mr. Munji Rama Mohan Rao
Technical Reviewer
Bureau Veritas India Private Limited
Date: 05/06/2025
Place: Hyderabad, India

Annexure VII

to Directors' Report to the shareholders

Report on Corporate Governance

1. The Company's Commitment to Responsible Governance

The Company has a strong legacy of fair, transparent and ethical governance practices. Company's businesses seek enhancement of shareholder value within this framework. The Company's philosophy on corporate governance is founded on the fundamental ideologies viz., Trust, Value, Exactness and Passion for Customers.

The Company believes in ensuring corporate fairness, transparency, professionalism, accountability and propriety in total functioning of the Company, which are pre-requisites for attaining sustainable growth in this competitive corporate world. Obeying the law, both in letter and in spirit, is the foundation on which the Company's ethical standards are built.

The Company would constantly endeavour to improve on these aspects.

Good corporate governance, acting in accordance with the principles of responsible management which aimed at increasing enterprise value on a sustainable basis, is an essential requirement for the Group.

The Company's corporate governance philosophy has been further strengthened by adopting a Code of Business Conduct and Ethics, Whistle Blower Mechanism, Code of Conduct to Regulate, Monitor and Report trading by Directors Designated Persons and their Immediate Relatives and Code of practices for fair disclosure of price sensitive information.

2. Board of Directors

The Company has a distinguished Board of Directors (the Board) and comprised of highly respected individuals possessing extensive professional experience and expertise. The Board provides strategic direction and oversight to the management team. This ensures the Company operates in the best interests of all stakeholders, ultimately maximizing long-term value.

2.1 Composition and category of Directors:

The Board recognizes the importance of fostering a balanced composition. Board leverages the strengths through long-standing directors contribute institutional knowledge and a deep understanding of the Company's history and strategic direction. Their experience provides valuable context for informed decision-making and newer appointees bring external insights and diverse viewpoints, challenging assumptions and sparking innovation. This nurtures a dynamic and forward-thinking Board culture.

By implementing a gradual refreshment process, the Board benefits from a continuous exchange of knowledge and ideas. This ensures long-term effectiveness and ultimately drives sustainable value creation for all stakeholders.

As per the amended Articles of Association of the Company, periodic shareholders' approval is required for all the Directors including Promoter Directors, thereby, the Company ensures that all directors serving on the Board or appointed to the Board is put up to shareholders for approval on regular intervals.

The following changes have been effected during the year on the composition of Board of Directors

Name of the Director (M/s.)	Nature	Date of approval		Tenure	Effective date
		Board	Shareholders		
Vijay Sankar	Appointment	20.03.2024	10.05.2024	5 years	20.03.2024
Shailesh Haribhakti	Appointment	20.03.2024	10.05.2024	5 years	01.04.2024
C R Dua	Cessation due to Completion of Tenure	-	-	-	13.07.2024
Hemant Krishan Singh		-	-	-	13.07.2024
Dr. Lakshmi Venu	Retirement	-	-	-	06.08.2024
Kuok Meng Xiong	Resignation	-	-	-	06.08.2024

The terms of appointment include the remuneration payable to them by way of fees and profit related commission, if any.

As on 31st March 2025, the total strength of the board was eight. Prof Sir Ralf Dieter Speth, Non- Executive Director, being Chairman, the required composition of the Board with one-third of its directors as Independent Directors and also to have at least one Woman Independent Director in terms of the Regulation 17 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations) was complied with.

As on 31st March 2025, the Board has four Independent Directors (ID) *viz.*, M/s Shailesh Haribhakti, B Sriram, Dr. Deepali Pant Joshi, and Vijay Sankar.

Mr Venu Srinivasan, Chairman Emeritus & Managing Director (CE&MD), Mr Sudarshan Venu, Managing Director (MD) and Mr K N Radhakrishnan, (Director & CEO) are Executive Directors. Thus, the composition of the Company's Board is in conformity with the Listing Regulations.

The Board of Directors is comprised of highly qualified Non-Executive Directors possessing a diversified range of industry backgrounds. This composition fosters a Board with the following strengths:

- **Deep Industry Knowledge:** Directors bring expertise from a multitude of industries, including financial services. Their experience in navigating complex organizational environments translates to valuable insights for the Company. This promotes a keen understanding of the industry's unique challenges and opportunities, enabling the Board to make informed strategic decisions.
- **Commitment to Board Diversity:** The Company prioritizes cultivating a diverse Boardroom, recognizing the significant benefits of a variety of perspectives in driving effective decision-making and fostering innovation.

By leveraging this combination of industry expertise, long-term industry understanding, and a commitment to diversity, the Board is well-positioned to provide effective leadership and strategic guidance, ensuring the Company's continued success.

As required under Regulation 16 of the Listing Regulations, it is also ensured that Independent Directors do not hold non-independent directorship position in another company, where any non-independent director of the Company is an independent director.

In the opinion of the board, the independent directors fulfill the conditions specified in these regulations and are independent of the management.

In accordance with the provisions of the Act, 2013 and the Articles of Association of the Company, Mr Venu Srinivasan and Prof Sir Ralf Dieter Speth, Directors, who have been the longest in office, are liable to retire by rotation at the ensuing AGM.

Mr Venu Srinivasan, Director, being eligible, offers himself for re-appointment and the same has been recommended by the Board.

Prof Sir Ralf Dieter Speth, has requested not to consider his re-appointment at the ensuing Annual General Meeting and will cease to be Director and consequently as Chairman of the Company effective the close of business hours on the date of the ensuing Annual General Meeting on 22nd August 2025.

The resolution seeking approval of the members for the re-appointment of Mr Venu Srinivasan, Director, retiring by rotation has been included in the Notice of AGM along with brief details about him.

2.2 Elevation of Mr Sudarshan Venu as Chairman of the Company

The Board of Directors at its meeting held on 5th June 2025, approved the elevation of Mr Sudarshan Venu as the Chairman of the Company effective 25th August 2025 in recognition of his exemplary contributions to the Company's sustained growth and strategic development during his tenure as Director.

Mr Sudarshan Venu will be designated as Chairman and Managing Director effective 25th August 2025.

2.3 Board Meetings:

The Company is committed to ensuring a well-informed and engaged Board of Directors.

- **Advanced Planning and Scheduling:** In consultation with the Directors, a tentative annual calendar for Board and Committee meetings is prepared and circulated well in advance. This enables Directors to effectively plan their schedules and maximize participation.
- **Accessibility Through Technology:** Recognizing the diverse needs of our Directors, we offer participation in all Board and Committee meetings via video conferencing also. This flexibility promotes broader participation and informed decision-making.
- **Comprehensive Information Sharing:** The Company adheres to the highest standards of transparency by regularly presenting the Board with all information mandated by Part A of Schedule II to the Listing Regulations. This includes critical data such as annual operating plans, capital expenditure budgets with quarterly updates, quarterly results and committee minutes. Additionally, the Board receives information on significant developments in human resources, industrial relations, legal matters, foreign exchange exposures, risk management strategies, and legal compliance.
- **In-Depth Materials and Discussions:** To facilitate well-informed decision-making, comprehensive notes and pre-agenda materials are circulated well in advance for each meeting. This allows Directors to delve deeper into agenda items, contribute meaningfully, and exercise sound business judgment during discussions.
- **Engaging Presentations:** Business unit leaders present on the Company's operations, risk management practices, and internal financial controls during Board and Audit Committee meetings. External experts are also invited to provide specialized insights wherever necessary. Furthermore, CEOs of subsidiaries present quarterly performance updates to the Audit Committee and Board.
- **Digital Agenda and Materials:** The Company prioritizes environmental friendly practices by utilizing a digital application installed on iPads for circulating meeting agendas. Additionally, all supporting materials and notes for Board and Committee meetings are uploaded electronically well in advance, ensuring easy access and promoting a paperless environment.

These practices combined to create a dynamic and informative environment for Board and Committee meetings, fostering effective governance and informed decision-making that ultimately benefits all stakeholders.

During the year 2024-25, the board met five (5) times viz., 8th May 2024, 6th August 2024, 23rd October 2024, 28th January 2025 and 20th March 2025 and the maximum gap between two consecutive board meetings did not exceed one hundred and twenty days. Besides the IDs held a separate meeting on 6th March 2025 in compliance with the provisions of the Companies Act, 2013 (Act, 2013) and Regulation 25(3) of the Listing Regulations.

2.4 Attendance and other directorships:

The details of attendance of the Directors at the board meetings during the year 2024-25 and at the last AGM held on 6th August 2024 and other Directorships and committee Memberships/ Chairmanships as on 31st March 2025 are as follows:

Name of the Director (M/s)	DIN	Category	Attendance Particulars		Number of other Directorships (including alternate directorships, if any) and Committee Memberships/ Chairmanships		
			Board meetings	Last AGM	Other directorships*	Committee memberships**	Committee chairmanships
Prof. Sir Ralf Dieter Speth	(03318908)	NED	5	Yes	9	-	-
Venu Srinivasan	(00051523)	ED	5	Yes	24	1	-
Sudarshan Venu	(03601690)	ED	5	Yes	17	2	1
K N Radhakrishnan	(02599393)	ED	5	Yes	6	2	1
Shailesh Haribhakti@	(00007347)	ID	5	Yes	18	8	4
Dr. Deepali Pant Joshi	(07139051)	ID	5	Yes	9	8	7
Vijay Sankar	(00007875)	ID	4	Yes	19	3	-
B Sriram	(02993708)	ID	5	Yes	8	5	2
C R Dua$ (upto 13.07.2024)	(00036080)	ID	1	NA	-	-	-
Kuok Meng Xiong$ (upto 06.08.2024)	(09117910)	ID	-	No	-	-	-
Hemant Krishan Singh$ (upto 13.07.2024)	(06467315)	ID	1	NA	-	-	-
Dr. Lakshmi Venu$ (upto 06.08.2024)	(02702020)	NED	-	No	-	-	-

NED: Non Executive Director ED: Executive Director ID: Independent Director NA: Not Applicable

*includes private companies, section 8 companies and companies incorporated outside India. ** includes committees where the director holds the position of chairman.

$ Details of Directorship and Committee membership / chairmanship are not disclosed for those who ceased to be member of the Board during the year.

@ Appointed as a Non - Executive Independent Director wef 1st April 2025.

For the membership and chairpersonship in Committees only Audit Committee and Stakeholders' Relationship Committee have been considered as per Regulation 26 of the Listing Regulations. Also, all public limited companies, whether listed or not, have been included and all other companies including private limited companies, foreign companies and companies under Section 8 of the Companies Act, 2013 have been excluded.

None of the Directors on the Board is a member of more than ten committees or chairman of more than five committees across all the companies in which they are Directors. Mr Venu Srinivasan, Chairman Emeritus & Managing Director is the father of Mr Sudarshan Venu, Managing Director and are related to each other. None of the other existing Directors on the Board are related to any other Director on the Board. The number of Directorships, Committee Memberships / Chairmanships of all Directors are within the respective limits prescribed under the Act, 2013 and the Listing Regulations.

2.5 Listed entities in which the directors hold position as director other than the Company and category of Directorship:

Name of the Director (M/s.)	Name of the Listed company*	Category of directorship
Prof. Sir Ralf Dieter Speth	-	-
Venu Srinivasan	TVS Holdings Limited	Non - Executive Chairman
	Sundaram - Clayton Limited	Chairman Emeritus & Managing Director
Sudarshan Venu	TVS Holdings Limited	Managing Director
	Coromandel International Limited	Non - Executive Independent Director
K N Radhakrishnan	-	-
Shailesh Haribhakti	Swiggy Limited	Non - Executive Independent Director
	Bajaj Electricals Limited	
	Adani Total Gas Limited	
	Protean Egov Technologies Limited	Non- Executive, Chairman
Dr. Deepali Pant Joshi	Coromandel International Limited	Non - Executive Independent Director
	LMW Limited	
	Aurobindo Pharma Limited	
Vijay Sankar	Chemplast Sanmar Limited	Non- Executive, Chairman
	Transport Corporation of India Limited	Non - Executive Independent Director
	Oriental Hotels Limited	
B Sriram	ICICI Bank Limited	Non - Executive Independent Director
	Nippon Life India Asset Management Limited	
	TVS Supply Chain Solutions Limited	

* Directorship held in High Value Debt Listed Entities has not been included.

None of the non-executive directors holds directorships in more than seven listed entities and serves as an independent director. As far as, Managing Director / Whole-Time Director in the Company are concerned, they do not serve as an Independent Director in more than three listed entities.

2.6 Access to information and updation to Directors:

The Board of Directors actively engages with the information presented during meetings. All materials provided are meticulously reviewed in accordance Companies Act, 2013, Listing Regulations and other applicable laws, if any. Functional heads are invited to attend and present relevant information to the Board and Audit Committee as needed.

- Observations from internal audits are presented for discussion and addressed with functional heads by the Audit Committee/Board.
- The Statutory Auditors' compliance report on payment of statutory liabilities is reviewed and discussed with relevant functional heads.
- The Board reviews quarterly declarations submitted by the Director & CEO and the Chief Financial Officer confirming adherance with all applicable laws by relevant functional heads.
- Decisions reached during Board and Committee meetings are promptly communicated to the functional heads responsible for implementation.
- Action taken reports detailing progress on previous meeting decisions are presented at subsequent Board and Committee meeting, ensuring accountability and continuous improvement.

These practices ensure a thorough and transparent review process during Board and Committee meetings.

2.7 Familiarization program

The Company is dedicated to ensuring that all new Directors are well-equipped to contribute effectively from day one. We achieve this through a comprehensive induction program that covers the following key areas:

- Board Fundamentals: New Directors gain a thorough understanding of the Board's role, composition, conduct, and associated risks and responsibilities. This ensures they are fully informed on the best governance and practices by the Company.
- Company's Culture: The program delves into the Company's culture, values, and business model. Directors receive briefings on the roles and responsibilities of senior executives, along with the Company's financial, strategic, operational, and risk management landscape.
- Hands-on Experience: To gain a deeper understanding of the Company's operations, new Directors participate in a plant visit. This firsthand experience provides valuable insights into the

manufacturing process and overall company activities. Additionally, a plant visit allows the new Directors to observe the Company's initiatives.

For more detailed information on the Director induction program, please refer to the dedicated section on the Company website, accessible through the link provided on page 208 of this Annual Report.

2.8 Chart setting out the skills/expertise/competence of the Board of Directors:

While evaluating the Board as a whole, it was ensured that the existing board members have relevant core skills/ expertise / competencies as required in the context of its business(es) and sector(s) to function effectively.

Skill / Expertise/ Competency	Description
Leadership/ Strategy	Experience of playing leadership roles in large businesses, with competencies around strategy development & implementation, sales & marketing, business administration/operations and Organisations and people management.
Automotive Experience/ Engineering	Strong knowledge and experience in automotive industry and in managing business operations of a sizeable organization in the business of manufacture and sale of automobiles.
Financial	Practical knowledge and experience in Finance, accounting and reporting and internal financial controls, including strong ability to asses financial impact of decision making and ensure profitable and sustainable growth.
Governance	Board level experience in reputed organisations, with strong understanding of and experience in directing the management in the best interests of the Company and its stakeholders and in upholding high standards of governance
Regulatory	Strong expertise and experience in corporate law and regulatory compliance in India and overseas (including industry specific laws).

The Company's Board of Directors is highly structured to ensure a high degree of diversity by age, gender, education/ qualifications, professional background, sector expertise and special skills (classification). This is reflected in the Company's skills and diversity grid disclosed here.

Board comprises a range and balance of skills, experience, knowledge, gender, social-economic backgrounds and independence. This needs to be backed by a diversity of personal attributes, including sound judgement, honesty and courage.

Professional Background & Skills / expertise / competency of Directors

Name of the directors	Brief description of special skills
Prof. Sir Ralf Dieter Speth	• Sir Ralf holds a Doctorate Degree in Engineering and is a Professor at the University of Warwick, United Kingdom; • Sir Ralf started his professional career with BMW where he stayed for 20 years before joining Ford Motor Company's Premier Automotive Group (PAG) and later Linde Group, the international gases, materials handling and engineering company; • In early 2010, Prof. Dr Ralf D Speth became Chief Executive Officer, Jaguar Land Rover(JLR), and a member on Tata Motors' Board later that year; • In 2016 he was appointed as a member of the Supervisory Board of Tata Sons Pvt Ltd. Sir Ralf was nominated as a Non-Executive Director and Vice-Chairman of the JLR Board following his retirement in September, 2020; • He has been a member of the Royal Academy of Engineering since 2014. In 2015, he was appointed Honorary Knight of the British Empire (KBE) and in 2019 as Additional Knight Commander of the Most Excellent Order of the British Empire. In 2020, Sir Ralf was elected a Fellow of the Royal Society; • Sir Ralf has been bestowed with many awards and has spearheaded noteworthy initiatives in the automobile industry; and • In January 2023, Sir Ralf Speth, was conferred with an Honorary Doctorate in the field of Science (Doctor of Science, honoris causa) from the University of Warwick, United Kingdom.
Mr Venu Srinivasan	• Mr Venu Srinivasan has made major contribution to the automotive industry and nation building at large for over four decades and has facilitated the Company to emerge as fourth largest two-wheeler manufacturer in India; • His experience and innovative excellence have helped the Company in broadenings its product portfolio from time to time and establishing the Company's presence across the globe; • His dedication to the transformation of rural India by empowering women in the rural areas that can be seen through his passion towards setting up the Srinivasan Services Trust (SST), which has touched the lives of 1.6 million people in 2500 villages across the country in the last 26 years; • He was conferred the Padma Bhushan Award, the third Highest civilian award in India, in January 2020; • He is the recipient of Deming Distinguished Service Award, granted to individuals who have made outstanding contributions in the dissemination and promotion (overseas award 2019), the Ishikawa-Kano Award (2012) by the Asian Network of Quality, the apex body for quality in Asia. • Under his leadership, his companies were awarded the Deming Prize and the Japanese Quality Medal in 2002; • He was conferred with "Order of Diplomatic Merit" (Heung- In Medal) by the President of Korea; He was presented with an "Outstanding Institution Builder" Award at the 13th Managing India Awards by AIMA (All India Management Association) for displaying exceptional vision and leadership in building an institution in 2023; • Conferred with lifetime achievement award by CNBC – TV18's India Business Leadership Awards (IBLA) in 2023 and in 2024 Ernst & Young recognized him with the Life time Achievement award for his decades of entrepreneurial excellence in revolutionizing the two wheeler industry in India; • He was honored with the Lifetime Achievement Award by the prestigious ET Awards for Corporate Excellence. The award honors his unparalleled contributions to Indian manufacturing, leadership and corporate social responsibility; • He is also Chairman in TVS Holdings Limited and Chairman Emeritus and Managing Director of Sundaram- Clayton Limited. He also serves on the board of T V Sundram Iyengar & Sons Private Limited, Tata Sons Private Ltd., (Tata Sons) the holding company of the conglomerate Tata Group; • He is the Chairman of InKo Centre (The Indo- Korean Cultural and Information Centre) which is a non-profit society set up in 2006 with support from TVS Motor Company and Hyundai Motor India Limited to promote a sustainable, meaningful intercultural dialogue between India and South Korea; • He has held various important positions in the Indian Industry, such as the President, Confederation of Indian Industry and the President, Society of Indian Automobile Manufacturers; • He is also a Director on the Central Board of Reserve Bank of India; and • He is also the vice chairman of various Tata Trusts, India's most respected and largest philanthropic foundation and the majority shareholder of the Tata group.
Mr Sudarshan Venu	• Mr Sudarshan Venu has been charting the future of one of India's leading two-wheeler manufacturer, TVS Motor Company, since his induction as Director and has made it the most awarded two-wheeler company. It is a testimony to Sudarshan's focus, that TVS Motor has been voted No. 1 in Customer Satisfaction for four years in a row by the prestigious J. D. Power Awards; • He has set his vision of transforming the company into a leading global mobility player. To this effect, he has set in motion global expansion through both organic & inorganic means; • With his extraordinary efforts, the Company has acquired UK's iconic motorcycle brand Norton Motorcycles and has also setup a completely new manufacturing facility in UK; • He strongly believes in staying ahead of the emerging trends – electrification and personal mobility are two big areas of focus and is looking to build a strategic personal e-mobility ecosystem by scaling unique brands, and led TVS to acquire European e-bike brand EGO Movement and Switzerland's largest e-bike company, Swiss E-Mobility Group; • He has been a pivotal role in expanding international business into markets in Africa, Middle East, Southeast Asia, LATAM, and Europe and market presence in more than 90+ countries across the globe; • He also has been instrumental in setting up and in the success of TVS Emerald Limited, and TVS Digital, a subsidiary of TVSM incorporated in Singapore, focused on providing technology solutions for digital transformation; • His experience and innovative excellence that helped the company in broadening its product portfolio from time to time and Company's market presence across the globe; • His commitment to competitiveness and quality of our economy is manifested through his company's market presence in more than 90+ countries across the globe; • He is also the Chairman of TVS Credit Services, subsidiary, a non-deposit Non-Banking Finance Company and Managing Director of TVS Holdings Limited, Holding Company, a Core Investment Company. • He has received "Next Gen Leader" award at the Indian Family Business Awards 2022 was a testament to his visionary leadership and unwavering commitment to innovation in the automotive industry. • He was presented with Best CEO Award by Business Today in "Manufacturing and Retail Excellence" Category.

Mr K N Radhakrishnan	• With a career spanning decade in the automobile industry, Radhakrishnan is widely recognised for his customer-centric approach, commitment to quality, technological acumen, exceptional leadership skills and unique ability to connect with people. • He was instrumental in expanding the operations of the Company internationally including setting up a plant in Indonesia in 2007 and entering the three-wheeler segment in 2008. • He is also an Executive Committee Member of the Society of Indian Automobile Manufacturers (SIAM) and chairs the Two-Wheeler CEO Council at SIAM.
Mr Shailesh Haribhakti	• Shailesh Haribhakti is a globally recognized thought leader, serial innovator, and sustainability evangelist. A pioneer in Environmental, Social, and Governance (ESG) principles, he has dedicated his life to addressing two of humanity's greatest challenges: inequality and climate change. His visionary leadership spans five decades, during which he has transformed industries, redefined governance, and champion exponential technologies to foster sustainable development. • He founded and grew his own firm achieving an extraordinary 2000x expansion. His tenure as Chairman of global accounting networks such as BDO, Baker Tilly, and Moores Rowland exemplified his leadership capabilities. In 2018, he pivoted his focus to sustainability, teaching himself Physics, Chemistry, and Biology to better understand the principles of exponential technologies and environmental stewardship. • He serves as Chairman of Shailesh Haribhakti & Associates, Vice Chairman of GOvEVA Consulting Pvt. Ltd., Non- Executive Chairman of Aakash Educational Services Ltd., Bharat Clean Rivers Foundation and holds leadership positions across industries, including education, technology, clean energy, and financial services. • He is renowned for his groundbreaking contributions to ESG and sustainability, including introducing Integrated Reporting and pioneering pathways to achieve "Net Zero." His leadership in CSR, governance, and sustainability committees has earned him prestigious accolades such as the Vivekananda Sustainability Award (2022), the Global Competent Boards Designation, and an honorary Doctor of Letters from ITM University.
Dr. Deepali Pant Joshi	• Dr. Deepali Pant Joshi, has more than four decades of experience in the formulation of macro-economic policies. She had a long and distinguished career in Reserve Bank of India, headed various departments including the Department of Rural Planning and Credit and Financial Inclusion Department and Customer Service & Financial Education Department and retired as Executive Director. • She has received many awards for her Professional achievements including Skoch Challenger award for contribution to Financial Inclusion, Chancellors medal at the University of Allahabad for academic proficiency and Amarnath Jha Gold Medal, University of Allahabad. She has authored seven books on Economics, Financial Inclusion and Sustainable Development. • She has published various books on Economics, Financial Inclusion and Sustainable Development. • She also serves as an Independent Director on the board of several companies.
Mr Vijay Sankar	• Mr Vijay Sankar holds Master's in Business Administration from the J L Kellogg Graduate School of Management, Northwestern University, and is also a qualified Chartered Accountant. • Vijay Sankar is the Chairman of The Sanmar Group, headquartered in Chennai, India, with manufacturing facilities in the Mexico, Egypt, and several locations across South India. The Group has a strong presence in key industry segments - Chemicals (including Speciality Chemicals), Engineering Technologies (Products and Steel Castings) and Shipping and has a turnover of approximately US$ 1.6 billion. • Well recognized for its high ethical standards, the Sanmar Group has robust corporate governance methods and a strong focus on corporate social responsibility (CSR). • Mr Sankar is an Independent Director on the Boards of several listed entities. • He also serves as a Vice President of the Tamil Nadu Tennis Association, Trustee of The Childs Trust Hospital and the Voluntary Health Services (VHS) and on the Board of Governors of the Medical Research Foundation (Sankara Nethralaya) and CPR Environment Education Centre. He also serves as a member of the Governing Body of The Cancer Institute (WIA), Adyar, Chennai. • He is the Honorary Consul General of Denmark in Chennai and was honoured with Denmark's Knight's Cross for his remarkable consular service
Mr B Sriram	• He 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.

2.9 Code of Business Conduct and Ethics for Members of the Board and Senior Management Personnel:

The Company has in place a Code of Business Conduct and Ethics for Members of the Board and Senior Management Personnel (the Code) approved by the Board.

The Company's Code of Conduct embodies its values and expectations to which its corporate standards and employee policies are aligned.

The Code has been communicated to Directors and the Senior Management Personnel.

The updated version of the Code has also been displayed on the Company's website in the following link provided in the page no. 208 of this Annual Report.

All the Members of the Board and Senior Management Personnel have confirmed compliance with the Code for the year ended 31st March 2025. The Annual Report contains a declaration to this effect signed by the Director & Chief Executive Officer.

2.10 Appointment / Re-appointment of Directors:

In terms of Regulation 36(3) of the Listing Regulations, a brief resume of Director proposed to be re-appointed, nature of their expertise in specific functional areas, other directorships and committee memberships, shareholdings and relationships, if any, with other Directors along with listed entities from which the Director has resigned in the past three years are provided in the Notice convening AGM of the Company.

2.11 Committees of the Board:

The Board of Directors is committed to strong corporate governance and has established the following committees to provide focused oversight and enhance accountability:

Mandatory Committees:

- **Audit Committee:** Responsible for overseeing the integrity of the Company's financial reporting process.
- **Risk Management Committee:** Identifies, assesses, and mitigates potential risks facing the Company.
- **Stakeholders' Relationship Committee:** Facilitates communication, redressal of grievances and fosters positive relationships with all stakeholders.
- **Nomination and Remuneration Committee:** Recommends qualified candidates for Board positions, SMP positions and oversees executive compensation practices.
- **Corporate Social Responsibility Committee:** Develops and implements the Company's social responsibility initiatives.

Non-Mandatory Committee:

- **Administrative Committee:** Handles administrative matters including business related activities, as delegated by the Board.

The Board establishes the terms of reference for each committee and regularly reviews their performance. Committee meetings are chaired by designated members who report key discussions and decisions to the full Board. Minutes of all Committee meetings are presented at subsequent Board meetings for comprehensive oversight and review.

3. Audit Committee

The primary objective of the Audit Committee is to monitor and provide effective supervision of the management's financial reporting process with a view to ensure accurate, timely and proper disclosure and transparency, integrity and quality of financial reporting. It also helps the Board in meeting its responsibilities for the effectiveness of risk management system.

3.1 Brief description of terms of reference:

The Audit Committee of the Company is entrusted with the responsibility to supervise the Company's internal control and financial reporting process and inter alia performs the following functions:

a. Overviewing the Company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible;

b. Recommending the appointment, remuneration and terms of appointment of auditors of the Company;

c. approval of payment to statutory auditors for any other services rendered by the statutory auditors;

d. Reviewing with the management, the annual financial statements and auditor's report thereon before submission to the Board for approval, with particular reference to:

- Matters required to be included in the Director's Responsibility Statement in terms of clause (c) of sub-section (3) of Section 134 of the Act, 2013;
- Changes, if any, in accounting policies and practices and reasons for the same;
- Major accounting entries involving estimates based on the exercise of judgment by management;
- Significant adjustments made in the financial statements arising out of audit findings;
- Compliance with listing and other legal requirements relating to financial statements;
- Disclosure of any related party transactions; and
- Modified opinions, if any, in the draft audit report.

e. Reviewing, with the management, the quarterly financial statements before submission to the Board for approval;

f. Reviewing and monitoring the auditor's independence and performance and effectiveness of audit process;

g. Approving or subsequently modifying any transactions of the Company with related parties;

h. Scrutinizing the inter-corporate loans and investments;

i. Reviewing the valuation of undertakings or assets of the Company, wherever it is necessary;

j. Evaluating internal financial controls and risk management systems;

k. Reviewing, with the management, performance of statutory and internal auditors, adequacy of the internal control systems;

l. Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit.

m. Discussing with internal auditors of any significant findings and follow up thereon;

n. Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or any failure of internal control systems of a material nature and reporting the matter to the Board;

o. Discussing with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern;

p. Looking into the reasons for substantial defaults, if any, in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors;

q. Reviewing the functioning of the Whistle Blower Mechanism. Regular reports on significant matters raised through the programme and the actions taken to address them are received;

r. Approving the appointment of CFO after assessing the qualifications, experience and background of the candidate; and

s. reviewing the utilization of loans and / or advances from / investments / by the holding company in the subsidiary exceeding ₹ 100 Cr or 10% of the asset size of the subsidiary, whichever is lower.

t. Consider and comment on rationale, cost-benefits and impact of schemes involving merger, demerger, amalgamation etc., on the listed entity and its shareholders, if any.

In addition, reviewing of such other functions as envisaged under Section 177 of the Act, 2013 read with the Companies (Meetings of Board and its Powers) Rules, 2014 as amended and Regulation 18 of the Listing Regulations.

The subjects reviewed and recommended in the meetings of the Audit Committee were apprised to the Board by the Chairman of the Committee, for its approval. All the recommendations made by the Committee during the year under review, were accepted by the Board.

3.2 Composition, name of the Chairman and Members:

As of 31st March 2025, the Committee consists of the following Executive/ Independent director viz., Mr Shailesh Haribhakti, Independent Director Dr. Deepali Pant Joshi, Independent Director and Mr K N Radhakrishnan, Director & CEO.

During the year under review, Mr C R Dua, Independent Director completed his tenure on 13th July 2024 and thereby ceased as member of Audit Committee.

Mr Shailesh Haribhakti, Independent Director was appointed as member/chairman of the Committee effective 8th May 2024 at the Board meeting held on 8th May 2024.

Mr Shailesh Haribhakti, Chairman of the Committee was present at the last AGM held on 6th August 2024 to answer the Shareholder queries.

Mr K S Srinivasan, Company Secretary acts as the Secretary of the Committee.

3.3 The particulars of meetings and attendance by the members of the Committee, during the year under review, are given in the table below:

Date of the Meetings	CRD	SH	KNR	DPJ
07-05-2024	✓	NA	✓	✓
05-08-2024	NA	✓	✓	✓
22-10-2024	NA	✓	✓	✓
24-01-2025	NA	✓	✓	✓
18-03-2025	NA	✓	✓	✓

"✓"- Attended the meeting; "NA" – Not applicable

[CRD – Mr C R Dua,(upto 13th July 2024) SH – Mr Shailesh Haribhakti (from 8th May 2024) KNR – Mr K N Radhakrishnan, DPJ – Dr. Deepali Pant Joshi]

4. Subsidiary companies

The Company has three wholly owned subsidiaries in India viz., Sundaram Auto Components Limited, TVS Motor Services Limited and TVS Electric Mobility Limited. It also has other subsidiaries viz.TVS Credit Services Limited and its three subsidiaries viz., Harita ARC Private Limited, Harita Twowheeler Mall Private Limited and TVS Housing Finance Private Limited.

The Company sold its entire holding of 30,50,000 equity shares of ₹ 10/- each (100%) in TVS Digital Limited (formerly known as TVS Housing Limited) to TVS Holdings Limited, consequently it ceased to be a wholly owned subsidiary of the Company, effective 16th September 2024.

The Company has increased its investment in TVS Credit Services Limited by acquiring 6,894,325 equity shares at ₹10 each. This has raised the total equity stake to 85.63%, while the fully diluted shareholding stands at 80.69%.

The Company has acquired additional stake of 39.43% from the existing shareholders, thereby increasing the total stake to 89.40% in DriveX Mobility Private Limited (DriveX). Hence, DriveX ceased to be an associate and became a subsidiary of the Company.

During the year under review, the Company incorporated a Wholly Owned Subsidiary in Dubai viz., "TVS Motor Company DMCC".

The Company has acquired additional stake of 8.26% and 30% in The GO Corporation ("GO AG"), Switzerland and EBCO Limited ("EBCO"), UK, respectively through its overseas subsidiary viz., TVS Motor (Singapore) Pte. Limited, thereby GO AG and EBCO have become wholly owned subsidiaries of TVS Motor (Singapore) Pte Ltd. and the Company.

The foreign subsidiaries are TVS Motor (Singapore) Pte. Limited and its subsidiaries viz., The Norton Motorcycle Co Limited, UK, TVS Digital Pte Ltd, Swiss E-Mobility Group (Holding) AG and its subsidiaries viz., Swiss E-Mobility Group (Schweiz) AG, Switzerland, Colag E-Mobility GmbH, Germany, Alexandr'RoEdouard'O Passion VeloSarl, Switzerland and Swiss E-Mobility Group (Osterreich) GmbH; The GO AG and its subsidiary viz., EGO Movement Stuttgart GmbH, Germany; EBCO Limited, UK, Celerity Motor GmbH ,TVS Motor Company (Europe) B.V. and PT. TVS Motor Company Indonesia.

The Board of Directors at their Meeting held on 28th January 2025 approved a Scheme of Amalgamation of Sundaram Auto Components Limited with the Company and their respective shareholders under Sections 230 to 232 and other applicable provisions of the Companies Act, 2013, subject to approval of the National Company Law Tribunal, Chennai Bench (NCLT). Necessary application will be filed with NCLT in due course.

The Audit Committee reviews the financial statements and in particular the investments made by the said unlisted subsidiaries. The minutes of the Board meetings of the said unlisted subsidiaries, wherever applicable, are periodically placed before the Board.

The Committee is periodically informed about all significant transactions and arrangements entered into by all these unlisted subsidiaries.

Material Subsidiaries Policy

The Board has duly formulated a policy for determining 'material subsidiaries'. As per the Listing Regulations 2015, material subsidiary means a subsidiary whose turnover or net worth exceeds 10% of the consolidated turnover or net worth respectively, of the listed entity and its subsidiaries in the immediately preceding accounting year.

Further, as per regulation 24(1) of the Listing Regulations, if turnover or net worth of an unlisted subsidiary (both Indian and overseas) exceeds 20% of the consolidated turnover or net worth respectively, of the listed entity and its subsidiaries in the immediately preceding accounting year, such unlisted material subsidiary is required to have on its board atleast one independent director of the listed entity.

As of 31st March 2025, the Company's Indian subsidiary, viz., TVS Credit Services Limited and overseas subsidiary viz., TVS Motor (Singapore) Pte Limited are covered within the definition of "unlisted material subsidiary" in terms of the Regulation 16(1)(c) of the Listing Regulations.

For the purpose of complying with the requirement of Regulation 24 of the Listing Regulations, the Company nominated one of the ID of the Company on the Board of TVS Credit Services Limited and TVS Motor (Singapore) Pte Limited, whose income / net worth exceeds of 20% of the consolidated income or net worth.

The Company has ensured that all the identified material subsidiaries incorporated in India have obtained secretarial audit report from a Company Secretary in Practice for FY 2024-25 and annexed with the annual report of the Company.

Copy of the Material Subsidiary policy is available on the Company's website in the link provided in page no. 208 of this Annual Report.

5. Disclosures

5.1 Materially significant related party transactions:

All transactions entered into with related parties (RPTs), as defined under the Act, 2013 and the Listing Regulations during the financial year 2024-25 were in the ordinary course of business and at arm's length and do not attract the provisions of Section 188 of the Act, 2013 and the rules made thereunder.

There were no materially significant transactions with the related parties during the year, which were in conflict

of interest, and hence no approval of the Company was required in terms of the Listing Regulations.

The transactions with the related parties, namely its promoters, its holding, subsidiary and associate companies etc., of routine nature have been reported in the Annual Report, as per Indian Accounting Standard 24 (IND AS 24) notified vide the Companies (Indian Accounting Standard) Rules, 2015.

Details of related party transactions are enclosed as part of accounts for the year ended 31st March 2025.

Related Party Transaction Policy

The Board has formulated a policy on related party transactions. The Audit Committee reviews and approves transactions between the Company and related parties, as defined under the Listing Regulations, to ensure that the terms of such RPTs would reasonably be expected of transactions negotiated or at arm's length basis and in the ordinary course of business. The audit committee meets prior to each scheduled board meeting to review all RPTs of the Company on a quarterly basis.

In terms of Regulation 23 of the Listing Regulations, all RPTs for the succeeding financial year, with clear threshold limit, are regularly placed before the Audit Committee meeting convened in last quarter of the financial year for its approval and recommendation to the Board for its approval, wherever required. RPTs entered upto that period are reviewed at the meeting for any upward revision in the threshold limit.

It is also ensured that none of RPTs involving payments with respect to brand usage or royalty during the financial year, exceeded five percent of the annual consolidated turnover of the Company as per the previous audited financial statements of the Company.

As per the Companies Act 2013, any unforeseen RPT involving amount not exceeding ₹ 1 crore per transaction is entered without obtaining prior approval of the Audit Committee and such RPTs can be ratified by the Audit Committee within three months from the date of such transaction. The Company's substantial portion of RPTs are with the wholly owned subsidiaries which are exempted from the compliance with the requirements of the Companies Act and Listing Regulations.

Copy of the said Policy is available on the Company's website in the link as provided in page no. 208 of this Annual Report.

The Company has engaged an Independent Audit firm for ensuring correctness of the approach in complying with the criteria on arm's length price and ordinary course of business for all RPTs entered into by the Company duly validated from time to time.

5.2 Disclosure of accounting treatment:

Pursuant to the notification, issued by the Ministry of Corporate Affairs dated February 16, 2015 relating to the Companies (Indian Accounting Standards) Rules, 2015, the Company has adopted "IND AS" with effect from 1st April 2016. Accordingly, the financial statements for the year 2024-25 have been prepared in compliance with the said Rules.

5.3 Risk Management:

a) The Risk Management Committee plays a crucial role in overseeing the Company's risk appetite, tolerance, and strategy.

This function is complemented by a well-established Risk Management Policy, which formalizes the Company's approach to managing material business risks. The policy leverages a combined top-down and bottom-up approach to comprehensively identify, assess, monitor, and manage key risks across all business units.

b) A robust risk management framework ensures regular internal reviews and reporting to the Board.

This process involves identifying and prioritizing business risks based on their severity, likelihood of occurrence, and the effectiveness of current detection methods. The framework also monitors ongoing and potential risk exposures, the effectiveness of the risk management system itself, and adherence to Board approved risk policies. Senior Management reviews these risks on a quarterly basis. Additionally, process owners are assigned for each risk, and metrics are developed to track and evaluate the effectiveness of mitigation strategies.

The Board is confident that the Company has adequate systems and procedures in place to effectively identify, assess, monitor, and manage risks. This confidence is further bolstered by the Company's Audit Committee, which reviews reports from management and recommends appropriate actions when necessary.

Risk Management Committee:

As of 31st March 2025, the Risk Management Committee consists of the following Directors/ Key Management Personnel viz., M/s B Sriram, Independent Director, Sudarshan Venu, Managing Director, K N Radhakrishnan, Director & CEO and K Gopala Desikan, Chief Financial Officer.

During the year under review, Mr Hemant Krishan Singh, Independent Director completed his tenure on 13th July 2024 and thereby ceased as member of the Committee.

Mr B Sriram, Independent Director was appointed as a Member and Chairman of the Committee effective 8th May 2024 by the Board.

The composition of the Committee is in accordance with the requirements of Regulation 21 of the Listing Regulations. Mr B Sriram, Independent Director is the Chairman and Mr K S Srinivasan, Company Secretary acts as the Secretary of the Committee.

As per the Risk matrix – competitive action in domestic market, non achievement of planned material cost reduction, International Business Industry Risk on account of forex shortage, and currency depreciation, geo political issues and non-achievement of planned market share, EV Business risk, Geo Political risk on account of impact on crude oil prices, Tariff rates, Cross border tensions, Delay and lower contribution for new product and variant launches were reviewed including the mitigation plans for those critical risks.

Cyber Threats:

The Committee received regular updates on the key risk associated with technology, including notable incidents, regulatory developments, governance and strategy, as well as developments in the global cybersecurity threat landscape such as the risk in prominence of ransomware, data leaks, privileged access violation, distributed denial-of-service attacks, software code security and the progress of cyber-attack simulation exercises with senior executives and readiness training across all the Companies in the Group.

The particulars of meetings and attendance by the members of the Committee, during the year under review, are given in the table below:

Date of the Meetings	Members present (M/s)				
	BS	SV	KNR	KGD	HK
19.04.2024	NA	LOA	✓	✓	✓
22.10.2024	✓	LOA	✓	✓	NA

"✓"- Attended the meeting ; "LOA" – Leave of absence, "NA" – Not applicable

[BS - Mr B Sriram (from 8th May 2024), SV - Mr Sudarshan Venu, KNR - Mr K N Radhakrishnan, KGD - Mr K Gopala Desikan and HK - Mr Hemant Krishan Singh (upto 13th July 2024)]

Scope:

(a) Overseeing and approving the Company's enterprise-wide risk management framework;

(b) Overseeing / identifying / assessing of all risks that the Organization faces such as strategic, financial, credit, marketing, liquidity, security, property, IT, legal, regulatory, reputational;

(c) Evaluating that adequate risk management infrastructure is in place and capable of addressing those risks; and

(d) Monitoring / overseeing the implementation of the risk management policy and reviewing the policy periodically

Role:

(a) To identify, evaluate and mitigate the existing as well as potential risks to the Company and to recommend the strategies to the Board to overcome them;

(b) To develop and implement action plans to mitigate the risks;

(c) To oversee at such intervals as may be necessary, the adequacy of Company's resources, to perform its risk management responsibilities and achieve its objectives;

(d) To review the risk management framework for the operations of the Company that are deemed necessary and Company's performance against the identified risks of the Company;

(e) To formulate the strategies towards identifying any areas that may materially affect the Company's overall risk exposure and to review the risk management plan;

(f) To adequately transmit necessary information with respect to material risks to Senior Executives / Board / relevant Committees;

(g) To check if Cyber security cover has been adopted by Information systems department; and

(h) Such other items as may be prescribed by regulatory or by the Board, from time to time.

5.4 Instances of non-compliances, if any:

There were no instances of non-compliance by the Company or penalty and stricture imposed on the Company by the Stock Exchanges or SEBI or any other statutory authorities on any matter related to the capital markets, during the last three years.

5.5 Disclosure by Senior Management Personnel:

The Senior Management Personnel have made disclosures to the Board relating to all material, financial and other transactions stating that they did not have personal interest that could result in conflict of interest with the Company at large.

Particulars of Senior Management Personnel of the Company:

S. No.	Name of the Senior Management Personnel (M/s.)	Category
1.	K Gopala Desikan	Chief Financial Officer
2.	Sharad Mohan Mishra	President - Group Strategy
3.	Gaurav Gupta	President - India 2W Business
4.	Peyman Kargar (w.e.f. 1st April 2025)	Head – International Business
5.	Bernhard Heiming	Chief Technology Officer
6.	R Anandakrishnan	Group Head - ERM, HR & IT
7.	K S Srinivasan	Company Secretary

5.6 CEO and CFO Certification:

The Director & Chief Executive Officer and Chief Financial Officer of the Company have certified to the Board on financial and other matters in accordance with Regulation 33 of the Listing Regulations for the financial year ended 31st March 2025.

5.7 Compliance with mandatory / non-mandatory requirements:

The Company has complied with all applicable mandatory requirements in terms of the Listing Regulations. The non-mandatory requirements have been adopted to the extent and in the manner as stated under the appropriate headings detailed in this Report.

5.8 Code of Conduct for Prevention of Insider Trading:

In compliance with SEBI (Prohibition of Insider Trading) Regulations 2015, as amended, the Company has a comprehensive Code of Conduct for Prevention of Insider Trading and the same is being strictly adhered to by the Designated persons (DPs) while dealing in Company's securities in excess of the threshold limit as defined under this Code.

The Company also has in place a Code of Practices and Procedures for fair disclosure of "Unpublished Price Sensitive Information" (UPSI) and a Code of Conduct to regulate, monitor and report trading by insiders.

The Company has been advising the DPs covered by the Code not to trade in Company's securities during the closure of trading window period. The Company has set up a mechanism for weekly tracking of the dealings of equity shares of the Company by the DPs and their immediate relatives having access to unpublished price sensitive information. For the purpose of financial results, the Company follows closure of trading window from the end of every quarter till 48 hours the UPSI made public. In addition, the Company is also closing the trading window for considering the UPSI at the Board meeting and advising the DPs connected with the UPSI.

The Audit Committee also reviewed the Institutional Mechanism for Prevention of Insider trading and the systems for internal control as per Regulation 9A of the SEBI (Prohibition of Insider Trading) Regulations 2015 and declarations from DPs affirming their compliance with the Code for the year 2024-25.

The Company has installed necessary software for maintaining a Structured Digital Database as per the circulars issued by the SEBI. The Company regularly shares the importance of recording the UPSI to the DPs concerned. All DPs have been requested to share emails or any communication containing UPSI with others only for legitimate purposes. Wherever it is required, DPs are requested to record sharing of UPSI details with other employees, Auditors, Consultants within or outside the Company, marking a copy to a dedicated email ID. Emails marked to the specific mail ID can be accessed only by the intended users, till it is made public.

5.9 Management Discussion and Analysis Report, Familiarization Programme and Whistle Blower Policy:

All the above Report / Policies form part of the Directors' Report.

5.10 Whistle Blower Policy

The Company has cultivated a strong reputation over the years for conducting business with the utmost integrity. This commitment is reflected in our zero-tolerance policy for unethical behaviour. To uphold this standard, we have established a robust vigil mechanism that allows for the reporting of concerns in compliance with the Act and Listing Regulations. The Board's Audit Committee diligently oversees the functioning of this mechanism.

Whistleblowers are empowered to make protected disclosures through various channels. This system facilitates the reporting of actual or suspected instances of fraud or violations of the Company's Code of Conduct. It is affirmed that during the year, no person has been denied access to the Audit Committee.

Copy of the said Policy is available on the Company's website in the following link is available in page no. 208 of this Annual Report.

6. Nomination and Remuneration Committee (NRC)

The NRC assists the Board in its oversight of Board composition and the maintenance of an effective framework for succession planning. It is also assists with the implementation of the Remuneration Policy, including the fixing of remuneration of the Executive Directors, Key Managerial Personnel (KMPs)(other than Directors) and Senior Managerial Personnel(SMPs).

6.1 Composition of the Committee:

As of 31st March 2025, NRC consists of the following Independent Directors viz., M/s Vijay Sankar, Dr. Deepali Pant Joshi and B Sriram.

During the year under review, Mr C R Dua, Independent Director completed his tenure on 13th July 2024 and thereby ceased as chairman and member of NRC Committee.

Mr Kuok Meng Xiong, Independent Director resigned effective 6th August 2024 and thereby the Director ceased as member of NRC Committee.

Dr Deepali Pant Joshi, Independent Director was appointed as a member of the Committee effective 8th May 2024 by the Board.

Mr Vijay Sankar, Independent Director was appointed as a member of the Committee effective 8th May 2024 and Chairman effective 14th July 2024 by the Board.

Mr Vijay Sankar, the Chairman of the Committee was present at the last AGM held on 6th August 2024 to answer Shareholder queries.

Mr K S Srinivasan, Company Secretary acts as the Secretary of the Committee.

6.2 The particulars of meetings and attendance by the members of the Committee, during the year under review, are given in the table below:

Date of the Meetings	Members present (M/s)				
	CRD	BS	MX	VS	DPJ
08.05.2024	✓	✓	✓	NA	NA
05.07.2024	✓	✓	✓	✓	✓
28.01.2025	NA	✓	NA	✓	✓
20.03.2025	NA	✓	NA	✓	✓

"✓"- Attended the meeting ; "NA" – Not Applicable;

[CRD – Mr C R Dua (upto 13th July 2024), BS – Mr B Sriram, MX – Mr Kuok Meng Xiong (upto 6th August 2024), VS – Mr Vijay Sankar (from 8th May 2024), DPJ - Dr. Deepali Pant Joshi (from 8th May 2024)]

6.3 The broad terms of reference of the NRC are as under:

- Guiding the Board for laying down the terms and conditions in relation to the appointment and removal of Director(s), Key Managerial Personnel (KMP) and Senior Management Personnel (SMP) of the Company.
- Evaluating the performance of the Director(s) and providing necessary report to the Board for its further evaluation and consideration.
- Recommending to the Board on remuneration payable to the Director(s), KMP and SMP of the Company based on (i) the Company's structure and financial performance and (ii) remuneration trends and practices that prevail in peer companies across the automobile industry.
- Retaining, motivating and promoting talent amongst the employees and ensuring long term sustainability of talented SMP by creation of competitive advantage through a structured talent review.

6.4 The role / scope of NRC is as follows:

- To make recommendations to the Board with respect to incentive compensation plans for the Executive Director(s) and remuneration of Non-Executive Director(s) of the Company.
- To identify persons who are qualified to become Director(s), KMP and SMP of the Company.
- To recommend to the Board for the appointment / removal of Director(s), KMP and SMP of the Company including recommendation of remuneration payable.
- To formulate criteria for determining qualification, positive attributes and independence of a Director of the Company.
- To recommend to the Board a Policy for remuneration of Director(s), KMP and SMP of the Company.

6.5 Board and Committee Performance Evaluation

The NRC laid down the criteria for evaluating the performance of every Director, Committees of the Board and the Board as a whole and also the performance of KMP and SMP.

Board Performance Evaluation

- Composition, Size, and Expertise: The Board's composition, size, and mix of skills and experience are assessed. The effectiveness of Board meetings is evaluated considering factors such as meeting frequency, discussion quality, decision-making processes, and follow-up actions.
- Information Quality and Governance: The quality of information provided to the Board and its adherence to good governance practices are reviewed.
- Committee Performance: The performance of various Board committees established for specific purposes is assessed.

Evaluation Methodology

The NRC prescribed a peer evaluation methodology using a set of questionnaires to assess the performance of individual directors, Board committees, the Chairman, and the Board as a whole. The Board conducted the evaluation following this prescribed methodology.

Individual Director Evaluation

The performance of individual directors is evaluated based on their:

- Commitment to their role and fiduciary responsibilities as Board members.
- Attendance and active participation in Board meetings.
- Strategic and lateral thinking abilities.

- Professional contributions and recommendations provided to the Board.
- Leadership or participation in various Board committees.

Senior Management Performance

The performance of SMP is measured against their achievement of business plans approved by the Board throughout the financial year and their annual performance incentives tied to those achievements. All SMP evaluations are conducted consistently following the established criteria.

NRC has the overall responsibility for evaluating and approving the compensation plans, policies and programmes applicable to SMP. NRC also delegated its authority to the Executive Directors, wherever appropriate, for this purpose.

6.6 Nomination and Remuneration Policy

The Nomination and Remuneration Policy has been placed on the website of the Company. The details of the website link is available on the Company's website as provided in page no. 208 of this Annual Report. The salient features of the policy are as follows:

NRC formulates policy to ensure that –

- the level and composition of remuneration is reasonable and sufficient to attract, retain and motivate Director(s) of the quality required to run the Company successfully;
- the relationship of remuneration to performance is clear and meets appropriate performance benchmarks; and
- the remuneration to Director(s), KMP and SMP of the Company involve a balance between fixed and incentive pay reflecting short and long- term performance objectives appropriate to the working of the Company and its goals.

6.7 Remuneration to Directors:

Executive Directors:

The remuneration payable to Managing Director (MD) and Director & CEO is fixed by the Board and are within the limits approved by the Shareholders in terms of the relevant provisions of the Act, 2013 read with Regulation 17 of the Listing Regulations.

Particulars of remuneration to Executive Directors for the financial year 2024-25:

Rupees in Crores

Particulars	Salary & Perks	Commission	Total
CE & MD	1.00	-	1.00
MD	8.05	36.00	44.05
Director & CEO	5.67	16.25	21.92

There is no separate provision for payment of severance fees. The notice period is mutually agreed between these Directors and the Board. The tenure of office of Executive Directors is for five years from their respective dates of appointment / re-appointment.

Commission paid to the Directors are within the permissible limits approved by the Members and determined by the Board every year depending upon the performance of the Company.

Non-Executive Directors:

Sitting fees

The Board at its meeting held on 5th May 2022 approved revised sitting fees of ₹ 40,000/- each to the Non-Executive Directors for attending each Board and / or Committee meeting thereof attended by them, which is within the limits, prescribed under the Act, 2013, effective that date.

Commission

The Company benefits from the expertise, advice and inputs provided by IDs. IDs devote their valuable time in deliberating on strategic and critical issues in the course of Board and Committee meetings of the Company and give their valuable advice, suggestions and guidance to the management of the Company, from time to time and hence IDs are being paid by way of sitting fees and commission.

NRC, in its meeting held on 28th April 2025 recommended the payment of commission to IDs within the permissible limit, in terms of the provisions of Sections 197 / 198 of the Act, 2013, read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules 2014 and as approved by the shareholders at the general meetings held on 11th August 2017.

A Commission of ₹ 30 lakh to all IDs; additionally, ₹ 5 lakhs to those IDs serving as a Member of the Audit Committee; and ₹ 3 lakhs and ₹ 2 lakhs each to those IDs serving as a Member of the Risk Management Committee and other Committees respectively for the year 2024-25, as approved by the board at its meeting held on 28th April 2025.

The amount of commission for every financial year will be decided by the Board, as approved by the shareholders at AGM held on 11th August 2017, subject to the limit of 1% of net profits of the Company, in aggregate, as calculated pursuant to Section 198 of the Act, 2013. The above compensation structure is commensurate with the best practices in terms of remunerating IDs and adequately compensates for the time and contribution made by IDs.

The remuneration was determined by NRC considering the time, commitment and involvement of other Independent Directors of the meetings.

In terms of the amended Listing Regulations, it has also been ensured that the remuneration payable to one non-executive director does not exceed 50% of the total annual remuneration payable to all non- executive directors of the Company.

The Board at its meeting held on 20th March 2024, approved the adoption of TVS Motor Company Employee Stock Option Plan ("ESOP Plan") by way of secondary acquisition of fully paid-up equity shares of the Company through TVSM Employees Stock Option Trust and the shareholders vide postal ballot dated 10th May 2024 approved the implementation of ESOP Plan and secondary acquisition of equity shares by way of special resolutions.

6.8 Particulars of sitting fees / commission paid to the Non-Executive and Independent / Non-Independent Directors during the financial year 2024-25 are as follows:

Rupees in Lakhs

Name of the Directors (M/s)	Sitting Fees	Commission	Total
Prof. Sir Ralf Dieter Speth	2.00	-	2.00
Dr. Deepali Pant Joshi	5.60	38.59	44.19
Vijay Sankar	3.20	33.80	37.00
B Sriram	7.20	34.69	41.89
Shailesh Haribhakti	3.60	34.49	38.09
C R Dua (upto 13th July 2024)	1.60	11.11	12.71
H K Singh (upto 13th July 2024)	0.80	9.97	10.77
Kuok Meng Xiong (upto 6th August 2024)	0.80	11.22	12.02
Total	**24.80**	**173.87**	**198.67**

6.9 Except Mr Shailesh Haribhakti, who holds 1,500 equity shares, none of the other Non-Executive Directors in the Company holds shares as on 31st March 2025.

7. Stakeholders' Relationship Committee (SRC):

7.1 As of 31st March 2025, the Committee consists of the following Executive Directors viz., M/s Venu Srinivasan, Chairman Emeritus & Managing Director (CE & MD) and Sudarshan Venu, Managing Director (MD) and Independent Director viz., Dr Deepali Pant Joshi.

During the year under review, Mr C R Dua Independent Director completed his tenure of office on 13th July 2024 and thereby ceased as a member of the Committee.

Mr Hemant Krishan Singh Independent Director completed his tenure of office on 13th July 2024 and thereby ceased as a member/chairman of the Committee.

Dr Deepali Pant Joshi, Chairperson of the Committee was present at the last AGM held on 6th August 2024 to answer the Shareholder queries.

Mr K S Srinivasan, Company Secretary acts as the Secretary of the Committee.

7.2 During the year, the SRC Committee met on 23rd October 2024. All members attended the meeting.

7.3 As required by Listing Regulations, Mr K S Srinivasan, Company Secretary is the Compliance Officer of the Company, who oversees the redressal of investor grievances.

For any clarification / complaint, the Shareholders may contact the Company Secretary.

7.4 SRC oversees and reviews all the matters connected with share transfers, issue of duplicate share certificates and other issues pertaining to shares. SRC also looks into various aspects of interests:

- Resolving the grievances of the security holders relating to transfer/ transmission of shares, non-receipt of Annual Report, non-receipt of declared dividends, issue of new / duplicate certificates, general meetings etc.
- Review of measures taken for effective exercise of voting rights by shareholders.
- Review of adherence to the service standards adopted by the listed entity in respect of various services being rendered by the Registrar & Share Transfer Agent.
- Review of the various measures and initiatives taken by the listed entity for reducing the quantum of unclaimed dividends and ensuring timely receipt of dividend warrants/annual reports / statutory notices by the shareholders of the Company.

The Company, in order to expedite the process of share transfers delegated the power of share transfers to Integrated Registry Management Services Private Limited (Share Transfer Agent (STA)). The Company, as a matter of policy, disposes of investors' complaints within a span of seven days.

7.5 Complaints received and redressed during the year 2024-25:

Nature of complaints	No. of complaints received and redressed
Transmission of shares	5
Non receipt of dividend	2
Non-receipt of IEPF Entitlement Letter	1
Dematerialization	1
TOTAL	**9**

7.6 All the queries and complaints received during the financial year ended 31st March 2025, were duly redressed and no queries pending at the year end.

All requests for dematerialization of shares were carried out within the stipulated time period and no request for dematerializing the share certificates was pending.

7.7 Reconciliation of Share Capital Audit:

A firm of Practising Company Secretary carries out Reconciliation of Share Capital (RSC) Audit on a quarterly basis to reconcile the total admitted capital with National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL). The reports are being regularly placed before the board for its perusal.

The RSC audit reports confirmed that the total issued and listed capital was in agreement with the total number of shares in physical form and in dematerialized form held with NSDL and CDSL.

8. Corporate Social Responsibility Committee:

As on 31st March 2025, the Corporate Social Responsibility Committee consists of three Directors viz., M/s Venu Srinivasan, Sudarshan Venu and Vijay Sankar. Mr Venu Srinivasan is the Chairman of the Committee.

The details of CSR Policy, initiatives and spending are disclosed in the Annexure - IV to the Directors Report.

During the year, the Committee met on 8th May 2024. M/s Venu Srinivasan and Vijay Sankar attended the meeting and leave of absence was granted to Mr Sudarshan Venu.

9. Administrative Committee:

The Administrative Committee consist of two directors viz., M/s K N Radhakrishnan and B Sriram.

During the year, the Committee met on 8th May 2024, 6th August 2024, 14th August 2024, 3rd October 2024, 20th December 2024, 23rd January 2025, 24th February 2025 and 20th March 2025. All members attended the meetings.

10. General body meeting:

10.1 Location and time where AGMs were held during the last three years:

Year	Venue of the meeting	Date	Time (IST)
2021-22	Through VC / OAVM	27.06.2022	02.00 PM
2022-23	Through VC / OAVM	24.07.2023	03.30 PM
2023-24	Through VC / OAVM	06.08.2024	02.45 PM

10.2 Special resolutions passed in the previous three AGMs:

During the previous three AGMs, namely from 2021-22 to 2023-24 no approvals were obtained by passing special resolutions.

10.3 Postal Ballot:

None of the subjects placed before the shareholders in the last / ensuing AGM required / requires approval by Postal Ballot. However, in terms of the Regulation 44 of the Listing Regulations and Section 108 of the Act, 2013 read with the Companies (Management and Administration) Rules, 2014, the Company facilitated its members to exercise their right to vote through Remote e-Voting and e-Voting at the meeting for all the items at the AGM held on 6th August 2024.

During the year, the consent of the shareholders were sought for way of Special Resolution through Postal Ballot for the below items:

S. no	Date of notice	Items transacted	% of Votes cast in favour of the resolution	% of Votes cast against the resolution	Effective date of Passing of resolution
1.	20.03.2024	Appointment of Mr Vijay Sankar (holding DIN: 00007875) as a Non- Executive Independent Director for a term of 5 years from 20th March 2025	96.89%	3.11%	10.05.2024
		Appointment of Mr Shailesh Haribhakti (holding DIN: 00007347) as a Non- Executive Independent Director for a term of 5 years	99.26%	0.74%	
		Approval of 'TVS Motor Company Employee Stock Option Plan' ("TVSM ESOP Plan" or "Plan") to the eligible employees of the Company	77.60%	22.40%	
		Secondary acquisition of equity shares of TVS Motor Company Limited by TVSM Employees Stock Option Trust for implementation of 'TVS Motor Company Employee Stock Option Plan' ("Plan") and providing financial assistance in this regard.	77.86%	22.14%	
2.	28.01.2025	Re-appointment of Mr Venu Srinivasan (holding DIN: 00051523) as Chairman Emeritus and Managing Director for a further period of five (5) years from 24th April 2025	95.75%	4.25%	21.03.2025

Note: The detailed voting results of Postal Ballot and the scrutiniser's report are available on the website of the Company at www.tvsmotor.com.

In accordance with General Circular Nos. 14/2020 dated April 8, 2020 and 17/2020 dated April 13, 2020 read with other relevant circulars, including General Circular No. 3/2022 dated May 5, 2022, 11/2022 dated December 28, 2022, 09/2023 dated September 25, 2023 and 09/2024 dated September 19, 2024 issued by the Ministry of Corporate Affairs ("MCA Circulars") and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the Listing Regulations, 2015), the above resolutions were passed by means of Postal Ballot including e-Voting.

All the above said Special Resolutions were passed with requisite majority of the shareholders on the last date of e-Voting. Voting results of Postal Ballot is available on the website of the Stock Exchanges and website of the Company.

10.4 Person who conducted the Postal Ballot exercise:

Mr K Sriram, Practising Company Secretary (Membership no. F6312 and CP No. 2215), Chennai and M/s B Chandra and Associates, Practising Company Secretaries were appointed to act as the scrutinizer for conducting the above Postal Ballots and E-voting in a fair and transparent manner.

10.5 Procedure for Postal Ballot:

1. The Board of Directors, vide resolution dated 20th March 2024 and 28th January 2025, have appointed Mr K Sriram, Practising Company Secretary and M/s B Chandra and Associates, Practising Company Secretaries as the scrutinizers respectively.
2. The Scrutinizers had submitted their report on after scrutiny and the results were announced as tabled below:

S. no	Postal Ballot (Board Meeting approved date)	Dispatch date	Cut-off Date	e-Voting period (9.00 a.m – 5.00 p.m.)	Date of Announcement of Results
1.	20.03.2024	10.04.2024	05.04.2024	11.04.2024 to 10.05.2024	10.05.2024
2.	28.01.2025	19.02.2025	14.02.2025	20.02.2025 to 21.03.2025	22.03.2025

There is no immediate proposal for passing any resolution through postal ballot. However, if required, the same shall be passed in compliance of provisions of the Companies Act, 2013, the Listing Regulations or any other applicable laws.

11. Means of communication to shareholders

The board believes that effective communication of information is an essential component of corporate governance. The Company regularly interacts with shareholders through multiple channels of communication such as results announcement, annual report, media releases, Company's website and specific communications to Stock Exchanges, where the Company's shares are listed.

During the quarterly results, Director & CEO and CFO, interacts with institutional investors, analysts and other investors. The outcome, information shared during call are made available on the Company's website and the stock exchange on which securities of the Company are listed.

11.1 Quarterly results:

The Company's quarterly/half-yearly/annual financial results were sent to the Stock Exchanges and were published in English and Regional newspapers. They are also available on the website of the Company.

11.2 Newspapers wherein results are normally published:

The results are normally published in English Newspapers viz., The Hindu, Business Line, The Times of India, Economic Times, Business Standard, The New Indian Express and Regional Newspaper viz., Dinamani and are also available on the website of the Company.

11.3 Website:

The Company is maintaining a functional website a www.tvsmotor.com. This website contains all the information and other details as may be required under the Regulation 46 of Listing Regulations. The Company ensures that the contents of this website are periodically updated.

11.4 Press Release & Investor/ Analysts meet:

In addition, the Company makes use of this website for publishing official news release and presentations, if any, made to institutional investors / analysts, transcripts etc. No unpublished price sensitive information is discussed in the meeting with institutional investors and financial analysts.

12. General shareholder information:

12.1 Annual general meeting :

Date and time : Friday, 22nd August 2025 at 12.15 P.M. (IST), through Video Conferencing / Other Audio Visual Means

12.2 Financial year : 1st April to 31st March

Financial calendar : 2025-26

Financial reporting : Financial calendar against for the quarter ending

30th June, 2025 : Before 14th August, 2025

30th September, 2025 : Before 14th November, 2025

31st December, 2025 : Before 14th February 2026

31st March, 2026 : Before 30th May, 2026

12.3 Particulars of dividend payment:

Particulars of dividend declaration / payment are disclosed in the Directors' Report. Dividends were declared in compliance with the Dividend Distribution Policy of the Company.

Dividend distribution policy

SEBI vide its circular No. SEBI/ LAD-NRO/ GN/ 2016-17/008 dated 8th July 2016 mandated the top 500 listed companies based on the market capitalization to formulate Dividend Distribution Policy which shall be disclosed in their annual reports and on their websites.

Accordingly, the Board at its meeting held on 24th January 2017 had formulated a Dividend Distribution Policy, the details of which are available on the Company's website in the link as provided in page no. 208 of this Annual Report.

12.4 Listing on Stock Exchanges:

Name and address of the Stock Exchange	Stock Code / Symbol
BSE Limited (BSE) Phiroze Jeejeebhoy Towers Dalal Street, Mumbai 400 001. India Tel.: 91 22 2272 1233 Fax : 91 22 2272 1919	532343
National Stock Exchange of India Limited (NSE) Exchange Plaza, Plot No. C/1, G-Block, Bandra Kurla Complex, Bandra (East), Mumbai 400 051. India Tel.: 91 22 2659 8100 Fax : 91 22 2659 8120	TVSMOTOR
ISIN allotted by Depositories (Company ID Number)	
Equity	INE494B01023
Non- Convertible Debentures (NCD) listed with NSE	INE494B08036

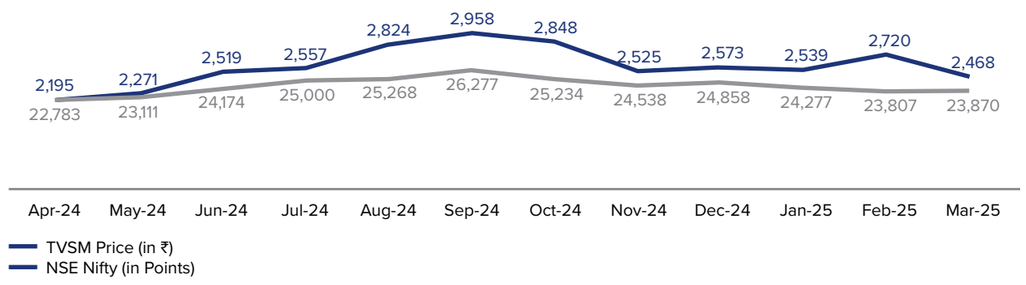
(Note: Annual listing fees and custodial charges for the year 2024-25 were duly paid to the above Stock Exchanges and Depositories)

12.5 Market Price Data:

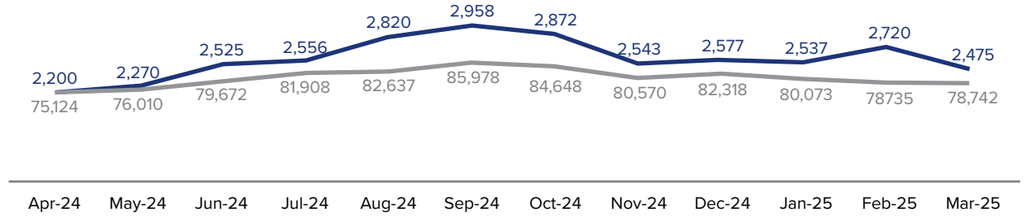
Month	NSE (Monthly) (In ₹)		BSE (Monthly) (In ₹)	
	High Price	Low Price	High Price	Low Price
April 2024	2,195.00	1,873.00	2,200.00	1,873.05
May 2024	2,270.95	1,918.50	2,270.35	1,919.00
June 2024	2,519.00	2,069.00	2,524.95	2,069.60
July 2024	2,557.05	2,301.20	2,555.55	2,301.80
August 2024	2,824.00	2,427.00	2,820.00	2,426.60
September 2024	2,958.00	2,716.05	2,958.15	2,717.25
October 2024	2,875.25	2,375.00	2,871.55	2,374.90
November 2024	2,525.00	2,356.95	2,543.40	2,358.55
December 2024	2,572.80	2,333.45	2,577.40	2,334.20
January 2025	2,539.20	2,171.40	2,536.90	2,170.05
February 2025	2,720.00	2,192.75	2,720.25	2,191.30
March 2025	2,468.00	2,218.80	2,477.95	2,225.70

12.6 Share price performance in comparison to broad based indices - NSE Nifty and BSE Sensex:

Share Price Movement – NSE (High) (Nos.)



Share Price Movement – BSE (High) (Nos.)



12.7 Share Transfer Agents and Share Transfer System:

a. The Company has appointed Integrated Registry Management Services Private Limited, which has been registered with SEBI as Category-I Registrar & Transfer Agent (RTA) with Regn. No. INR000000544, as the Share Transfer Agent of the Company (STA) with a view to rendering prompt and efficient service to the investors and in compliance with the Regulation 7 of the Listing Regulations. The Shareholders have also been advised about this appointment of STA to handle share registry work pertaining to both physical and electronic segments of the Company.

b. All matters connected with the transmission, sub-division, consolidation, renewal, exchange or endorsement of calls / allotment monies, dividends and other matters are being handled by STA located at the address mentioned in this report.

c. All requests for dematerialization of securities are processed and the confirmation is given to the depositories within the prescribed time. Grievances received from investors and other miscellaneous correspondence relating to change of addresses, mandates etc., is processed by STA within the prescribed time.

d. Certificates are being obtained and submitted to the Stock Exchanges, on yearly basis, from a company secretary-in-practice towards due compliance of share transfer formalities by the Company within the due dates, in terms of Regulation 40(9) of the Listing Regulations till the financial year 2023-24. The requirement for obtaining such certification has been removed vide Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Third Amendment) Regulations, 2024 w.e.f. 13.12.2024. Accordingly, no certification was taken for the financial year 2024-25.

e. Certificates have also been received from a company secretary-in-practice and submitted to the Stock Exchanges, on a quarterly basis, for timely dematerialization of shares of the Company and for reconciliation of the share capital of the Company, as required under SEBI (Depositories and Participants) Regulations, 1996.

f. The Company, as required under the Regulation 6(2)(d) of Listing Regulations, has designated the following e-mail IDs, namely einward@integratedindia.in; contactus@tvsmotor.com in for the purpose of registering complaints, if any, by the investors and expeditious redressal of their grievances.

g. Shareholders are, therefore, requested to correspond with STA for transfer / transmission of shares, change of address and queries pertaining to their shareholding, dividend, etc., at their address given in this Report.

12.8 Shareholding pattern of the Company as on 31st March 2025:

Category of Shareholder	No. of shares held	%
Promoter and Promoter Group		
Individual	30,000	0.01
Bodies Corporate	23,87,82,786	50.26
Total (A)	**23,88,12,786**	**50.27**
Public Shareholding		
Mutual Funds	7,20,21,262	15.16
Banks / Financial Institutions/NBFCs	8,12,834	0.17
Insurance Companies	1,56,77,208	3.30
Foreign Institutional Investors/Foreign Portfolio Investors	10,20,34,007	21.48
Alternative Investment Funds	16,35,613	0.34
Public Provident Fund	36,11,978	0.76
Central/State Governments	7,623	0.00
Total Institutions (B)	**19,58,00,525**	**41.21**
Bodies Corporate	28,41,261	0.60
Individuals holding nominal capital up to ₹ 2 lakhs	3,27,61,891	6.90
NRI	16,79,987	0.35
Foreign National (IND)	3,045	0.00
Directors, KMP & their relatives	55,110	0.01
Clearing members	7,270	0.00
Investor Education Protection Fund	16,52,127	0.35
Others	11,22,112	0.24
Total Non-Institutions (C)	**4,01,22,803**	**8.45**
Total Public Shareholding (D) = (B+C)	**23,59,23,328**	**49.66**
Non Promoter- Non Public shareholder		
Employee Benefit Trust	3,51,000	0.07
Total Non Promoter Non Public Shareholding (E)	**3,51,000**	**0.07**
Grand Total (A+D+E)	**47,50,87,114**	**100.00**

12.9 Distribution of Shareholding as on 31st March 2025:

Shareholding (Range)	No. of Members	%	No. of Shares	%
Upto 5000	3,08,897	99.492	2,87,44,612	6.05
5001-10000	573	0.18	41,87,975	0.88
10001-20000	305	0.10	44,44,328	0.94
20001-50000	247	0.08	78,95,263	1.66
50001-100000	154	0.05	1,09,18,905	2.30
100001 & above	297	0.10	41,88,96,031	88.17
	3,10,473	**100.00**	**47,50,87,114**	**100.00**

12.10 Dematerialization of shares and liquidity:

The promoter and promoter group holding consisting of 23,88,12,786 Equity shares of ₹1/- each has been fully dematerialized. Out of 23,62,74,328 Equity Shares of ₹ 1/- each held by persons other than promoters 23,47,53,334. Equity Shares have been dematerialized as on 31st March 2025 accounting for 99.68%.

12.11 The Company has not issued any Global Depository Receipt / American Depository Receipt/Warrant or any convertible instrument, which is likely to have impact on the Company's Equity.

12.12 Other Disclosures

a) Pecuniary relationships or transactions with IDs vis-a-vis the Company during the year under review, do not exceed the threshold limit as laid down under the Listing Regulations.

b) During the year, there were no materially significant transactions with related parties that may have potential conflict with the interests of the Company at large.

c) Company is a net exporter. Company has a forex hedging policy and covers are appropriately taken to cover the currency risk. The exposure and cover taken are reviewed by the Audit Committee on regular basis.

d) Company is not a dealer in Commodities. Prices payable to vendors for raw materials and components are negotiated based on internationally available data. Cost of manufacture of all products are reviewed at regular intervals and wherever required suitable price changes in two-wheeler and three-wheeler are done based on market conditions.

e) Loans and advances in the nature of loans to firms / companies in which Directors are interests by name and amount – Nil

f) Details of utilization of funds raised through preferential allotment or qualified institutions placement as specified under Regulation 32 (7A). - Not Applicable

g) The Company has not entered into any commodity derivatives with any of the bankers and hence the disclosure of exposure in commodity risks faced by the company does not required, as directed in the SEBI Mater Circular SEBI/HO/CFD/PoD2/CIR/P/0155 dated 11th November 2024

h) The Company has complied with the provisions of the Maternity Benefit Act, 1961

i) During the year, there was no change in capital structure of the company..

12.13 Plant Locations:

Hosur : Post Box No. 4, Harita
Hosur - 635 109, Tamil Nadu
Tel: 04344-276780
Fax: 04344-276878
Email: knr@tvsmotor.com

Mysuru : Post Box No.1
Byathahalli Village, Kadakola Post,
Mysore - 571 311, Karnataka.
Tel: 0821 – 2596561
Fax: 0821 – 2596550 / 2596551
Email: knr@tvsmotor.com

Himachal Pradesh : Village Bhatian,
Bharatgarh Road, Tehsil Nalagarh,
District Solan, Himachal Pradesh – 174 101
Tel: 01795 – 220493
Fax: 01795 – 220496
Email: knr@tvsmotor.com

12.14 Address for investor correspondence:

(i) For transfer / dematerialization of shares, payment of dividend on shares and any other query relating to the shares of the Company : Integrated Registry Management Services Private Limited,
Share Transfer Agent (STA)
Unit: TVS Motor Company Limited
Chennai – 600 006

(ii) For non-receipt of annual report : Email : einward@intergratedindia.in

(iii) For investors' grievance & general correspondence : Email : einward@intergratedindia.in / contactus@tvsmotor.com

(iv) Debenture Trustees : Beacon Trusteeship Limited
Address: 4C & D Siddhivinayak Chambers,
Gandhi Nagar, Opp MIG Cricket Club,
Bandra East (E),
Mumbai – 400051
E-mail: compliance@beacontrustee.co.in

12.15 List of Credit Rating:

The Company is maintaining the existing credit rating viz., CARE AA+ for long term borrowings and Non - Convertible Debentures and CARE A1+ for short term borrowings and Commercial Papers.

12.16 Certificate from Practicing Company Secretary:

The Company has received a certificate from the Secretarial Auditor of the Company stating that none of the directors on the board of the company have been debarred or disqualified from being appointed or continuing as directors of companies by the Board/Ministry of Corporate Affairs or any such statutory authority.

12.17 Fees paid to Statutory Auditor on a consolidated basis:

During the year, the Company has paid ₹ 1.48 crores to the statutory Auditors for all services received by the listed entity and its subsidiaries, on a consolidated basis.

12.18 Sexual Harassment at workplace:

As per the requirement of The Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 (POSH), as amended, Company has a robust mechanism in place to redress complaints reported under it. The details of complaints are form part of Directors Report.

An Internal Committee (IC) is constituted by the Company in all its plants and Corporate Office to consider and resolve the sexual harassment complaints reported by women. The constitution of the IC is as per the Sexual Harassment of women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 and the committee includes external members from NGOs or with relevant experience.

12.19 Disclosure on compliance with the issue of Debt securities for incremental borrowings by Large Corporates

The Company has been considered as a "Large Corporate" (LC) and is required to raise not less than 25% of its incremental borrowings, during the financial year, by way of issuance of debt securities.

As per SEBI circular no. SEBI/HO/DDHS/DDHSRACPOD1/P/CIR/2023/172 dated 19 October 2023, effective 1st April 2024, the Company continues to be a LC based on the new threshold of outstanding long-term borrowing of ₹ 1,000 crore.

During the year under review, the Company availed a sum of ₹ 800 Cr as Long Term Borrowings and the Company will raise funds through listed debt securities for the incremental borrowings within the specified period i.e., on or before 31st March 2027 after considering the market conditions and requirements of funds, in compliance with the circular.

12.20 Details of material subsidiaries of the listed entity

Particulars	TVS Credit Services Limited	TVS Motor (Singapore) Pte Limited
Date of Incorporation	05.11.2008	19.02.2002
Place of Incorporation	Chennai, Tamil Nadu, India	Singapore
Name of the Auditor	Suri & Co	Rama & Co LLP
Date of Appointment of auditor	08.05.2024	01.03.2004
Name of Joint Auditor	CNGSN & Associates LLP	-
Date of Appointment of Joint Auditor	25.11.2022	-

13. Non-mandatory disclosures

The non-mandatory requirements have been adopted to the extent and in the manner as stated under the appropriate headings detailed below:

13.1 The Board:

Prof. Sir Ralf Dieter Speth, Non-Executive Director is the Chairman of the Company as on 31st March 2025.

13.2 Shareholder rights:

Financial results of the Company are published in newspapers with the QR code and web-link to the page where full financial results of the Company can be accessed, as soon as, they are approved by the Board and are also uploaded in the Company's website namely www.tvsmotor.com The results are not sent to the shareholders individually.

13.3 Audit qualifications:

The financial statements of the Company are unmodified.

13.4 Reporting of internal auditor

The internal auditor is reporting his internal audit observations to the Audit Committee on a quarterly basis.

13.5 Independent Directors (IDs)

During the year, all the IDs were present for the meeting held on 6th March 2025.

In the opinion of the Board, the Independent Directors appointed are persons of high repute, integrity and possesses the relevant expertise, experience and proficiency.

14. Request to the Shareholders

Shareholders are requested to follow the general safeguards / procedures as detailed hereunder in order for the Company to serve them efficiently and avoid risks while dealing in the securities of the Company.

14.1 Demat of Shares:

Shareholders are requested to convert their physical holding to demat/ electronic form through any of the DPs to avoid any possibility of loss, mutilation etc., of physical share certificates and also to ensure safe and speedy transaction in securities.

14.2 Registration of Electronic Clearing Service (ECS) mandate:

SEBI has made it mandatory for all companies to use the bank account details furnished by the Depositories for payment of dividend through ECS to investors wherever ECS and bank details are available. The Company will not entertain any direct request from Members holding shares in electronic mode for deletion of / change in such bank details. Members who wish to change such bank account details are therefore requested to advise their DPs about such change, with complete details of bank account.

ECS helps in quick remittance of dividend without possible loss/delay in postal transit. Shareholders, who have not earlier availed this facility, are requested to register their ECS details with the STA or their respective DPs.

14.3 Transfer of shares:

In terms Listing Regulations securities of listed companies can only be transferred in dematerialised form with effect from April 1, 2019. In view of the above, members are advised to dematerialise equity shares held by them in physical form. The Securities and Exchange Board of India (SEBI) has also, vide its Master Circular No. SEBI/HO/MIRSD/POD-1/P/CIR/2024/37 dated 07.05.2024 and Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/8 dated 25.01.2022, mandated listed Companies to issue the securities in dematerialized form only, while processing the following service request viz., Issue of duplicate securities certificate; Claim from Unclaimed Suspense Account; Renewal / Exchange of securities certificate; Endorsement; Subdivision / Splitting of securities certificate; Consolidation of securities certificates / folios; Transmission and Transposition. Members holding shares in physical form are requested to submit such service request in Form ISR 4 along with necessary documents / details specified therein, as prescribed by SEBI.

14.4 Updation of PAN, and KYC details

SEBI vide Master Circular No. SEBI/HO/MIRSD/ POD-1/P/CIR/2024/37 dated May 7, 2024 issued to the Registrar and Transfer Agents read with SEBI Circular No. SEBI/ HO/MIRSD/POD-1/P/ CIR/2023/181 dated November 17, 2023, and other related SEBI Circulars has mandated that, with effect from April 1, 2024, dividend to the security holders holding shares in physical mode shall be paid only through electronic mode. Such payment to the eligible shareholders holding physical shares shall be made only after they have furnished their PAN, Contact Details (Postal Address with PIN and Mobile Number), Bank Account Details, Specimen Signature, etc., for their corresponding physical folios with the Company or its RTA. Relevant FAQs have been published by SEBI in this regard. The FAQs and the abovementioned SEBI Master Circular and SEBI Circular are available on SEBI's website.

The forms for updating the same are available at the Company's website at www.tvsmotor.com. Members holding shares in electronic form are requested to submit the said details to their depository participant(s).

The security holder(s) whose folio(s) do not have PAN, Contact Details, Bank Account Details and Specimen Signature updated are:

a) eligible to lodge grievance or avail service request from the RTA only after furnishing the PAN, KYC details.

b) eligible for any payment including dividend, interest or redemption payment only through electronic mode and an intimation from the RTA to the holder that the aforesaid payment is due shall be made electronically upon complying with the aforesaid requirements.

14.5 Registration of Nomination / opt out facility:

Under the provisions of Section 72 of the Companies Act, 2013 and vide Master Circular SEBI/HO/MIRSD/POD-1/P/CIR/2024/37 dated May 7, 2024 read with SEBI Circular No. SEBI/HO/MIRSD/POD-1/P/CIR/2024/81 dated June 10, 2024, SEBI/HO/OIAE/OIAE_IAD-3/P/ON/2025/01650 dated January 10, 2025 and SEBI/HO/OIAE/OIAE_IAD-3/P/ON/2025/0027 dated February 28, 2025 SEBI Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2021/655 dated 3rd November, 2021 shareholder(s) is / are entitled to nominate in the prescribed manner, a person to whom his / her / their shares in the Company, shall vest after his / her / their lifetime. Members who are holding shares in physical form and are interested in availing this nomination facility may submit nomination in the prescribed Form SH-13 with the Company / RTA and any member who desires to opt out or cancel the earlier nomination and record a fresh nomination, he/she may submit the same in Form ISR-3 or Form SH-14, as the case may be, to the Company / RTA. The said forms are available at the Company's website at www.tvsmotor.com. In respect of shares held in dematerialized form, members may submit their nomination forms with their respective Depository Participants.

14.6 Information in respect of unclaimed dividend due for remittance into IEPF

In accordance with the SEBI circular dated 16th March 2023, as amended, the Company has sent reminders to those Members, holding shares in physical form, whose PAN, KYC details and/or Choice of Nomination are not updated, requesting them to update the details.

Shareholders are requested to note that the dividends, not claimed for a period of seven years from the date they first became due for payment, shall be transferred to IEPF in terms of Section 124(6) of the Act, 2013 read with Investor Education & Protection Fund (IEPF) Authority (Accounting, Audit, Transfer and Refund) Rules, 2016. Accordingly, a sum of ₹ 71,96,408 being unclaimed dividend, was transferred to IEPF during the year 2024-25.

Shareholders, who have not encashed their dividend warrants, in respect of 1st Interim dividend declared for the year ended 31st March, 2019 and for any financial year thereafter may contact the Company and surrender their warrants for payment.

Information in respect of unclaimed dividends due for remittance into IEPF is given below:

Particulars of unclaimed dividend of the Company.

Financial Year	Date of declaration	Date of transfer to special account	Due date for transfer to the IEPF
2017-2018 2nd Interim	26.02.2018	28.03.2018	28.03.2025
2018-2019 1st Interim	23.10.2018	22.11.2018	22.11.2025
2018-2019 2nd Interim	11.03.2019	10.04.2019	10.04.2026
2019-2020 1st Interim	04.02.2020	05.03.2020	05.03.2027
2019-2020 2nd Interim	10.03.2020	09.04.2020	09.04.2027
2020-2021 1st Interim	28.01.2021	27.02.2021	27.02.2028
2020-2021 2nd Interim	24.03.2021	23.04.2021	23.04.2028
2021-2022 Interim	18.03.2022	17.04.2022	17.04.2029
2022-2023 Interim	24.01.2023	23.02.2023	23.02.2030
2023-2024 Interim	11.03.2024	10.04.2024	10.04.2031
2024-2025 Interim	20.03.2025	19.04.2025	19.04.2032

15. Transfer of Shares to Investor Education and Protection Fund (IEPF) authority

As per Section 124(6) of the Act, 2013 read with the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 ("IEPF Rules") as amended from time to time, all the shares in respect of which dividend remain unpaid/ unclaimed for seven consecutive years or more are required to be transferred to a Demat Account opened in the name of IEPF Authority with Punjab National Bank by the Ministry of Corporate Affairs.

During the year, the Company has sent individual notices to all the shareholders whose dividends are lying unpaid / unclaimed against their name for seven consecutive years or more and also advertised on the Newspapers seeking action from the shareholders. The lists of such shareholders were also displayed on the website of the Company.

In compliance with the aforesaid provisions, the Company transferred 25,285 shares on 3rd May 2024 and 29,562 shares on 24th December 2024 to IEPF account bearing Demat Account No. 10656671 and DPID IN300708 which is opened with Punjab National Bank.

Necessary steps will be initiated by the Company to transfer shares held by the members to IEPF, if they the shareholders have not claimed their dividends within the due date(s) mentioned above. Please note that no claim shall lie against the Company in respect of the shares so transferred to IEPF. As required under the said provisions, all subsequent corporate benefits that accrues in relation to the above shares will also be credited to the said IEPF Account.

In the event of transfer of shares and the unclaimed dividends to IEPF, shareholders are entitled to claim the same from IEPF by submitting an online application in the prescribed web based e-Form IEPF-5 available on the MCA website and sending a physical copy of the same duly signed to the Company along with the requisite documents enumerated in the Form IEPF-5, as per the following procedures:

1. Register yourself on MCA website and login to website of MCA at https://www.mca.gov.in.
2. After login, click on 'IEPF Related Services' tab under 'MCA Services' section for filing the web-based form IEPF-5.
3. Fill the details in the web based e-form and attach the requisite documents. Save a copy of uploaded e-form and acknowledgement email generated with SRN. Take print of auto generated indemnity bond, IEPF Form IEPF-5, Acknowledgment email and attachments.
4. Submit self-attested copy of e- form, copy of acknowledgement, Indemnity Bond in original along with other documents (cancelled cheque leaf, client master list, PAN card, Aadhar card, original share certificate, or transaction statement entitlement letter) as IEPF Rules to Share transfer agent of the company in an envelope marked "TVS Motor Company Limited Claim for refund from IEPF Authority".
5. After scrutinizing the documents received, Nodal Officer of the company to verify the claim and furnish the e-verification report to the IEPF Authority within 130 days from the date of filing the claim.
6. Submit Postal Receipt of dispatch on the MCA Portal
7. On the basis of verification report refund will be released by the IEPF Authority in favour of claimant's Bank or Demat account through electronic transfer.

In the process, general information about the Share Transfer Agent are as under.

(a) Name of the Share Transfer Agent:- Integrated Registry Management Services Private Limited

(b) Address of Share Transfer Agent: 2nd Floor, Kences Towers, No. 1, Ramakrishna Street, North Usman Road, T Nagar, Chennai-600 017.

(c) email ID of the company:- einward@integratedindia.in

All the corporate benefits in terms of securities accruing on those shares like bonus shares, split etc would also be credited to unclaimed suspense account of the Company. The voting rights on shares lying in unclaimed suspense account shall remain frozen till the rightful owner claims the shares.

Pursuant to Investor Education and Protection Fund (Uploading of information regarding unpaid and unclaimed amount lying with companies) Rules, 2012, the Company shall provide/host the required details of unclaimed dividend amount referred in relevant sections of the Act, 2013 on its website and also in the Ministry of Corporate Affairs (MCA) website in the relevant form every year.

Disclosure in respect of equity shares transferred in the Company's unclaimed suspense account

Pursuant to the requirement of Regulation 34(3) and Schedule V Part F of Listing Regulations, the following table provides the details in respect of the equity shares lying in the suspense account. During the year, the Company has already sent remainders to the shareholders for claiming those shares at their latest available address(es) with the Company or Depository, as the case may be.

Particulars	No. of Shareholders	No. of Shares
No. of shares in the Unclaimed suspense account as on 1st April 2024.	**88**	**61,204**
Add: No. of shares credited pursuant to Regulation 39(4) of Listing Regulation.	Nil	Nil
Less: No. of shares Transferred to the Shareholders on request during the year	9	4,998
Less: No. of Shares transferred to IEPF A/c during the year.	6	3,354
No. of shares in the Unclaimed suspense account as on 31st March 2025.	**73**	**52,852**

For and on behalf of the Board of Directors

PROF. SIR RALF DIETER SPETH
Chairman
DIN: 03318908

Bengaluru
5th June 2025

LINKS TO COMPANY'S POLICIES

1. **TERMS OF APPOINTMENT OF IDS**
   https://www.tvsmotor.com/-/media/Feature/Investors/Communication/Files/Terms-of-Appointment-of-IDs-Apr2020.pdf
2. **BUSINESS RESPONSIBILITY AND SUSTAINABILITY REPORT**
   https://www.tvsmotor.com/investors/financial-reports
3. **POLICY ON VIGIL MECHANISM / WHISTLE BLOWER POLICY**
   https://www.tvsmotor.com/api/InvestorDownloadData?ItemId=dac58903-cfd6-4362-81c1-97eb0922842a
4. **ANNUAL RETURN**
   https://www.tvsmotor.com/annual-return
5. **CSR POLICY**
   https://www.tvsmotor.com/api/InvestorDownloadData?ItemId=964326ad-7fc6-4b61-9207-37cea3ec8ef0
6. **DIRECTORS FAMILIARIZATION PROGRAM**
   https://www.tvsmotor.com/familiarisation-programme
7. **CODE OF BUSINESS CONDUCT AND ETHICS**
   https://www.tvsmotor.com/-/media/Feature/Investors/Communication/Files/CodeofBusinessConductandEthicspdf.pdf
8. **MATERIAL SUBSIDIARIES POLICY**
   https://www.tvsmotor.com/api/InvestorDownloadData?ItemId=F68F7988-1657-4BAB-A3A6-D8AC2F5AC7EF
9. **RELATED PARTY TRANSACTION POLICY**
   https://www.tvsmotor.com/api/InvestorDownloadData?ItemId=f1d5c977-bf73-4273-af69-286d7a7c2318
10. **NOMINATION AND REMUNERATION POLICY**
    https://www.tvsmotor.com/api/InvestorDownloadData?ItemId=b8b3fda2-799b-44d6-af98-004bbef38e33
11. **DIVIDEND DISTRIBUTION POLICY**
    https://www.tvsmotor.com/api/InvestorDownloadData?ItemId=3828fe97-55d9-4126-991a-bf0dc785d874
12. **Disclosure under SEBI (Share Based Employee Benefits And Sweat Equity) Regulations, 2021.**
    https://www.tvsmotor.com/investors/financial-reports

AUDITORS' CERTIFICATE ON COMPLIANCE OF THE PROVISIONS OF THE CODE OF CORPORATE GOVERNANCE

To
The Shareholders of TVS Motor Company Limited, Chennai

We have examined the compliance of conditions of Corporate Governance by TVS Motor Company Limited, Chennai - 600 006 ('the Company') for the year ended 31st March 2025 as per the relevant provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 [Listing Regulations].

The compliance of conditions of Corporate Governance is the responsibility of Company's management. Our examination was limited to procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of the Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In our opinion and to the best of our information and according to the explanations given to us, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the above-mentioned Listing Regulations.

We further state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the management has conducted the affairs of the Company.

For **Sundaram & Srinivasan**
Chartered Accountants
ICAI Reg. No. 004207S

S USHA
Partner
Membership Number: 211785
UDIN: 25211785BMIZDA9072

Bengaluru
5th June 2025

COMPLIANCE WITH CODE OF BUSINESS CONDUCT AND ETHICS

To,
The Shareholders of TVS Motor Company Limited,
Chennai

On the basis of the written declarations received from members of the Board and Senior Management Personnel in terms of the relevant provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulation 2015, it is hereby certified that both the Members of the Board and the Senior Management Personnel of the Company have affirmed compliance with the respective provisions of the Code of Business Conduct and Ethics of the Company as laid down by the Board for the year ended 31st March 2025.

K N Radhakrishnan
Director & Chief Executive Officer
DIN: 02599393

Bengaluru
5th June 2025

CHIEF EXECUTIVE OFFICER (CEO) AND CHIEF FINANCIAL OFFICER (CFO) CERTIFICATION

Dear Sirs/Madam,

We certify that we have reviewed the financial statements prepared based on the Indian Accounting Standards for the year ended 31st March 2025 and to the best of our knowledge and belief:

(1) these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;

(2) these statements together present a true and fair view of the Company's affairs and are in compliance with applicable Indian Accounting Standards, Laws and Regulations.

(3) no transactions entered into by the Company during the year are fraudulent, illegal or violative of the Company's code of conduct.

(4) We accept responsibility for establishing and maintaining internal controls for financial reporting and we have evaluated the effectiveness of internal control systems of the Company pertaining to financial reporting and have disclosed to the Auditors and the Audit Committee, deficiencies in the design or operation of such internal controls, if any, of which we are aware and steps taken or proposed to be taken for rectifying these deficiencies.

(5) We have indicated to the Auditors and the Audit Committee:

a) significant changes, if any, in internal control over financial reporting during the year;

b) significant changes in accounting policies, if any, during the year and that the same have been disclosed in the notes to the financial statements; and

c) that there were no instances of significant fraud of which we have become aware and the involvement therein, of the management or an employee having a significant role in the Company's internal control system over financial reporting.

K N Radhakrishnan
Director and Chief Executive Officer
DIN: 02599393

K Gopala Desikan
Chief Financial Officer

Chennai
28th April 2025

CERTIFICATE ON NON-DISQUALIFICATION OF DIRECTORS

for the financial year ended 31st March 2025

[Pursuant to Regulation 34(3) read with Schedule V, paragraph C(10)(i) to the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015]

To,
The Members of
TVS Motor Company Limited
[CIN: L35921TN1992PLC022845]
"Chaitanya", No.12, Khader Nawaz Khan Road,
Nungambakkam, Chennai – 600 006.

We hereby certify that, in our opinion and to the best of our knowledge, **none of the** below named **Directors** who are on the Board of Directors of **TVS Motor Company Limited** as on 31st March 2025, **have been debarred or disqualified** from being appointed or continuing as directors of companies, by the Securities and Exchange Board of India (SEBI) or the Ministry of Corporate Affairs, Government of India (MCA).

Sl. No.	Name of the Director	Nature of Directorship	Director Identification Number (DIN)
1.	Prof. Sir Ralf Dieter Speth	Chairman and Non-Executive Director	03318908
2.	Venu Srinivasan	Chairman Emeritus and Managing Director	00051523
3.	Sudarshan Venu	Managing Director	03601690
4.	K N Radhakrishnan	Director and Chief Executive Officer	02599393
5.	B Sriram	Non-Executive Independent Director	02993708
6.	Dr. Deepali Pant Joshi		07139051
7.	Vijay Sankar		00007875
8.	Shailesh Haribhakti		00007347

Basis for our opinion

We are issuing this certificate based on our verification of the following, which to the best of our knowledge and belief, were considered necessary in this regard:

1. Information relating to Directors available on the official website of MCA;
2. Disclosures / declarations / confirmations provided by the said Directors to the Company;
3. Registers and records maintained by the Company and forms, returns, documents and disclosures filed with MCA;
4. Corporate Governance reports filed on quarterly basis with the stock exchanges on which securities of the Company are listed; and
5. Information, explanation and representations provided by the key managerial personnel of the Company.

Responsibility of the management

The management of the Company is responsible to ensure the eligibility of a person for appointment / continuation as a Director of the Company.

Responsibility of the Secretarial Auditors

Our responsibility as the Secretarial Auditors of the Company, is to issue this Certificate based on verification of the relevant documents / records as stated herein above.

Our Certificate is neither an assurance as to the future viability of the Company or its Corporate Governance process, nor of the efficacy or effectiveness of the process followed by its management with regard to appointment / continuation of a person as a Director of the Company.

For **Sriram Krishnamurthy & Co.**,
(formerly known as S. Krishnamurthy & Co.)
Company Secretaries
[Firm Unique Identification Number: **P1994TN045300**]
[Peer Review Certificate No.: 739/2020]

K. Sriram
Partner
(Membership No.: F6312)
C.P. No.: 2215
UDIN: F006312G000222748

Chennai
28th April 2025

Form No. MR-3

SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED 31.03.2025

[Pursuant to Section 204(1) of the Companies Act, 2013 read with Rule No.9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, and Regulation 24A(1) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015]

To,
The Members of
TVS Motor Company Limited
[CIN: L35921TN1992PLC022845]
"Chaitanya", No.12, Khader Nawaz Khan Road,
Nungambakkam, Chennai – 600 006.

We have conducted a Secretarial Audit on compliance with applicable statutory provisions and adherence to good corporate practices by TVS Motor Company Limited ('the Company') during the financial year from 1st April 2024 to 31st March 2025 ('the year' / 'the financial year'/ 'the audit period' / 'period under review'). The audit was conducted in a manner that provided a reasonable basis for evaluation of the Company's corporate conducts / statutory compliances and expressing our opinion thereon.

We are issuing this report based on:

1. Our verification of the books, papers, Minutes Book and other documents / records maintained by the Company, forms and returns filed with various statutory / regulatory authorities, information disseminated on the website of the Company and the stock exchanges on which its securities are listed and other relevant documents / information.
2. Compliance report on compliance with applicable statutory provisions submitted by key managerial personnel and reviewed and noted by the Board of Directors.
3. Information, explanation and representations provided by the Compliance officer and compliance relation action taken by the Company during the year and also after the end of the year but before the issue of this audit report.

We hereby report that, in our opinion, the Company has complied with the statutory provisions listed hereunder and has **proper Board processes and compliance mechanism** in place, to the extent, in the manner and subject to the reporting made hereinafter, **during the audit period covering the financial year from 1st April 2024 to 31st March 2025.**

The members are requested to read this report along with our letter of even date annexed to this report as Annexure – I.

1. Compliance with specific statutory provisions

1.1. We have examined the books, papers, Minute books and other records maintained by the Company, and forms, returns, reports, disclosures and information filed / submitted / disseminated during the year in accordance with the applicable provisions of the Acts, Rules, Regulations, Agreements and Standards set-out in Clause 1.3 hereunder.

1.2. Based on such examination and also considering compliance related action taken by the Company after the end of the year but before the issue of this audit report, we report that, to the best of our knowledge and belief, that the Company's compliance with the said applicable provisions is as set-out in Clause 1.3 hereunder.

1.3. The Company has generally complied with applicable provisions of the following Acts, Rules, Regulations, Agreements and Standards:

(a) The Companies Act, 2013, and the Rules made thereunder;

(b) The Securities Contracts (Regulation) Act, 1956, and the Rules made thereunder;

(c) The Depositories Act, 1996, and the Regulations made thereunder, to the extent applicable to listed securities issued by the Company;

(d) The Foreign Exchange Management Act, 1999, and the Rules and Regulations made thereunder, to the extent of Foreign Direct Investment (FDI) and Overseas Direct Investments (ODI);

(e) The following Regulations made under the Securities and Exchange Board of India (SEBI) Act, 1992:

(i) SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015;

(ii) SEBI (Prohibition of Insider Trading) Regulations, 2015;

(iii) SEBI (Substantial acquisition of shares and Takeovers) Regulations, 2011;

(iv) SEBI (Issue and listing of Non-convertible Securities) Regulations, 2021;

(v) SEBI (Share based employee benefits and Sweat Equity) Regulations, 2021;

(f) Listing agreements entered into with the stock exchanges viz; BSE Limited (in relation to listing of Equity shares) and National Stock Exchange of India Limited (in relation to listing of Equity shares and Non-Convertible Debentures); and

(g) Secretarial Standards issued by the Institute of Company Secretaries of India (ICSI) viz; Secretarial Standards – 1 (SS-1) on Board meetings and Secretarial Standards – 2 (SS-2) on General Meetings (in relation to General Meeting and Postal ballot process).

1.4. We noted that, the Company was not required to comply with the following Acts, Rules, Regulations and Standards, since there were no relevant transactions during the year:

(a) The Foreign Exchange Management Act, 1999, and the Rules and Regulations made thereunder, to the extent of External Commercial Borrowings (ECB);

(b) The following SEBI Regulations (which were not applicable):

(i) SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018;

(ii) SEBI (Buy-back of Securities) Regulations, 2018;

(iii) SEBI (Delisting of Equity shares) Regulations, 2021;

(iv) SEBI (Registrars to an Issue and Share transfer agents) Regulations, 1993, regarding the Companies Act, 2013, and dealing with client; and

(a) Specific laws applicable to the Company (no specific laws were applicable during the period under review, considering the nature of its business).

(b) Secretarial Standards – 3 (SS-3) on Dividend and Secretarial Standards – 4 (SS-4) on Report of the Board of Directors (SS-4) issued by the ICSI (being non-mandatory).

2. Constitution of the Board and Board processes

We further report as follows:

2.1 The composition of the Board of Directors of the Company during the year, was in compliance with the applicable provisions of the Companies Act, 2013 (the Act) and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (LODR).

2.2 The Company has complied with the applicable provisions of the Act and LODR in respect of the changes in its Board of Directors during the year, as detailed in Clause 2.4 hereunder.

2.3 The Board of Directors is constituted with 8 (eight) Directors, as at the end of the year, comprising of:

(a) 1 (one) Non-Executive Non-Independent Director, designated as Chairman;

(b) 1 (one) Executive Director, designated as Chairman Emeritus and Managing Director;

(c) 1 (one) Executive Director, designated as Managing Director; and

(d) 1 (one) Executive Director (whole-time director), designated as Director and Chief Executive Officer (CEO);

(e) 4 (four) Independent Directors, including 1 (one) Independent Woman Director.

2.4 The following changes took place in the Board of Directors during the year:

(i) Approval of the appointment of Mr. Vijay Sankar (DIN: 00007875), who was appointed as an Independent Director by the Board of Directors on 20th March 2024, by way of special resolution passed by the members through postal ballot process on 10th May 2024, to hold office for a term of 5 (five) consecutive years from 20th March 2024 to 19th March 2029.

(ii) Approval of the appointment of Mr. Shailesh Vishnubhai Haribhakti (DIN: 00007347), who was appointed as an Independent Director by the Board of Directors effective from 1st April 2024, by way of special resolution passed by the members through postal ballot process on 10th May 2024, to hold office for a term of 5 (five) consecutive years from 1st April 2024 to 31st March 2029.

(iii) Retirement of Mr. Chittranjan Dua (DIN: 00036080) and Mr. Hemant Krishan Singh (DIN: 06467315) as Independent Directors, at the close of business hours on 13th July 2024, upon completion of their tenure of appointment.

(iv) Retirement of Dr. Lakshmi Venu (DIN: 02702020), Non-Executive and Non-Independent Director, by rotation, at the 32nd Annual General Meeting (32nd AGM) held on 6th August 2024. The said director did not offer herself for re-appointment on account of other business commitments, and it was resolved by the members at the said AGM not to fill-up the resultant vacancy in the Board.

(v) Re-appointment of Mr. Kunnath Narayanan Radhakrishnan (DIN: 02599393), Director and CEO, on retirement by rotation at the 32nd AGM held on 6th August 2024.

(vi) Resignation of Mr. Kuok Meng Xiong (DIN: 09117910) as an Independent Director, at the conclusion of the 32nd AGM held on 6th August 2024, due to increasing business commitments and personal reasons. Mr. Kuok Meng Xiong, Independent Director, has also confirmed that there were no other material reasons for his resignation and the resultant vacancy was not required to be filled-up by the appointment of a new Independent Director, as the Company satisfied the requirement on number of Independent Directors on its Board in terms of Regulation 17(1) of LODR without filling-up such vacancy, on account of the retirement of a Non-Executive Non-Independent Director at the said AGM (referred to in sub-clause (iv) above).

(vii) Re-appointment of Mr. Venu Srinivasan (DIN: 00051523), aged 72 years, as Chairman Emeritus and Managing Director, for a further term of 5 (five) years from 24th April 2025 to 23rd April 2030 (both days inclusive), who is liable to retire by rotation, which was approved by way of special resolution passed by the members through postal ballot process on 21st March 2025.

2.5 We noted that, adequate notice was given to the Directors to plan their schedule for the Board meetings. Notice of the Board meetings were sent to the Directors atleast 7 (seven) days in advance, other than for meetings convened at a shorter notice in terms of Section 173(3) of the Act.

2.6 We noted that, agenda and detailed notes on agenda in respect of Board meetings were circulated to the Directors atleast 7 (seven) days in advance, other than for meetings convened at a shorter notice, with the exception of the following items which were circulated separately before or at the meetings with requisite approval from the Board:

(i) Supplementary agenda notes and Annexures in respect of Unpublished Price Sensitive Information (UPSI), such as audited accounts / results, unaudited financial results and connected papers;

(ii) Additional subjects / information / presentation and supplementary notes thereon.

2.7 We noted that a system exists for directors to seek and obtain further information and clarification on the agenda items before the meetings and for their meaningful participation at the meetings.

2.8 We noted that, at the Board meetings held during the year:

(i) Majority decisions were carried through; and

(ii) No dissenting views were expressed by any Board member on any of the subject-matters discussed at the meetings, that were required to be captured and recorded as part of the Minutes.

3. Compliance mechanism

3.1 We have examined the compliance reports on applicable laws submitted to and reviewed by the Board, reporting by the Board in its Directors' Responsibility Statement, reporting by the Statutory Auditors in their quarterly reports and annual audit reports, which provided us a reasonable basis for reporting on the compliance mechanism.

3.2 Based on such examination, we report that the **systems and processes** being adopted by the Company, to monitor and ensure compliance with applicable laws, rules, regulations and guidelines, **are reasonably adequate**, considering its size and nature of operations.

3.3 In respect of overseas subsidiaries, we have relied on compliance related information provided to the Board of Directors as part of financial reporting by the said subsidiaries.

4. Specific events / actions

We report that the following specific events / actions having a major bearing on the Company's affairs took place during the year, in accordance with the laws, rules, regulations, guidelines, agreements and standards, referred to hereinabove.

4.1 Scheme of arrangement for issue of bonus NCRPS to shareholders

The Board of Directors at their meeting held on 20th March 2024 approved the Scheme of Arrangement between the Company and its shareholders under Sections 230 to 232 of the Companies Act, 2013 ("Scheme"), which, inter-alia, provides for issuance and allotment of cumulative Non-Convertible Redeemable Preference Shares (NCRPS) by way of bonus (4 NCRPS of ₹10/- each fully paid up of the Company for every 1 equity share of ₹1/- each fully paid up), subject to statutory, regulatory and customary approvals, including approvals from stock exchanges, jurisdictional National Company Law Tribunal ("NCLT"), and the shareholders and creditors (as applicable) of the Company.

In this regard, meeting of the Equity Shareholders and Meeting of Unsecured Creditors of the Company were convened and held on 12th April 2025, at 10.00 A.M. and 11.30 A.M. respectively, through Video Conferencing ("VC")/ Other Audio-Visual Means ("OAVM"), pursuant to the order of Hon'ble National Company Law Tribunal, Chennai Bench dated 21st February 2025 in CA(CAA)/3(CHE)2025 ("Tribunal Order"). The Scheme was approved with requisite majority, by the Equity shareholders and the Unsecured Creditors respectively.

4.2 Approval and Implementation Employee stock option plan

The Board of Directors at the meeting held on 20th March 2024, approved: (i) implementation of the 'TVS Motor Company Employee Stock Option Plan' ('ESOP Plan'), through the secondary acquisition of shares of the Company by TVSM Employees Stock Option Trust; and (ii) the provision of unsecured loan or any other financial assistance for an amount not exceeding ₹ 250 Crores to TVSM Employees Stock Option Trust ('ESOP Trust') for the purpose of acquiring or purchasing the equity shares of the Company through secondary acquisition for implementation of the ESOP Plan.

Approval of the shareholders in this regard was obtained by way of special resolutions passed through postal ballot process on 10th May 2024.

The Nomination and Remuneration Committee, being the Committee designated for implementation of the ESOP Plan, has approved the grant of 3,51,000 stock options to identified employees of the Company, on 5th July 2024, with vesting period of 1 (one year). Since the ESOP plan is being implemented through secondary acquisition by the ESOP Trust, the grant of stock options does not involve any change or dilution of share capital of the Company.

4.3 Investments and Divestment in subsidiary and associate companies

Direct / indirect investments / divestments in subsidiaries and associate companies (Indian / foreign), as disclosed in the audited financial statements for the year, inter-alia, including the following:

(i) Tagbox Pte Ltd, Singapore, ceased to be an associate effective from 19th June 2024.

(ii) TVS Motor Company DMCC, became a subsidiary with effect from 27th June 2024.

(iii) TVS Digital Limited (TVS Digital) ceased to be a wholly-owned subsidiary, effective from 16th September 2024, upon complete divestment of shares held in TVS Digital.

(iv) DriveX Mobility Private Limited, Coimbatore (DriveX), became a subsidiary with effect from 23rd December 2024, upon further acquisition of 39.11% in equity share capital of (DriveX, resulting in post-acquisition shareholding of 87.38%.

(v) Scienaptic Systems Inc., USA (Scienaptic), ceased to be an associate from 27th December 2024, consequent to Divestment (redemption) by TVS Digital Pte Ltd, Singapore, a step down wholly-owned subsidiary of the Company, of part of its stake held in Scienaptic.

(vi) Further investment in TVS Motor (Singapore) Pte Ltd (TVSM Singapore), wholly-owned subsidiary of the Company.

(vii) Further investment in TVS Credit Services Limited, subsidiary company.

(viii) Further investment (acquisition) by TVSM Singapore, of additional 9.72% stake in Killwatt GmbH, Germany, for a total consideration of EUR 4 million.

(ix) Indian Foundation for Quality Management (IFQM) ceased to be an associate, effective from 11th March 2025, consequent to reduction of shareholding of the Company in IFQM 18.18% upon further allotment of shares by IFQM to other Investors.

(x) EBCO Limited, UK (EBCO), became a wholly-owned subsidiary of TVSM Singapore and the Company, effective from 26th March 2025, consequent to acquisition of additional 30% of the share capital of EBCO from its existing shareholder for a consideration of GBP 60,000.

(xi) The Go Corporation, Switzerland (the GO AG), became a wholly-owned subsidiary of TVSM Singapore and the Company, effective from 26th March 2025, consequent to acquisition of additional 8.26% of the share capital of the GO AG from its existing shareholder for a total consideration of CHF 500,000.

(xii) ION Mobility Pte. Ltd., Singapore ("ION Mobility"), ceased to be an associate of TVSM Singapore and the Company, effective from 31st March 2025, consequent to divestment of its stake in ION Mobility by TVSM Singapore, and acquisition in exchange of identified assets from ION Mobility, for a net cash consideration of (approximately) USD 1.75 million.

4.4 Scheme of amalgamation of Sundaram Auto Components Limited with the Company

The Board of Directors of the Company at their meeting held on 28th January 2025, approved the Scheme of Amalgamation ("Scheme") of Sundaram Auto Components Limited ("Transferor Company"), a wholly owned subsidiary, with the Company and its shareholders ("Transferee Company") under Sections 230 to 232 of the Companies Act, 2013. The Scheme is subject to receipt of necessary approvals from the National Company Law Tribunal, Chennai Bench and such other authorities, as may be required. Since the Transferor Company is a wholly owned subsidiary of the Transferee Company, upon the Scheme becoming effective, the shares held by the Transferee Company in the Transferor Company will stand cancelled and no consideration shall be issued by the Transferee Company.

For **Sriram Krishnamurthy & Co.,**
(formerly known as S. Krishnamurthy & Co.)
Company Secretaries
[Firm Unique Identification Number: **P1994TN045300**]
[Peer Review Certificate No.739/2020]

K. SRIRAM
Partner
(Membership No.F6312)
C.P. No.2215
UDIN: F006312G000221670

Place: Chennai
Date: 28th April 2025

Annexure – I to the Secretarial Audit Report

Our Secretarial Audit Report (Form MR-3) of even date for the **financial year ended 31st March 2025** is to be read along with this letter.

To,
The Members of
TVS Motor Company Limited
[CIN: L35921TN1992PLC022845]
"Chaitanya", No.12, Khader Nawaz Khan Road,
Nungambakkam, Chennai – 600 006.

1. Responsibility of the Management:

The Company's management is responsible for maintenance of secretarial records, making the requisite statutory / regulatory disclosures / filings and compliance with the provisions of corporate and other applicable laws, rules, regulations and standards.

2. Auditors' responsibility:

Our responsibility as the Secretarial Auditors is to express an opinion on the compliance with the applicable laws and maintenance of records based on our audit.

3. The audit was conducted in accordance with applicable standards issued by The Institute of Company Secretaries of India. Those Standards require that the Auditor comply with statutory and regulatory requirements and plan and perform the audit to obtain reasonable assurance about compliance with applicable laws and maintenance of records.
4. We have followed such audit practices and processes as we considered appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial records.
5. While forming an opinion on compliance and issuing this report, we have also considered compliance related action taken by the Company after 31st March 2025 but before the issue of this report.
6. We have considered compliance related actions taken by the Company based on independent legal / professional opinion / certification obtained as being in compliance with law, wherever there was scope for multiple interpretations.
7. We have verified the secretarial records furnished to us on a test basis to see whether the correct facts are reflected therein. We also examined the compliance procedures followed by the Company on a test basis. We believe that the processes and practices we followed provide a reasonable basis for our opinion.
8. We have not verified the correctness and appropriateness of financial records and books of accounts of the Company, as they are subject to audit by the Auditors of the Company appointed under Section 139 of the Companies Act, 2013.
9. We have obtained the Management's representation about compliance of laws, rules and regulations and happening of events, wherever required.
10. Our Secretarial Audit report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.
11. Due to the inherent limitations of an audit including internal, financial and operating controls, there is an unavoidable risk that some mis-statements or material non-compliances may not be detected, even though the audit is properly planned and performed in accordance with the Standards.

For **Sriram Krishnamurthy & Co.**,
(formerly known as S. Krishnamurthy & Co.)
Company Secretaries
[Firm Unique Identification Number: **P1994TN045300**]
[Peer Review Certificate No.739/2020]

K. SRIRAM
Partner
(Membership No.F6312)
C.P. No.2215
UDIN: F006312G000221670

Chennai
28th April 2025

Secretarial Audit Report of TVS Credit Services Limited, a material subsidiary.

To
The Members
TVS CREDIT SERVICES LIMITED
"Chaitanya", No.12, Khader Nawaz Khan Road,
Nungambakkam, Chennai - 600 006

Our Report of even date is to be read along with this letter.

1. Maintenance of secretarial record is the responsibility of the management of the Company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and books of accounts of the Company.
4. Wherever required, We have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.
5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. My examination was limited to the verification of procedures on test basis.
6. The Secretarial Audit Report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.
7. Due to the inherent limitations of an audit including internal, financial and operating controls, there is an unavoidable risk that some misstatements or material non-compliances may not be detected, even though the audit is properly planned and performed in accordance with the Standards.

Name of the Company Secretary: **B CHANDRA**
Membership No. ACS 20879
Certificate of Practice No. 7859
UDIN: A020879G000212103
PEER REVIEW NUMBER 6198/2024

Chennai
28th April 2025

Form No. MR-3

SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED 31.03.2025

[Pursuant to section 204(1) of the Companies Act, 2013 and rule No.9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To
The Members
TVS CREDIT SERVICES LIMITED
"Chaitanya", No.12, Khader Nawaz Khan Road,
Nungambakkam, Chennai - 600 006

Dear Sirs

We have conducted the secretarial audit of the compliance of applicable statutory provisions and adherence to good corporate practice by TVS Credit Services Limited, (hereinafter called the Company).

Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/ statutory compliance and expressing our opinion thereon.

Based on our verification of the company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorised representatives during the conduct of secretarial audit, we hereby report that in our opinion, the Company has, during the audit period covering the financial year ended on 31st March, 2025 complied with the statutory provisions listed hereunder and also that the Company has proper Board processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on 31st March, 2025 according to the provisions of:

i) The Companies Act, 2013 (the Act) and the rules made thereunder;

ii) The Depositories Act, 1996 and the regulations and bye-laws framed thereunder;

iii) The provisions of The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;

iv) SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 to the extent applicable to high value debt listed entities.

v) Securities and Exchange Board of India (Debenture Trustees) Regulations, 1993;

vi) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 to the extent applicable to debt listed companies;

Besides this, the following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act') are not applicable to the Company viz.,

a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;

b) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;

c) The Securities and Exchange Board of India (Share based employee Benefits and Sweat Equity) Regulations, 2021;

d) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;

e) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021; and

f) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018.

The Company has complied with the provisions of the other laws as applicable to the Company which inter alia includes:

(a) Reserve Bank of India (Non-Banking Financial Company –Scale Based Regulation) Directions, 2023 effective from October 2023 and other directions/regulations issued by Reserve Bank of India applicable for Middle Layer NBFC;

(b) Compliance under Prevention of Money Laundering Act, (PMLA) 2002 for the purpose of compliance with the obligations under Know your Customer Norms/ Anti-Money Laundering (AMC) standards & Fair Pricing Code (FPC) and Combating of Finance of Terrorism (CFT) obligations under PMLA,2002;

(c) Labour laws & Contract Labour (Regulations & Abolition) Act, 1970 as applicable;

(d) Indian Stamp Act and Rules;

(e) Motor Vehicles Act, 1938;

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above subject to the following observation

Further, during the year under review, the Company has listed its Non-Convertible Debentures with National Stock Exchange of India Ltd.

I have also examined compliance with the applicable clauses of the following:

i) The Secretarial Standards with regard to Meetings of Board of Directors (SS-1) and General Meetings (SS-2) issued by the Institute of Company Secretaries of India in terms of Sub-Section (10) of Section 118 of the Companies Act, 2013, for the financial year under review;

ii) The Company has listed its Commercial papers with National Stock Exchange of India Ltd (NSE) pursuant to SEBI circular dated 22nd October, 2019. The Company has duly complied with the compliances as prescribed in the above-mentioned circular.

From the verification of records and as per the information and explanation furnished to us, during the period under review, the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above, wherever applicable.

We further report that: -

1) The Board of Directors of the Company is duly constituted with proper balance of Non-Executive Directors and Independent Directors.

2) Adequate notice is given to all Directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and in case where meeting was held on shorter notice, necessary compliances as per the act and standards have been complied with and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

3) Majority decisions are carried through while passing all the resolutions of the Board/ Committees. However, on perusal of the minutes of the Board or Audit Committee or Nomination & Remuneration Committee, or Asset Liability Management Committee, or Corporate Social Responsibility Committee meetings or Risk Management Committee, it was observed that there was no dissenting note made by any of the members.

We further report that there are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

We further report that during the period of audit, the Company made issue of equity as well as Debt securities.

Name of the Company Secretary: **B CHANDRA**
Membership No.: 20879
Certificate of Practice No.: 7859
Chennai UDIN: A020879G000212103
28th April 2025 PEER REVIEW NUMBER 6198/2024

Independent Auditors' Report

for the year ended 31st March 2025

To the members of TVS Motor Company Limited

Report on the Audit of the Standalone Financial Statements

Opinion

We have audited the Standalone financial statements of TVS Motor Company Limited ("the Company"), which comprise the balance sheet as at 31st March 2025, the Statement of Profit and Loss (including Other Comprehensive Income), Statement of changes in Equity and Statement of Cash Flows for the year then ended, and notes to the Standalone financial statements, including a summary of material accounting policies and other explanatory information (hereinafter referred to as "the Standalone financial statements").

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid Standalone financial statements give the information required by the Companies Act, 2013 ("Act") in the manner so required and give a true and fair view in conformity with Indian Accounting Standards prescribed under Section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended ("Ind AS") and other accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2025, and profit, Other Comprehensive Income, Changes in Equity and Cash Flows for the year ended on that date.

Basis for Opinion

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Act. Our responsibilities under those SAs are further described in the Auditor's Responsibilities for the Audit of the Standalone financial statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the Standalone financial statements under the provisions of the Act and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion on the standalone financial statements.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the Standalone financial statements of the current period. These matters were addressed in the context of our audit of the Standalone financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters:

Key Audit Matter Principal Audit Procedures

Key Audit matter	Principal Audit Procedure
1. Government Grants Government has announced various Grants to manufacturers of automobiles. The company in turn is availing the said grants on fulfilling the conditions attached to that. The recognition of Government grants is considered to be key audit matter because of significance of amount of grants and management judgements involved in fulfilling the conditions to receive the grant. The management periodically reviews, during the year, compliance of relevant conditions attached to each grant whether there is a reasonable assurance that the grants will be received, in order to determine the timing and amounts of grants to be recognized in the financial statements.	Determined the appropriateness of the accounting policy for government grants as per the relevant accounting standard; Examined the Company's key internal financial controls over recognition of government grants with regard to its design and implementation. Tested the operating effectiveness of such controls for the transactions selected. Verified documents, on sample basis, submitted to the various government authorities relating to the grants received and receivable and checked the compliance of conditions attached to the respective grants. Considered the basis of management's judgement towards fulfilment of conditions attached to the grants and evaluated the reasonable assurance that grants will be received. Reviewed the appropriateness of the disclosures made in accordance with the relevant accounting standards.
2. Investments The Company has significant investments in its subsidiaries and associates. Management reviews regularly whether there are any indicators of impairment of the investments by reference to the requirements under Ind AS 36 "Impairment of Assets". For investments where impairment indicators exist, significant judgments are required to determine the key assumptions used in the valuation model and methodology, such as revenue growth, discount rates, etc. Considering, the impairment assessment which involves significant assumptions and judgement of the management and the same has been considered as key audit matter.	Obtained and read the valuation report used by the management for determining the fair value ('recoverable amount') of its material investments. Considered the independence, competence and objectivity of the management specialist involved in determination of valuation. Tested the fair value of the investment as mentioned in the valuation report to the carrying value in books. Made inquiries with management to understand key drivers of the cash flow forecasts, discount rates, etc. Assessed the disclosures made in the financial statements regarding such investments to comply with the requirements of Standards.
3. Intangible assets under development The Company has various internally generated intangible projects under development. Initial recognition of the development expenditure under these projects is based on assessing each project in relation to specific recognition criteria that needs to be met for capitalisation. In addition, the management also assess indication of impairment of the carrying value of assets which requires management judgment and assumptions as affected by future market or economic developments. Due to the materiality of the assets under development recognised and the level of management judgement involved, initial recognition and measurement of internally generated intangible assets under development has been considered as a key audit matter.	Our audit procedures included but were not limited to the following: Assessed whether the Company's Internally generated intangible assets- research and development expenditure accounting policy is in compliance with Ind AS 38 “Intangible Assets”. We assessed the design, implementation and operating effectiveness over management process of identifying and capitalising the development expenditure in accordance with the accounting principles of capitalisation of expenditure on internally generated intangible assets as per Ind AS 38 such as technical feasibility of the project, intention and ability to complete the intangible asset, ability to use or sell the asset, generation of future economic benefits and the ability to measure costs reliably. We performed test of details of development expenditure capitalised by reviewing the key assumptions including the authorisation of the stage of the project in the development phase, the accuracy of costs included and assessing the useful economic life attributed to the asset. In addition, we considered whether any indicators of impairment were present by understanding the business rationale for projects.
4. Evaluation of Uncertain Direct tax and Indirect Tax positions: The Company has material uncertain tax positions, including matters under dispute relating Excise, Customs Duty, Goods and Service Tax (Indirect Taxes) and Income Tax (Direct Tax). These matters involve significant judgment to determine the possible outcome of these disputes	We obtained details of demands relating to Direct Tax and indirect tax, as on 31st March 2025. We considered legal precedence and other rulings, obtained external opinions and discussed with company's internal legal team in evaluating management's position on these uncertain tax positions. We satisfied ourselves that it is not probable that an outflow of economic benefits will be required and disclosed such obligation as a contingent liability

Information Other than the Standalone financial statements and Auditor's Report thereon

The Company’s Board of Directors is responsible for the other information. The other information comprises the information included in the Annual Report (Financial Highlights, Board’s Report, Management Discussion and Analysis, Report on Corporate Governance and Business Responsibility & Sustainability Report) but does not include the standalone financial statements and our auditors’ report thereon. The Annual Report is expected to be made available to us after the date of this Auditors’ Report.

Our opinion on the standalone financial statements does not cover the other information identified above and we do not express any form of assurance conclusion thereon.

In connection with our audit of the standalone financial statements, our responsibility is to read the other information identified above when it becomes available and, in doing so, consider whether the other information is materially inconsistent with the standalone financial statements or our knowledge obtained in the audit, or otherwise appears to be materially misstated.

When we read the Annual Report, if we conclude that there is a material misstatement therein, we are required to communicate the matter to those charged with governance and take appropriate action as applicable under the relevant laws and regulations.

Responsibilities of Management and Those Charged with Governance for the Standalone financial statements

The Company's Board of Directors are responsible for the matters stated in Section 134(5) of the Act with respect to the preparation of these Standalone financial statements that give a true and fair view of the financial position, financial performance, total comprehensive income, changes in equity and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) specified under Section 133 of the Act read with the Companies (Indian Accounting Standards) Rules 2015. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the Standalone financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the Standalone financial statements, the Board of Directors is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the Board of Directors either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

The Board of Directors are also responsible for overseeing the Company's financial reporting process.

Auditor's Responsibilities for the Audit of the Standalone financial statements

Our objectives are to obtain reasonable assurance about whether the Standalone financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these Standalone financial statements.

As part of an audit in accordance with SAs, we exercise professional judgement and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the Standalone financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the Standalone financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern
- Evaluate the overall presentation, structure, and content of the Standalone financial statements, including the disclosures, and whether the Standalone financial statements represent the underlying transactions and events in a manner that achieves fair presentation. We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the standalone financial statements of the current period and are therefore the key audit matters.

We describe these matters in our auditors' report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2020 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the Annexure A statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.

2. As required by Section 143(3) of the Act, we report that:

   a. We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.

   b. In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books and proper returns adequate for the purposes of our audit.

   c. The Standalone Balance Sheet, the Standalone Statement of Profit and Loss (including Other Comprehensive Income), the Standalone Statement of Changes in Equity and the Standalone Statement of Cash Flows dealt with by this Report are in agreement with the books of accounts.;

   d. In our opinion, the aforesaid Standalone financial statements comply with the Ind AS specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.

   e. On the basis of the written representations received from the directors as on 31st March 2025 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March 2025 from being appointed as a director in terms of Section 164(2) of the Act.

   f. With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure B".

   g. The remuneration paid by the Company to its Directors is in accordance with the provisions of Section 197 of the Act and the same is not in excess of the limit laid down under Section 197 of the Act

   h. With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014 as amended, in our opinion and to the best of our information and according to the explanations given to us:

      i. The Company has disclosed the impact of pending litigations on its financial position in its standalone financial statements - Refer Note No. 40 (a) to the standalone financial statements.

      ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses - refer Note 30 (D) to the Standalone financial statements.

      iii. There has been no delay in transferring amounts, required to be transferred to the Investor Education and Protection Fund by the Company.

      iv. a. Management has represented that, to the best of its knowledge and belief, other than as disclosed in the notes to the accounts (refer note no 42 A (xii), no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the company to or in any other person(s) or entity(ies), including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

         b. Management has represented that, to the best of its knowledge and belief, other than as disclosed in the notes to the accounts (refer note no 42 A (xiii)), no funds have been received by the company from any person(s) or entity(ies), including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the company shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries, and

         c. Based on the audit procedures adopted by us, nothing has come to our notice that has caused us to believe that the representations made by the management under sub clause (a) and (b) above, contain any material misstatement.

      v. The dividends declared and paid by the Company during the year are in accordance with section 123 of the Companies Act 2013.

      vi. Based on our examination, which included test checks, the Company has used accounting software for maintaining its books of account for the financial year ended March 31, 2025 which has a feature of recording audit trail (edit log) facility and the same has operated throughout the year for all relevant transactions recorded in the software. Further, during the course of our audit we did not come across any instance of the audit trail feature being tampered with.

      In our opinion, the Company has preserved the audit trail as per the statutory requirements for record retention as specified under the proviso to Rule 3(1) of the Companies (Accounts) Rules, 2014.

For **Sundaram and Srinivasan**
Chartered Accountants
Firm Registration No. 004207S

S. USHA
Partner
Place: Chennai
Membership No.: 211785
Date: 28th April 2025
UDIN: 25211785BMIWEF9338

Annexure A

to Independent Auditors' Report - 31st March 2025

With reference to the Annexure A referred to in paragraph 1 under the heading "Report on other Legal and Regulatory Requirements" of the Independent Auditor's report to the members of TVS Motor Company Limited on the Standalone Financial Statements for the year ended 31 March 2025, we report that:

i. a. A) According to the information and explanations given to us and the records of the Company examined by us, in our opinion, the Company has maintained proper records showing full particulars, including quantitative details and situation of Property, Plant and Equipment.

B) According to the information and explanations given to us and the records of the Company examined by us, in our opinion, the Company has maintained proper records showing full particulars of Intangible assets.

b. The Company has a regular program of physically verifying all the Property, Plant and Equipment at its plants/ offices in a phased manner over a period of 3 years, which in our opinion is reasonable having regard to the size of the Company and the nature of its assets. No material discrepancies as compared to book records were noticed on such verification.

c. According to the information and explanations given to us and the records of the Company examined by us, the title deeds of all the immovable properties (other than properties where the Company is the lessee, and the lease agreements are duly executed in favour of the lessee) are held in the name of the Company.

d. The Company has not revalued its Property, Plant and Equipment (including Right of use assets) or intangible assets during the year.

e. According to the information and explanations given to us and the records of the Company examined by us, there are no proceedings initiated or are pending against the Company for holding any benami property under Benami Transactions (Prohibition) Act, 1988 and rules made thereunder.

ii. a. As informed to us, the management has conducted physical verification of inventory at reasonable intervals during the year. In our opinion the coverage and the procedure of such verification by the management is appropriate. The discrepancies arising out of such physical verification did not exceed 10% or more in aggregate for each class of inventory and they have been properly dealt with in the books of accounts.

b. According to the information and explanations given to us and the records of the Company examined by us, the Company has been sanctioned working capital limits in excess of ₹ five crores in aggregate from banks during the year on the basis of security of current assets of the Company.

The quarterly returns and statements filed by the Company with such banks are in agreement with the books of accounts of the Company.

iii. a. According to the information and explanations given to us and the records of the Company examined by us, during the year, the Company has made investments in Companies incorporated in India and Outside India and Limited Liability Partnership incorporated outside India and has not made investments in firms, Limited Liability Partnerships incorporated in India or any other parties. The Company has not provided any guarantee or security or granted advances in the nature of loans, secured or unsecured, to companies, firms, limited liability partnerships or any other parties during the year.

b. According to the information and explanations given to us and the records of the Company examined by us, the investments made are not prejudicial to the Company's interest.

c. The company has not provided loans, advances in the nature of loans, and security to Companies, Firms, Limited Liability Partnerships or any other parties. Therefore, the requirement to report under clauses (iii) (d) to (f) of para 3 of the Order are not applicable to the Company.

iv. In our opinion and according to the information and explanations given to us, the Company has complied with the provisions of sections 185 and 186 of the Act, in respect of Investments made and Guarantee provided.

v. According to the information and explanations given to us and the records of the Company examined by us, the Company has neither accepted any deposits from the public nor accepted any amounts which are deemed to be deposits within the meaning of sections 73 to 76 of the Act and the rules made thereunder, to the extent applicable. Therefore, the clause (v) of para 3 of the order is not applicable to the Company.

vi. According to the information and explanations given to us, the Central Government has prescribed the maintenance of cost records under Section 148(1) of the Act in respect of products manufactured by the Company.

We have broadly reviewed the books of accounts maintained by the Company pursuant to the rules made by the Central Government for the maintenance of cost records u/s 148 (1) of the Act and are of the opinion that, prima facie, the prescribed accounts and records have been made and maintained. However, we have not made detailed examination of the records with a view to determine whether they are accurate or complete.

vii. a. According to the information and explanations given to us and the records of the Company examined by us, in our opinion, the Company is generally regular in depositing undisputed statutory dues payable including Provident Fund, Employees' State Insurance, Income Tax, Goods and Services Tax, Customs duty, duty of excise and Cess and other material statutory dues as applicable to the Company with the appropriate authorities.

b. According to the information and explanations given to us and the records of the Company examined by us, details of disputed taxes not deposited are as follows:

Rupees in crores

Name of the Statute / (Nature of dues)	Period of dues	Amount in ₹	Forum where dispute is pending
Central Excise Act, 1944 (Cenvat / Excise Duty)	2013-14 to 2015-16	3.88	Central Excise and Service Tax Appellate Tribunal, Bangalore
Central Excise Act, 1944 (Cenvat / Excise Duty)	1999-00 to 2004-05 and 2015-16	19.39	Pending before Origininal assessing Authority for Giving effect order to Appellate order of CESTAT, Chennai
Finance Act, 1994 (Service Tax)	2002-2014	0.91	Central Excise and Service Tax Appellate Tribunal, Chennai / Bangalore
Goods and Service Tax Act	2017-18 to 2020-21	17.51	Commissioner (Appeals) - GST - Andhra Pradesh, Telangana, Rajasthan, Madhya pradesh, Delhi, Chattisgarh, Bihar, West Bengal, Karnataka, Uttar Pradesh, Assam and Maharashtra
Goods and Service Tax Act	2020-21	4.45	Writ before High Court of Madras
Income Tax	AY 2016-17	3.58	Commissioner of Income Tax (Appeals)
Income Tax	AY 2017-18	2.54	Deputy Commissioner of Income Tax
Income Tax	AY 2018-19	6.70	Deputy Commissioner of Income Tax

viii. According to the information and explanations given to us and based on the records of the Company examined by us, the Company has not surrendered or disclosed any transaction, previously unrecorded in the books of account, in the tax assessments under the Income Tax Act, 1961 as income during the year.

ix. On the basis of verification of records, the procedures performed by us, on an overall examination of the financial statements of the Company and according to the information and explanations given to us,

a. the Company has not defaulted in repayment of loans or other borrowings or in the payment of interest thereon to any lender.

b. the Company is not declared wilful defaulter by any bank or financial institution or any Lender.

c. the term loans were applied for the purpose for which the loans were obtained.

d. the Company has not utilized funds raised on short-term basis for long-term purposes.

e. the Company has not taken funds from any entities and persons on account of or to meet the obligations of its subsidiaries or associates.

f. the Company has not raised loans during the year on the pledge of securities held in its subsidiaries or associate companies.

x. a. According to the information and explanations given to us and based on the records of the Company examined by us, the Company has not raised any money by way of initial public offer or further public offer (including debt instruments) during the year.

b. According to the information and explanations given to us and based on the records of the Company examined by us, the Company has not made any preferential allotment or private placement of shares or fully or partially or optionally convertible debentures during the year.

xi. a. During the course of our examination of the books and records of the Company, carried out based upon the generally accepted audit procedures performed for the purpose of reporting the true and fair view of the Standalone financial statements, to the best of our knowledge and belief and as per the information and explanations given to us by the Management, and the representations obtained from the Management, no fraud by the Company or no material fraud on the Company have been noticed or reported during the year.

b. During the year, no report under sub-section (12) of Section 143 of the Companies Act, 2013 has been filed by us in Form ADT - 4 as prescribed under Rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government.

c. According to the information and explanations given to us and as represented to us by the management, there are no whistle blower complaints received by the Company during the year.

xii. The Company is not a Nidhi Company and hence reporting under Clause (xii) of the Order is not applicable.

xiii. In our opinion and according to the information and explanations given to us, based on verification of the records and approvals of the Audit Committee, the Company is in compliance with Section 177 and Section 188 of the Act, where applicable, for all transactions with the related parties and the details of related party transactions have been disclosed in the Standalone financial statements as required by the applicable accounting standards.

xiv. a. In our opinion and based on our examination, the Company has an internal audit system commensurate with the size and nature of its business.

b. The internal audit reports of the Company issued till the date of the audit report, for the period under audit have been considered by us.

xv. In our opinion and according to the information and explanations given to us, during the year the Company has not entered into any non-cash transactions with its directors or persons connected with the directors during the year and hence provisions of Section 192 of the Act are not applicable.

xvi. According to the information and explanations given to us and based on the information given to us and records verified by us,

a. The Company is not required to be registered under Section 45-IA of the Reserve Bank of India Act, 1934. Accordingly, the provisions of Clause 3(xvi) of the Order are not applicable to the Company.

b. The Company has not conducted any Non-Banking Financial or Housing Finance activities, accordingly, reporting under clause 3(xvi)(b) of the order is not applicable

c. The Company is not a Core Investment Company as defined in the regulations made by Reserve Bank of India. Accordingly, the requirement to report on Clause (xvi)(c) of the Order is not applicable to the Company.

d. The Group does not have more than one Core Investment Company, as defined under Core Investment Companies (Reserve Bank) Directions 2016.

xvii. According to the information and explanations given to us and on an overall examination of the standalone financial statements of the Company, the Company has not incurred cash losses in the current year and in the immediately preceding financial year.

xviii. There has been no resignation of the statutory auditors during the year.

xix According to the information and explanations given to us and on the basis of the financial ratios disclosed in note no. 32 to the Standalone financial statements, ageing and expected dates of realization of financial assets and payment of financial liabilities, other information accompanying the Standalone financial statements, our knowledge of the Board of Directors and management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report that Company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the Company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the Company as and when they fall due.

xx. According to the information and explanations given to us, In respect of other than ongoing projects, there are no unspent amounts that are required to be transferred to a fund specified in Schedule VII of the Companies Act (the Act), in compliance with second proviso to sub section 5 of Section 135 of the Act.

There are no unspent amounts in respect of ongoing projects that are required to be transferred to a special account in compliance of provision of sub section (6) of Section 135 of Companies Act.

For **Sundaram & Srinivasan**
Chartered Accountants
Firm Registration Number: 004207S

S. USHA
Partner
Place: Chennai
Membership No.: 211785
Date: 28th April 2025
UDIN: 25211785BMIWEF9338

Annexure - B

to the Independent Auditors' Report - 31st March 2025

[Referred to in paragraph 2(f) of our "Report on Other legal and Regulatory Requirements" section of our report of even date]

Report on the Internal Financial Controls under Clause (i) of Subsection 3 of Section 143 of the Companies Act, 2013 ("the Act")

1. We have audited the internal financial controls over financial reporting of TVS Motor Company Limited ("the Company") as of March 31, 2025 in conjunction with our audit of the Ind AS Standalone financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

2. The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India (ICAI). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditors' Responsibility

3. Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

4. Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the Standalone financial statements, whether due to fraud or error.

5. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

Meaning of Internal Financial Controls over Financial Reporting

6. A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of Standalone financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of Standalone financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the Standalone financial statements.

Inherent Limitations of Internal Financial Controls over Financial Reporting

7. Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

8. In our opinion, the Company has, in all material respects, an adequate internal financial Control system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2025, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Control over Financial Reporting issued by the Institute of Chartered Accountants of India.

For **Sundaram & Srinivasan**
Chartered Accountants
Firm Registration Number: 004207S

S. USHA
Partner
Place: Chennai
Membership No.: 211785
Date: 28th April 2025
UDIN: 25211785BMIWEF9338

Balance Sheet

as at 31st March 2025

Rupees in crores

	Notes	As at 31-03-2025	As at 31-03-2024
ASSETS			
Non-current assets			
Property, plant and equipment	2	3,880.22	3,442.18
Capital work-in-progress	2	642.04	329.73
Other intangible assets	2	466.14	329.67
Intangible assets under development	2	596.78	600.41
Financial assets			
i. Investments	3	9,038.23	6,828.07
ii. Other financial assets	4	28.00	152.69
Non-Current tax assets (Net)		-	22.34
Other non-current assets	5	229.61	139.33
		14,881.02	**11,844.42**
Current assets			
Inventories	6	1,725.76	1,370.80
Financial assets			
i. Investments	3	233.19	163.19
ii. Trade receivables	7	1,280.06	1,302.14
iii. Cash and cash equivalents	8	293.56	485.83
iv. Bank balances other than (iii) above	9	264.77	45.13
v. Other financial assets	10	97.55	77.25
Other current assets	11	1,186.98	773.48
		5,081.87	**4,217.82**
Total assets		**19,962.89**	**16,062.24**
EQUITY AND LIABILITIES			
Equity			
Equity share capital	12	47.51	47.51
Other equity	13	9,889.14	7,683.53
		9,936.65	**7,731.04**
Liabilities			
Non-current liabilities			
Financial liabilities			
i. Borrowings	14	834.51	986.91
ii. Lease liabilities		192.63	313.07
Provisions	15	255.94	205.87
Deferred tax liabilities (Net)	16	265.92	187.05
Other Non current liabilities		28.00	31.50
		1,577.00	**1,724.40**
Current liabilities			
Financial liabilities			
i. Borrowings	17	900.43	526.53
ii. Lease liabilities		108.39	137.11
iii. Trade payables	18		
a. Total outstanding dues of micro and small enterprises		37.21	34.80
b. Total outstanding dues of other than (iii) (a) above		6,116.45	5,077.37
iv. Other financial liabilities	19	310.92	126.95
Other current liabilities	20	754.31	526.63
Provisions	15	184.13	143.60
Current Tax Liabilities (net)		37.40	33.81
		8,449.24	**6,606.80**
Total liabilities		**10,026.24**	**8,331.20**
Total equity and liabilities		**19,962.89**	**16,062.24**
Material accounting policies	1		

See the accompanying notes to the financial statements

PROF SIR RALF DIETER SPETH
Chairman
DIN: 03318908

SUDARSHAN VENU
Managing Director
DIN: 03601690

K N RADHAKRISHNAN
Director & Chief Executive Officer
DIN: 02599393

As per our report annexed
For **Sundaram & Srinivasan**
Chartered Accountants
Firm Regn. No.004207S

Place : Chennai
Date : 28th April 2025

K GOPALA DESIKAN
Chief Financial Officer

K S SRINIVASAN
Company Secretary

S USHA
Partner
Membership No. : 211785

Statement of Profit and Loss

for the year ended 31st March 2025

Rupees in crores

		Notes	Year Ended 31-03-2025	Year Ended 31-03-2024
I	Revenue from operations	21	36,251.32	31,776.37
II	Other income	22	58.01	148.53
III	**Total income (I + II)**		**36,309.33**	**31,924.90**
IV	Expenses :			
	Cost of materials consumed	23	25,542.35	23,244.16
	Purchase of stock-in-trade	23	406.73	389.37
	Changes in inventories of finished goods, stock-in-trade and work-in-progress	23	(188.43)	(204.56)
	Employee benefits expense	24	1,970.26	1,595.87
	Finance costs	25	138.66	181.63
	Depreciation and amortisation expense	26	744.60	700.35
	Other expenses	27	4,066.37	3,237.42
	Total expenses		**32,680.54**	**29,144.24**
V	**Profit before exceptional items and tax (III - IV)**		**3,628.79**	**2,780.66**
VI	Exceptional items		-	-
VII	**Profit before tax (V + VI)**		**3,628.79**	**2,780.66**
VIII	Tax expense / (credit)	28		
	i. Current tax		867.67	702.08
	ii. Deferred tax		50.58	(4.42)
	Total Tax expense (i+ii)		**918.25**	**697.66**
IX	**Profit for the year (VII - VIII)**		**2,710.54**	**2,083.00**
X	Other comprehensive income			
	A. Items that will not be reclassified to profit or loss:			
	Remeasurements of post employment benefit obligations		6.39	(20.48)
	Fair value changes of equity instruments		23.06	0.84
	Income tax relating to these items		(4.49)	5.02
	B. Items that will be reclassified to profit or loss:			
	Fair value changes on cash flow hedges		10.23	(6.84)
	Income tax relating to these items		(2.57)	1.72
	Other comprehensive income for the year, net of tax		32.62	(19.74)
XI	**Total comprehensive income for the year (IX + X)**		2,743.16	2,063.26
XII	Earnings per equity share (Face value of ₹ 1/- each)			
	Basic & Diluted earnings per share (in rupees)	36	57.05	43.84
	Material accounting policies	1		

See the accompanying notes to the financial statements

PROF SIR RALF DIETER SPETH
Chairman
DIN: 03318908

SUDARSHAN VENU
Managing Director
DIN: 03601690

K N RADHAKRISHNAN
Director & Chief Executive Officer
DIN: 02599393

As per our report annexed
For **Sundaram & Srinivasan**
Chartered Accountants
Firm Regn. No. 004207S

Place : Chennai
Date : 28th April 2025

K GOPALA DESIKAN
Chief Financial Officer

K S SRINIVASAN
Company Secretary

S USHA
Partner
Membership No.:211785

Statement of Changes in Equity

a Equity Share Capital

	Rupees in crores
As at 01-04-2023	47.51
Changes in Equity Share capital due to prior period errors	-
Restated balance as at 01-04-2023	47.51
Changes in equity share capital during the year	-
As at 31-03-2024	47.51
Changes in Equity Share capital due to prior period errors	-
Restated balance as at 01-04-2024	47.51
Changes in equity share capital during the year	-
As at 31-03-2025	**47.51**

b Other Equity

Rupees in crores

Particulars	Reserves & Surplus			Other Reserves			Total
	General reserve	Capital reserve	Retained earnings	Equity Instruments Fair Valued through Other Comprehensive Income (FVTOCI)	Hedging reserve	Treasury shares	
Balance as at 01-04-2023	**865.64**	**6.43**	**5,125.20**	**1.72**	**1.35**	**-**	**6,000.34**
Add : Profit for the year 2023-24	-	-	2,083.00	-	-	-	2,083.00
Add : Other comprehensive income for the year 2023-24 (net of tax)	-	-	(15.33)	0.71	(5.12)	-	(19.74)
Less : Distribution to shareholders:							
2023-24 Interim dividend	-	-	380.07	-	-	-	380.07
Balance as at 31-03-2024	**865.64**	**6.43**	**6,812.80**	**2.43**	**(3.77)**	**-**	**7,683.53**
Add : Profit for the year 2024-25	-	-	2,710.54	-	-	-	2,710.54
Add : Other comprehensive income for the year 2024-25 (net of tax)	-	-	4.78	20.18	7.66	-	32.62
Less: Treasury shares held by ESOP Trust	-	-	-	-	-	62.46	62.46
Less : Distribution to shareholders:							
2024-25 Interim dividend	-	-	475.09	-	-	-	475.09
Balance as at 31-03-2025	**865.64**	**6.43**	**9,053.03**	**22.61**	**3.89**	**(62.46)**	**9,889.14**

Nature and purpose of Other Reserves

1. General reserve is available for distribution to shareholders.
2. Capital reserve

		Rupees in crores
i.	On Shares forfeited (₹ 55,200/-)	-
ii.	On surplus arising out of amalgamation	6.43
		6.43

3. FVTOCI reserve

   The Company has elected to recognise changes in the fair value of certain investments in equity securities in other comprehensive income. These changes are accumulated within the FVTOCI reserve within equity.

4. Hedging Reserve - Refer Note No. 30 (D)

   It represents the effective portion of the fair value of forward/option contracts designated as cashflow hedge

5. Treasury Shares

   The Treasury shares of the Company are held by the TVSM Employees Stock Option Trust (ESOP Trust) under the TVS Motor Company Employee Stock Option Plan implemented to its eligible employees. The equity shares of the Company have been acquired and held by ESOP Trust, to be transferred to employees upon the exercise of their stock options.

See the accompanying notes to the financial statements

PROF SIR RALF DIETER SPETH
Chairman
DIN: 03318908

SUDARSHAN VENU
Managing Director
DIN: 03601690

K N RADHAKRISHNAN
Director & Chief Executive Officer
DIN: 02599393

As per our report annexed
For **Sundaram & Srinivasan**
Chartered Accountants
Firm Regn. No.004207S

Place : Chennai
Date : 28th April 2025

K GOPALA DESIKAN
Chief Financial Officer

K S SRINIVASAN
Company Secretary

S USHA
Partner
Membership No.:211785

Cash Flow Statement

for the year ended 31st March 2025

Rupees in crores

		Year ended 31-03-2025		Year ended 31-03-2024	
A.	**Cash flow from operating activities:**				
	Profit before tax		3,628.79		2,780.66
	Add:				
	Depreciation and amortisation for the year	744.60		700.35	
	(Profit) / loss on sale of property, plant and equipment (Net)	(8.42)		(2.63)	
	(Profit) on sale of investments (Net)	(1.15)		(145.39)	
	Loss / (Gain) on valuation of investment (Net)	78.27		26.93	
	(Gain) on lease preclosure (Net)	(0.07)		(4.75)	
	Unrealised exchange loss / (Gain) (Net)	9.95		10.82	
	Dividend income	(100.27)		(2.61)	
	Interest income	(19.87)		(18.88)	
	Finance cost	138.66		181.63	
	Share based payment expense	32.81		-	
	Provisions	95.14		52.98	
			969.65		798.45
	Operating profit before working capital changes		**4,598.44**		**3,579.11**
	Adjustments for:				
	Trade receivables	10.94		(329.85)	
	Inventories	(354.96)		(134.44)	
	Other current assets	(413.50)		198.71	
	Other financial assets	(231.76)		(24.68)	
	Trade payables	1,042.68		977.79	
	Other financial liabilities	205.06		5.14	
	Other current liabilities	229.81		15.46	
	Other non - current assets	10.31		(53.76)	
			498.58		654.37
	Cash generated from operations		**5,097.02**		**4,233.48**
	Direct taxes paid (Net of refunds)		(831.35)		(616.19)
	Net cash from operating activities	(A)	**4,265.67**		**3,617.29**
B.	**Cash flow from investing activities:**				
	Purchase of property, plant and equipment, intangible assets, including capital advances	(1,798.47)		(1,088.81)	
	Proceeds from sale of property, plant and equipment	18.76		33.31	
	Share application money paid	-		(121.19)	
	Investments in subsidiaries/associates	(2,129.26)		(1,338.15)	
	Purchase of Other investments	(134.52)		(31.65)	
	Sale of Investments in subsidiaries/associates	4.15		576.82	
	Sale / redemption of other investments	49.51		54.06	
	Interest received	18.74		17.37	
	Dividends received	100.27		1.98	
			(3,870.82)		(1,896.26)
	Net cash used in investing activities	(B)	**(3,870.82)**		**(1,896.26)**

Rupees in crores

		Year ended 31-03-2025		Year ended 31-03-2024	
C.	**Cash flow from financing activities :**				
	Borrowings:				
	Non-current borrowings availed / (Repaid)	219.99		(289.49)	
	Current borrowings availed / (Repaid)	-		(440.00)	
	Other bank balances	-		(39.47)	
	Finance cost	(138.42)		(213.73)	
	Purchase of treasury shares by ESOP Trust	(95.27)		-	
	Repayment of lease liabilities	(98.33)		(106.79)	
	Dividend	(475.09)		(380.07)	
			(587.12)		(1,469.55)
	Net cash from financing activities	(C)	**(587.12)**		**(1,469.55)**
	Total (A+B+C)		**(192.27)**		**251.48**
	Cash and cash equivalents at the beginning of the year		485.83		234.35
	Cash and cash equivalents at the end of the year (Refer Note No 8)		293.56		485.83
D.	**Net (decrease)/Increase in cash and cash equivalents**		**(192.27)**		**251.48**

Change in liability arising from financing activities:

Particulars	As at 01-04-2024	Cash flow	Foreign exchange movement	Amortisation	As at 31-03-2025
Non-current borrowings	1,513.44	219.99	-	1.51	1,734.94
Current borrowings	-	-	-	-	-

Non-cash investing activities:

Particulars	2024-25	2023-24
Acquisition of right-of-use assets	144.91	160.55
Acquisition of investment	-	-

PROF SIR RALF DIETER SPETH
Chairman
DIN: 03318908

SUDARSHAN VENU
Managing Director
DIN: 03601690

K N RADHAKRISHNAN
Director & Chief Executive Officer
DIN: 02599393

As per our report annexed
For **Sundaram & Srinivasan**
Chartered Accountants
Firm Regn. No.004207S

Place : Chennai
Date : 28th April 2025

K GOPALA DESIKAN
Chief Financial Officer

K S SRINIVASAN
Company Secretary

S USHA
Partner
Membership No.:211785

Notes to the Financial Statements

1. Material Accounting Policies

The accounting policies mentioned herein are relating to the standalone financial statements of the Company.

a) Brief description of the Company

TVS Motor Company Limited ('the Company') is a public limited company incorporated and domiciled in India whose shares are publicly traded. The registered office is located at "Chaitanya", No. 12, Khader Nawaz Khan Road, Nungambakkam, Chennai 600 006, Tamil Nadu, India.

The Company manufactures two wheelers, three wheelers, parts and accessories thereof. The Company has manufacturing plants located at Hosur in Tamil Nadu, Mysuru in Karnataka and Nalagarh in Himachal Pradesh.

b) Basis of preparation

The financial statements comply in all material aspects with Indian Accounting Standards (Ind AS) notified under Companies (Indian Accounting Standards) Rules, 2015 (as amended) read with Section 133 of the Companies Act, 2013 ("the Act"), and other relevant provisions of the Act.

The financial statements have been prepared on the historical cost convention under accrual basis of accounting except for certain financial assets and liabilities (as per the accounting policy below), which have been measured at fair value.

These financial statements for the year ended 31st March 2025 have been approved and authorized for issue by the board of directors at its meeting on 28th April 2025.

c) Use of estimates

The preparation of financial statements requires management to make certain estimates and assumptions that affect the amounts reported in the financial statements and notes thereto. The management believes that these estimates and assumptions are reasonable and prudent. However, actual results could differ from these estimates. Any revision to accounting estimates is recognised prospectively in the current and future period. The estimates and underlying assumptions are reviewed on an ongoing basis.

This note provides an overview of the areas that involved a higher degree of judgment or complexity, and of items which are more likely to be materially adjusted due to estimates and assumptions turning out to be different than those originally assessed. Detailed information about each of these estimates and judgments are included in the relevant notes together with information about the basis of calculation for each affected line item in the financial statements.

d) Significant Estimates and judgments

The areas involving critical estimates or judgments are:

i) Estimation of fair value of unlisted securities - Refer Note 29

ii) Defined benefit obligation - Refer Note 33

iii) Estimation of useful life of Property, Plant and Equipment – Refer Note 1(f) and 1(g)

iv) Estimation and evaluation of provisions and contingencies relating to tax litigations – Refer Note 40(a).

e) Revenue recognition

Performance obligation: The revenue is recognized on fulfilment of performance obligation. Revenue excludes taxes or duties collected on behalf of the government.

Sale of products

The Company earns revenue primarily from sale of automotive vehicles, parts and accessories.

Payment for the sale is made as per the credit terms in the agreements with the customers. The credit period is generally short term, thus there is no significant financing component.

The Company's contracts with customers do not provide for any right to returns, refunds or similar obligations. The Company's obligation to repair or replace faulty products under standard warranty terms is recognised as a provision. (Refer Note 37)

Revenue is recognised when the performance obligations are satisfied and the control of the goods is transferred, being when the goods are delivered as per the relevant terms of the contract at which point in time the Company has a right to payment for the goods, customer has possession and legal title to the goods, customer bears significant risk and rewards of ownership and the customer has accepted the goods or the Company has objective evidence that all criteria for acceptance have been satisfied.

Sale of services

The Company also earns revenue from providing Technical / IT services and Royalty on usage of Company's technical knowhow.

In respect of Technical / IT service, the revenue is recognised on a time proportion basis as the customer simultaneously receives and consumes the benefits as the obligations are performed. Payment for the services provided are received as per the credit terms agreed with the customers. The credit period is generally short term, and thus there is no significant financing component.

Notes to the Financial Statements (Contd.)

In respect of Royalty, the performance obligation is, to provide the right-to-use the Company's technical knowhow by the customers, for which usage-based royalty is charged. Payment for the services provided is received as per the credit terms as agreed with the customers. The credit period is generally short term, and thus there is no significant financing component.

Warranty Obligations

The Company provides warranties for products sold as per terms of the contract with ultimate customers. These warranties are considered as assurance type warranties and are accounted for under Ind AS 37- Provisions, Contingent Liabilities and Contingent Assets.

Significant judgements

There are no significant judgements made by the Company in determining the timing of satisfaction of performance obligation. It is determined as per the terms of the contract.

f) Property, Plant and Equipment

Property, plant and equipment (including land, building, furniture and fixtures, office equipment, vehicles, etc.) held for use in the production or supply of goods or services, or for administrative purposes. Freehold Land is carried at historical cost. All other items of Property, Plant and Equipment are stated at cost of acquisition or construction less accumulated depreciation /amortisation, and impairment if any. Cost includes purchase price, taxes and duties, labour cost and directly attributable overheads incurred up to the date the asset is ready for its intended use net of cost reimbursed if any. However, cost excludes Goods and Services Tax to the extent credit of the tax is availed of.

Such assets are classified to the appropriate categories of property, plant and equipment when completed and ready for its intended use. Property, plant and equipment not ready for the intended use, on the date of Balance sheet, are disclosed as "Capital work-in progress".

Subsequent costs are included in the asset's carrying amount or recognized as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Company and the cost of the item can be measured reliably. The carrying amount of any component accounted for as separate asset is derecognised when replaced. All other repairs and maintenance are charged to Profit and Loss during the reporting period in which they are incurred.

An item of property, plant and equipment is derecognised upon disposal or when no future economic benefits are expected to arise from the continued use of the asset.

Any gain or loss arising on the disposal or retirement of an item of property, plant and equipment is determined as the difference between the sales proceeds and the carrying amount of the asset and is recognised as profit or loss with in other income /expenses.

g) Depreciation and amortisation

i) Depreciation on property, plant and equipment is charged over the estimated useful life of the asset or part of the asset (after considering the required number of shifts in use) as evaluated by a Chartered Engineer, on straight line method, in accordance with Part A of Schedule II to the Companies Act 2013. The useful life of the Property, plant and equipment are reviewed annually with respect to estimates and changes if any are, being accounted for on a prospective basis.

ii) Keeping in mind the rigorous and periodic maintenance program followed by the Company, the estimated useful life of the tangible fixed assets as assessed by the Chartered Engineer and followed by the Company is given below:

Description	Years
Factory building and other buildings	5 to 61
Plant and machinery	5 to 29
Electrical equipment	15
Furniture and fixtures	10
Computers and information systems	3 to 4
Material handling equipment	5
Mobile phone	2
Vehicles	3 to 6

iii) Tools and dies are generally depreciated based on quantity of components manufactured, subject to a maximum of 5 years. Tools and dies used for low volume models are depreciated over a period of 9 years.

iv) Residual values and useful lives are reviewed, and adjusted, if appropriate, for each reporting period.

v) On property, plant and equipment added / disposed of during the year, depreciation is charged on pro-rata basis from the date of addition / till the date of disposal.

vi) Depreciation in respect of tangible assets costing less than ₹ 10,000/- is provided at 100%.

h) Intangible assets

Intangible assets acquired separately

Intangible assets with finite useful lives that are acquired separately and the estimated useful life is more than one year, is capitalised and carried at cost less accumulated amortisation and accumulated impairment losses.

Notes to the Financial Statements (Contd.)

Internally-generated intangible assets

Expenditure on research activities is recognised as an expense in the period in which it is incurred. An internally generated intangible asset arising from development phase of internal project is recognised, if and only if, the conditions under the Ind AS 38 – Intangible Asset, are fulfilled. If the conditions are not fulfilled the same is recognised in profit and loss in the period in which it is incurred.

The intangible assets are amortised on straight line basis over its useful life, viz., 2-3 years in the case of software and 6 to 10 years in the case of Design, Development and Technical knowhow. The useful life of the Intangible assets are reviewed annually with respect to estimates and changes if any are, being accounted for on a prospective basis.

An intangible asset is derecognised on disposal, or when no future economic benefits are expected from use or disposal. Gains or losses arising from derecognition of an intangible asset, measured as the difference between the net disposal proceeds and the carrying amount of the asset, and is recognised as profit or loss with in other income /expenses.

i) Impairment of Non-financial Assets

Assets are tested for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. An impairment loss is recognised for, the amount by which the asset's carrying amount exceeds its recoverable amount. The recoverable amount is the higher of an asset's fair value less costs of disposal and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset for which the estimates of future cash flows have not been adjusted. For the purposes of assessing impairment, assets are grouped at the lowest levels for which there are separately identifiable cash inflows which are largely independent of the cash inflows from other assets or groups of assets (cash-generating units). Non-financial assets other than goodwill that suffered an impairment are reviewed for possible reversal of the impairment at the end of each reporting period.

j) Foreign currency translation

(i) Functional and presentation currency

Items included in the financial statements are measured using the currency of the primary economic environment in which the Company operates ('the functional currency'). i.e., in Indian rupee (INR) and all values are rounded off to nearest crores except otherwise indicated.

(ii) Transactions and balances

Transactions in foreign currencies are recorded at the exchange rates prevailing on the date of transaction.

a) Foreign currency monetary assets and liabilities such as cash, receivables, payables, etc., are translated at year end exchange rates.

b) Non-monetary items denominated in foreign currency such as investments, Property, Plant and Equipment, etc., are valued at the exchange rate prevailing on the date of transaction. Non-monetary investments measured at fair value in a foreign currency are translated using the exchange rates at the date when the fair value is determined. The gain or loss arising on account of such translation is recognized in OCI or Profit and Loss in line with the designation of the respective item.

c) Exchange differences arising on settlement of transactions and translation of monetary items are recognised as income or expense in the year in which they arise.

k) Hedge accounting

Derivatives are initially recognised at fair value on the date when a derivative contract is entered into and are subsequently remeasured to their fair value at the end of each reporting period. The accounting for subsequent changes in fair value depends on whether the derivative is designated as a hedging instrument, and if so, the nature of the item being hedged. The Company designates certain derivatives as either:

- hedges of the fair value of recognised assets or liabilities or a firm commitment (fair value hedges)
- hedges of a particular risk associated with the cash flows of recognised assets and liabilities and highly probable forecast transactions (cash flow hedges), or
- hedges of a net investment in a foreign operation (net investment hedges).

The Company documents at the inception of the hedging transaction the relationship between hedging instruments and hedged items, as well as its risk management objective and strategy for undertaking various hedge transactions. The Company also documents its assessment, both at hedge inception and on an ongoing basis, of whether the derivatives that are used in hedging transactions have been and will continue to be highly effective in offsetting changes in fair values or cash flows of hedged items.

The fair values of various derivative financial instruments used for hedging purposes are disclosed in Note 29. Movements in the hedging reserve in shareholders' equity are shown in Note 30 (D). The full fair value of a hedging derivative is classified as a non-current asset or liability when the remaining maturity of the hedged item is more than 12 months; it is classified as a current asset or liability when the remaining maturity of the hedged item is less than 12 months.

The effective portion of changes in the fair value of derivatives that are designated and qualify as cash flow hedges is recognised in the other comprehensive income in cash flow hedging reserve within equity, limited to the cumulative change in fair value of the hedged item on a present value basis from the inception of the hedge. The gain or loss relating to the ineffective portion is recognised immediately in profit and loss.

When forward contracts are used to hedge forecast transactions, the Company generally designates only the change in fair value of the forward contract related to the spot component as the hedging instrument. Gains or losses relating to the effective portion of the change in the spot component of the forward contracts are recognised in other comprehensive income in cash flow hedging reserve within equity. In some cases, the entity may designate the full change in fair value of the forward contract (including forward points) as the hedging instrument. In such cases, the gains and losses relating to the effective portion of the change in fair value of the entire forward contract are recognised in the cash flow hedging reserve within equity.

Amounts accumulated in equity are reclassified to profit and loss in the periods when the hedged item affects profit and loss (for example, when the forecast sale that is hedged takes place).

When a hedging instrument expires, or is sold or terminated, or when a hedge no longer meets the criteria for hedge accounting, any cumulative deferred gain or loss and deferred costs of hedging in equity at that time remains in equity until the forecast transaction occurs. When the forecast transaction is no longer expected to occur, the cumulative gain or loss and deferred costs of hedging that were reported in equity are immediately reclassified to profit and loss.

l) Inventories

Inventories are valued at the lower of cost and net realisable value.

i) Cost of raw materials, components, stores and spares are ascertained on a moving average basis.

ii) Cost of finished goods and work-in-progress comprise of direct materials, direct labour and an appropriate proportion of variable and fixed overhead, the latter being allocated on the basis of normal operating capacity. Costs are assigned to individual items of inventory on the basis of weighted average costs. Costs of purchased inventory includes cost of purchase and other cost incurred in bringing the inventories to the current location after deducting rebates and discounts. Net realisable value is the estimated selling price in the ordinary course of business less the estimated costs of completion and the estimated costs necessary to make the sale. Materials and supplies held for use in production of inventories are not written down if the finished products in which they will be used are expected to be sold at or above cost.

iii) Provision for slow and Obsolete inventory:

The company has a policy for identifying slow/ nonmoving inventory. Based on the policy value inventory is provided for obsolescence based on ageing.

m) Employee benefits

i) Short term obligations

Liabilities for wages and salaries, including non-monetary benefits that are expected to be settled wholly within 12 months after the end of the period in which the employees render the related service are recognized in respect of employees' services upto the end of the reporting period and are measured at the amounts expected to be paid when the liabilities are settled. The liabilities are presented as current employee benefit obligations in the balance sheet.

ii) Other long term employee benefit

The liabilities for earned leave are not expected to be settled wholly within 12 months after the end of the period in which the employees render the related service. They are, therefore, measured at the present value of the expected future payments to be made in respect of services provided by employee upto the end of reporting period using the projected unit credit method. The benefits are discounted using the market yields at the end of the reporting period that have terms approximating to the terms of the related obligation. Remeasurements as a result of experience adjustments and changes in actuarial assumptions are charged to Profit and Loss account.

The obligations are presented as current liabilities in the balance sheet if the entity does not have an unconditional right to defer settlement for at least twelve months after the reporting period, regardless of when the actual settlement is expected to occur.

Notes to the Financial Statements (Contd.)

iii) Post-employment obligation

The Company operates the following post-employment schemes:

a) Defined benefit plans such as gratuity for its eligible employees, pension plan for its eligible senior managers; and

b) Defined contribution plans such as provident fund.

Pension and gratuity obligation

The liability or asset recognised in the balance sheet in respect of defined benefit pension and gratuity plan is the present value of the defined benefit obligation at the end of the reporting period less the fair value of plan assets. The defined benefit obligation is calculated- at the end of each reporting period by Actuaries using the projected unit credit method.

The present value of the defined benefit obligation denominated in INR is determined by discounting the estimated future cash outflows by reference to market yields at the end of the reporting period on the Government Bonds that have terms approximating to the terms of the related obligation.

The net interest cost is calculated by applying the discount rate to the net balance of the defined benefit obligation and the fair value of plan assets. This cost is included in employee benefit expense in the statement of profit and loss.

Remeasurement gains and losses arising from experience adjustments and changes in actuarial assumptions are recognised in the period in which they occur, directly in other comprehensive income (net-off deferred tax). They are included in retained earnings in the statement of changes in equity and in the balance sheet.

Changes in the present value of the defined benefit obligation resulting from plan amendments or curtailments are recognised immediately in profit and loss as past service cost.

Provident fund

The eligible employees of the Company are entitled to receive benefits in respect of provident fund, a defined contribution plan, in which both employees and the Company make monthly contributions at a specified percentage of the covered employees' salary. The provident fund contributions are made to an irrevocable trust set up by the Company. The Company is generally liable for annual contributions and any shortfall in the fund assets based on the Government specified minimum rates of return and recognises such contributions and shortfall, if any, as an expense in the year in which it is incurred.

iv) Bonus plans

The Company recognises a liability and an expense for bonus. The Company recognises a provision where contractually obliged or where there is a past practice that has created a constructive obligation.

n) Taxes on income

Tax expense comprises of current and deferred taxes.

The income tax expense or credit for the period is the tax payable on the current period's taxable income based on the applicable income tax rate for each jurisdiction adjusted by changes in deferred tax assets and liabilities attributable to temporary differences and to unused tax losses.

The current income tax charge is calculated on the basis of the tax laws enacted or substantively enacted at the end of the reporting period. Management periodically evaluates positions taken in tax returns with respect to situations in which applicable tax regulation is subject to interpretation. It establishes provisions where appropriate on the basis of amounts expected to be paid to the tax authorities.

Deferred income tax is provided in full, using the balance sheet method, on temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the financial statements. However, deferred tax liabilities are not recognised if they arise from the initial recognition of goodwill. Deferred income tax is also not accounted for if it arises from initial recognition of an asset or liability in a transaction other than a business combination that at the time of the transaction affects neither accounting profit nor taxable profit and or loss. Deferred income tax is determined using tax rates (and laws) that have been enacted or substantively enacted by the end of the reporting period and are expected to apply when the related deferred income tax asset is realised or the deferred income tax liability is settled.

Deferred tax assets are recognised only if it is probable that future taxable amounts will be available to utilise those temporary differences and losses.

Deferred tax liabilities and assets are not recognised for temporary differences between the carrying amount and tax bases of investments in foreign operations where the Company is able to control the timing of the reversal of the temporary differences and it is probable that the differences will not reverse in the foreseeable future.

Notes to the Financial Statements (Contd.)

Deferred tax assets and liabilities are offset when there is a legally enforceable right to offset current tax assets and liabilities and when the deferred tax balances relate to income taxes levied by the same taxation authority. Current tax assets and tax liabilities are offset where the entity has a legally enforceable right to offset and intends either to settle on a net basis, or to realise the asset and settle the liability simultaneously.

Current and deferred tax is recognised in profit and loss, except to the extent that it relates to items recognised in other comprehensive income or directly in equity. In this case, the tax is also recognised in other comprehensive income or directly in equity, respectively.

Where the Company is entitled to claim special tax deductions for investments in qualifying assets or in relation to qualifying expenditure (the Research and Development or other investment allowances), the Company accounts for such allowances as tax credits, which means that the allowance reduce income tax payable and current tax expense. A deferred tax asset is recognised for unclaimed tax credits that are carried forward as deferred tax assets.

o) Government Grants

Grants from the government are recognised at their fair value where there is a reasonable assurance that the grant will be received, and the Company will comply with all attached conditions.

Government grants receivable as compensation for expenses or financial support are recognized in profit and loss of the period in which it becomes available.

Government grants relating to the purchase of property, plant and equipment are included in current / non-current liabilities as deferred income and are credited to profit and loss on a straight-line basis over the expected lives of the related assets.

In case of waiver of duty under EPCG license, such grant is considered as revenue grant and recognized in statement of profit and loss on positive evidence of completion of export obligation as approved by the Regulatory Authorities.

The benefit of a government loan at a below market-rate of interest is treated as government grant and is measured as the difference between proceeds received and fair value of the loan.

p) Dividends

Dividends are recognised in profit and loss only when the right to receive payment is established, it is probable that the economic benefits associated with the dividend will flow to the Company, and the amount of dividend can be reliably measured.

q) Provisions and contingent liabilities

i) Provision

A provision is recorded when the Company has a present legal or constructive obligation as a result of past events, it is probable that an outflow of resources will be required to settle the obligation and the amount can be reasonably estimated. The estimated liability for product warranties is recorded when products are sold based on technical evaluation.

Provisions are measured at the present value of management's best estimate of the expenditure required to settle the present obligation at the end of the reporting period. The discount rate used to determine the present value is a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the liability. The increase in the provision due to the passage of time is recognised as interest expenses.

ii) Contingent liabilities

Wherever there is a possible obligation that arises from past events and whose existence will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the entity or a present obligation that arises from past events but is not recognised because (a) it is not probable that an outflow of resources embodying economic benefits will be required to settle the obligation; or (b) the amount of the obligation cannot be measured with sufficient reliability, are considered as contingent liabilities. Show cause notices are not considered as Contingent Liabilities unless converted into demand.

iii) Warranty

Provision is made for estimated warranty claims in respect of vehicles sold which are still under warranty at the end of the reporting period. These claims are expected to be settled from the next financial year. Management estimates the provision based on historical warranty claim information; and any recent trends that may suggest future claims could differ from historic and the dues which are payable within 12 Months is classified as current and others are non-current.

r) Segment reporting

Operating segments are reported in a manner consistent with the internal reporting provided to the Chief Operating Decision Maker.

Notes to the Financial Statements (Contd.)

The Company's Chief Operating Decision Maker (CODM) examines Risks and Rewards of the entity's performance and allocates the resources aligning with the Company's strategy.

The Company identified operations from which significant risks and rewards are derived in two verticals viz (a) Automotive Vehicles & Parts and related investments and (b) Investment held in Financial services.

Profit /Loss of the Financial services vertical represents dividend, interest, profit / (Loss) on fair valuation / sale of investments.

The Investments of the Company in TVS Credit Services Limited and TVS Motor Services Limited and other non-strategic companies categorized as Financial services.

s) Leases

Leases are recognised as a right-of-use asset and a corresponding liability at the date at which the leased asset is available for use by the Company. Contracts may contain both lease and non-lease components. The Company allocates the consideration in the contract to the lease and non-lease components based on their relative stand-alone prices. However, for leases of buildings, for which the Company is a lessee, it has elected not to separate lease and non-lease components and instead accounts for these as a single lease component.

Assets and liabilities arising from a lease are initially measured on a present value basis. Lease liabilities include the net present value of the following lease payments:

- fixed payments (including in-substance fixed payments), less any lease incentives receivable
- variable lease payment that are based on an index or a rate, initially measured using the index or rate as at the commencement date
- amounts expected to be payable by the Company under residual value guarantees
- the exercise price of a purchase option if the Company is reasonably certain to exercise that option, and
- payments of penalties for terminating the lease, if the lease term reflects the Company exercising that option
- payments to be made under reasonably certain extension options are also included in the measurement of the liability.
- The lease payments are discounted using the interest rate implicit in the lease. If that rate cannot be readily determined, which is generally the case for leases in the Company, the company's incremental borrowing rate is used, being the rate that the Company would have to pay to borrow the funds necessary to obtain an asset of similar value to the right-of-use asset in a similar economic environment with similar terms, security and conditions.

To determine the incremental borrowing rate, the Company:

- where possible, uses recent third-party financing received by the Company as a starting point, adjusted to reflect changes in financing conditions since third party financing was received
- uses a build-up approach that starts with a risk-free interest rate adjusted for credit risk for leases held by the Company which does not have recent third party financing, and
- makes adjustments specific to the lease, e.g. term, country, currency and security.

The Company is exposed to potential future increases in variable lease payments based on an index or rate, which are not included in the lease liability until they take effect. When adjustments to lease payments based on an index or rate take effect, the lease liability is reassessed and adjusted against the right-of-use asset.

Lease payments are allocated between principal and finance cost. The finance cost is charged to profit and loss over the lease period so as to produce a constant periodic rate of interest on the remaining balance of the lease liability for each period. The carrying amount of lease liability is reduced by net lease payments (i.e. lease payments net off finance cost).

Variable lease payments that depend on sales are recognised in profit and loss in the period in which the condition that triggers those payments occurs.

Right-of-use assets are measured at cost comprising the following:

- the amount of the initial measurement of lease liability
- any lease payments made at or before the commencement date less any lease incentives received
- any initial direct costs, and
- restoration costs.

Right-of-use assets are generally depreciated over the shorter of the asset's useful life and the lease term on a straight-line basis. If the Company is reasonably certain to exercise a purchase option, the right-of-use asset is depreciated over the underlying asset's useful life.

Payments associated with short-term leases of equipment and all leases of low-value assets are recognised on a straight-line basis as an expense in profit and loss. Short-term leases are leases with a lease term of 12 months or less. Low-value assets comprise IT equipment and small items of office furniture.

Notes to the Financial Statements (Contd.)

t) Cash and Cash equivalents

For the purpose of presentation in the statement of cash flows, cash and cash equivalents include cash on hand, deposits held at call with financial institutions, other short-term, highly liquid investments with original maturities of three months or less that are readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in value, and bank overdrafts. Bank overdrafts are shown within borrowings in current liabilities in the balance sheet.

u) Trade receivables

Trade receivables are measured at their transaction price on initial recognition, unless it contains a significant financing component or pricing adjustments embedded in the contract in which cases, it is recognised at fair value. Trade receivables are held with the objective of collecting the contractual cash flows and therefore are subsequently measured at amortised cost less allowance for expected credit loss.

v) Contract liabilities

A contract liability is the obligation to transfer goods to a customer for which the Company has received consideration (or an amount of consideration is due) from the customer. If a customer pays consideration before the Company transfers goods or services to the customer, a contract liability is recognised when the consideration is received. Contract liabilities are recognised as revenue when the Company performs under the contract.

w) Investments and Other financial assets

i) Classification

The Company classifies its financial assets in the following categories:

- Those to be measured subsequently at fair value (either through Fair Value Through Other Comprehensive Income (FVTOCI), or Fair Value Through Profit or Loss (FVTPL)), and
- Those measured at amortized cost.

The classification depends on the entity's business model for managing the financial assets and the contractual terms of the cash flow.

ii) Measurement

At Initial recognition, the Company measures a financial asset at its fair value plus transaction cost (in the case of a financial asset not at FVTPL) that are directly attributable to the acquisition of the financial asset. Transaction costs of financial assets carried at fair value through profit or loss are expensed in profit and loss.

Debt Instruments

Subsequent measurement of debt instruments depends on the company's business model for managing the asset and the cash flow characteristics of the asset. There are three measurement categories into which the Company classifies its debt instruments.

Amortised Cost

Assets that are held for collection of contractual cash flows where those cash flows represent solely payments of principal and interest, are measured at amortised cost. A gain or loss on debt instrument that is subsequently measured at amortised cost and is not part of a hedging relationship is recognised in profit and loss when the asset is de-recognised or impaired. Interest income from these financial assets is included in other income using the effective interest rate method.

Fair value through other comprehensive income (FVTOCI)

Assets that are held for collection of contractual cash flows and for selling the financial assets, where the assets' cash flows represent solely payments of principal and interest, are measured at FVTOCI. Movements in the carrying amount are taken through OCI, except for the recognition of impairment gains or losses, interest income and foreign exchange gains and losses which are recognised in profit and loss.

Fair Value through profit or loss (FVTPL)

Assets that do not meet the criteria for amortised cost or FVTOCI are measured at FVTPL. A gain or loss on a debt investment that is subsequently measured at FVTPL and is not part of a hedging relationship is recognised in profit and loss and presented in the statement of profit and loss in the period in which it arises. Interest income from these financial assets is included in other income.

Equity instruments

The Company subsequently measures all investments in equity (except of the subsidiaries / associates) at fair value. Where the company's management has elected to present fair value gains and losses on equity investments in other comprehensive income, there is no subsequent reclassification of fair value gains and losses to profit and loss.

Impairment losses (and reversal of impairment losses) on equity investments measured at FVTOCI are not reported separately.

Notes to the Financial Statements (Contd.)

Where the Company elects to measure fair value through profit or loss, changes in the fair value of such financial assets are recognised in the statement of profit and loss.

Investment in subsidiaries / associates

Investment in subsidiaries / associates are measured at cost less provision for impairment.

iii) Impairment of financial assets

The company assesses on a forward looking basis the expected credit losses associated with its assets carried at amortised cost and FVTOCI debt instruments. The impairment methodology applied depends on whether there has been significant increase in credit risk. Note 30 details how the company determines whether there has been a significant increase in credit risk.

For trade receivables, the Company applies the simplified approach permitted by Ind AS 109 Financial Instruments, which requires expected credit losses to be recognised from initial recognition of the receivables.

iv) Derecognition of financial assets

A financial asset is derecognised only when:

a) the Company has transferred the rights to receive cash flows from the financial asset or

b) the Company retains the contractual rights to receive the cash flows of the financial asset, but assumes a contractual obligation to pay the cash flows to one or more recipients.

Where the entity has transferred a financial asset, the Company evaluates whether it has transferred substantially all risks and rewards of ownership of the financial asset. In such cases, the financial asset is derecognised. Where the entity has not transferred substantially all risks and rewards of ownership of the financial asset, the financial asset is not derecognised.

Where the entity has neither transferred a financial asset nor retains substantially all risks and rewards of ownership of the financial asset, the financial asset is derecognized, if the Company has not retained control of the financial asset. Where the company retains control of the financial asset, the asset is continued to be recognised to the extent of continuing involvement in the financial asset.

Interest Income

Interest income from debt instruments is recognised using the effective interest rate method. The effective interest rate is the rate that exactly discounts estimated future cash receipts through the expected life of the financial asset to the gross carrying value of a financial asset. While calculating the effective interest rate, the Company estimates the expected cash flows by considering all the contractual terms of the financial instrument (for example, prepayment, extension, call and similar options), but does not consider the expected credit losses.

x) Financial Liabilities

Financial liabilities that are not held-for-trading and are not designated as at FVTPL are measured at amortised cost at the end of subsequent accounting periods. The carrying amounts of financial liabilities that are subsequently measured at amortised cost are determined based on the effective interest method. Interest expense that is not capitalised as part of costs of an asset is included under 'Finance costs'.

The effective interest method is a method of calculating the amortised cost of a financial liability and of allocating interest expense over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash payments (including all fees and points paid or received that form an integral part of the effective interest rate, transaction costs and other premiums or discounts) through the expected life of the financial liability.

All financial liabilities are subsequently measured at amortised cost using the effective interest method or at FVTPL.

The Company derecognizes financial liabilities when, and only when, the Company's obligations are discharged, cancelled or have expired.

Borrowings are removed from the balance sheet when the obligation specified in the contract is discharged, cancelled or expired. The difference between the carrying amount of a financial liability that has been extinguished or transferred to another party and the consideration paid, including any non-cash assets transferred or liabilities assumed, is recognised in profit and loss.

Borrowings are classified as current liabilities unless the Company has an unconditional right to defer settlement of the liability for at least 12 months after the reporting period.

y) Borrowing costs

General and specific borrowing costs that are directly attributable to the acquisition, construction or production of a qualifying asset are capitalized during the period of time that is required to complete and prepare the asset for its intended use or sale. Qualifying assets are assets that necessarily take a substantial period of time to get ready for their intended use or sale. Other borrowing costs are expensed in the period in which they are incurred.

z) Current and Non-current classification

The Company presents assets and liabilities in the balance sheet based on current / non-current classification.

Cash or cash equivalent is treated as current, unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period.

In respect of other assets, it is treated as current when it is:

- expected to be realised or intended to be sold or consumed in the normal operating cycle
- held primarily for the purpose of trading
- expected to be realised within twelve months after the reporting period.

All other assets are classified as non-current.

A liability is treated as current when:

- it is expected to be settled in the normal operating cycle
- it is held primarily for the purpose of trading
- it is due to be settled within twelve months after the reporting period, or
- there is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period.

All other liabilities are classified as non-current.

Deferred tax assets and liabilities are classified as non-current assets and liabilities.

The operating cycle is the time between the acquisition of assets for processing and their realization in cash and cash equivalents. The Company has identified twelve months as its operating cycle.

aa) Earnings Per Share (EPS)

Basic earnings per share is computed by dividing the 'profit attributable to ordinary equity shareholders' by the weighted average number of equity shares outstanding during the year. Diluted earnings per share is computed by dividing the profit after tax as adjusted for dividend, interest and other charges to expense or income relating to the dilutive potential equity shares, by the weighted average number of equity shares considered for deriving basic earnings per share and the weighted average number of equity shares which could have been issued on the conversion of all dilutive potential equity shares.

ab) Treasury Shares

The Company has created an ESOP Trust (the 'Trust') for providing share-based payment to its employees. The Company uses the Trust as a vehicle for distributing shares to employees under the Employee Stock Option Scheme. The Trust purchases shares of the Company from the market for giving shares to employees. The Company treats Trust as its extension and shares held by the Trust are treated as treasury shares.

Own equity instruments that are re-acquired (treasury shares) are recognised at cost and deducted from other equity. As and when treasury shares are transferred to employees on exercise after satisfaction of the vesting conditions, the balance lying in "Treasury share reserve" is transferred to "Retained earnings".

ac) Recent pronouncements

Ministry of Corporate Affairs ("MCA") notifies new standards or amendments to the existing standards under Companies (Indian Accounting Standards) Rules as issued from time to time. For the year ended March 31, 2025, MCA has not notified any new standards or amendments to the existing standards applicable to the Company.

Notes to the Financial Statements (Contd.)

2 Property, Plant & Equipment and Other Intangible Assets as at 31-03-2025

Rupees in crores

Description	Property, Plant & Equipment								Other Intangible		
	Land	Buildings	Plant & equipment	Furniture & fixtures	Vehicles	Office equipment	Right of Use Asset	Total	Software	Design Development	Total
Cost of assets											
Gross carrying value as at 01-04-2024	453.77	1,057.52	5,114.63	154.54	60.03	265.42	700.19	7,806.10	199.14	721.09	920.23
Additions	66.64	35.89	580.95	35.24	275.36	56.87	144.91	1,195.86	90.91	239.14	330.05
Sub-total	**520.41**	**1,093.41**	**5,695.58**	**189.78**	**335.39**	**322.29**	**845.10**	**9,001.96**	**290.05**	**960.23**	**1,250.28**
Sales / deletion	-	2.51	90.28	0.14	7.86	7.22	388.70	496.71	-	-	-
Total	**520.41**	**1,090.90**	**5,605.30**	**189.64**	**327.53**	**315.07**	**456.40**	**8,505.25**	**290.05**	**960.23**	**1,250.28**
Depreciation / Amortisation											
Upto 31-03-2024	-	349.22	3,396.08	88.56	37.07	194.98	298.01	4,363.92	170.01	420.55	590.56
For the year	-	40.94	343.74	19.25	26.92	40.47	79.70	551.02	51.46	142.12	193.58
Sub-total	**-**	**390.16**	**3,739.82**	**107.81**	**63.99**	**235.45**	**377.71**	**4,914.94**	**221.47**	**562.67**	**784.14**
Withdrawn on assets sold / deleted	-	2.27	79.62	0.11	7.75	7.12	193.04	289.91	-	-	-
Total	**-**	**387.89**	**3,660.20**	**107.70**	**56.24**	**228.33**	**184.67**	**4,625.03**	**221.47**	**562.67**	**784.14**
Net carrying value as at 31-03-2025	520.41	703.01	1,945.10	81.94	271.29	86.74	271.73	3,880.22	68.58	397.56	466.14

a) Cost of buildings includes ₹ 30.99 crores pertaining to buildings constructed on leasehold lands.

b) Land includes lease hold land of ₹ 0.51 crores, whose ownership is transferrable at the end of the lease term.

c) Borrowing cost capitalised during the year - Nil

Capital work-in-progress (at cost) as at 31-03-2025

(a) Building	304.63
(b) Plant & equipment	337.41
Total	**642.04**

Ageing of Capital work-in-progress as at 31-03-2025

Particulars	Amount in Capital work-in-progress for a period of				
	<1 Year	1-2 years	2-3 years	More than 3 years	Total
Projects in progress	496.91	109.44	16.90	18.79	642.04

Ageing of Intangible assets under development (at cost) as at 31-03-2025

Particulars	Amount in Intangible assets under development for a period of				
	<1 Year	1-2 years	2-3 years	More than 3 years	Total
Projects in progress	308.31	224.43	27.51	36.53	596.78

Capital work-in-progress and Intangible asset under development:

There is no Capital work in progress and Intangible asset under development whose completion is overdue or has exceeded its cost compared to its original plan.

Notes to the Financial Statements (Contd.)

2 Property, Plant & Equipment and Other Intangible Assets as at 31-03-2024

Rupees in crores

Description	Property, Plant & Equipment								Other Intangible		
	Land	Buildings	Plant & equipment	Furniture & fixtures	Vehicles	Office equipment	Right of Use Asset	Total	Software	Design Development	Total
Cost of assets											
Gross carrying value as at 01-04-2023	397.56	959.46	4,867.15	111.28	52.22	227.09	579.77	7,194.53	177.35	616.04	793.39
Additions	56.21	101.96	380.45	43.27	13.74	42.32	160.55	798.50	21.79	105.05	126.84
Sub-total	**453.77**	**1,061.42**	**5,247.60**	**154.55**	**65.96**	**269.41**	**740.32**	**7,993.03**	**199.14**	**721.09**	**920.23**
Sales / deletion	-	3.90	132.97	0.01	5.93	3.99	40.13	186.93	-	-	-
Total	**453.77**	**1,057.52**	**5,114.63**	**154.54**	**60.03**	**265.42**	**700.19**	**7,806.10**	**199.14**	**721.09**	**920.23**
Depreciation / Amortisation											
Upto 31-03-2024	-	313.66	3,149.17	76.41	32.77	166.29	196.06	3,934.36	133.42	324.25	457.67
For the year	-	38.49	350.66	12.15	9.00	32.68	124.48	567.46	36.59	96.30	132.89
Sub-total	**-**	**352.15**	**3,499.83**	**88.56**	**41.77**	**198.97**	**320.54**	**4,501.82**	**170.01**	**420.55**	**590.56**
Withdrawn on assets sold / deleted	-	2.93	103.75	-	4.70	3.99	22.53	137.90	-	-	-
Total	-	349.22	3,396.08	88.56	37.07	194.98	298.01	4,363.92	170.01	420.55	590.56
Net carrying value as at 31-03-2024	453.77	708.30	1,718.55	65.98	22.96	70.44	402.18	3,442.18	29.13	300.54	329.67

a) Cost of buildings includes ₹ 11.42 crores pertaining to buildings constructed on leasehold lands.

b) Land includes lease hold land of ₹ 0.51 crores, whose ownership is transferrable at the end of the lease term.

c) Borrowing cost capitalised during the year - ₹ 1.78 Crores

Capital work-in-progress (at cost) as at 31-03-2024

(a) Building	58.44
(b) Plant & equipment	271.29
Total	**329.73**

Ageing of Capital work-in-progress as at 31-03-2024

Particulars	Amount in Capital work-in-progress for a period of				
	<1 Year	1-2 years	2-3 years	More than 3 years	Total
Projects in progress	219.43	33.17	61.97	15.16	329.73

Ageing of Intangible assets under development (at cost) as at 31-03-2024

Particulars	Amount in Intangible assets under development for a period of				
	<1 Year	1-2 years	2-3 years	More than 3 years	Total
Projects in progress	345.38	168.61	64.86	21.56	600.41

Capital work-in-progress and Intangible asset under development:

There is no Capital work in progress and Intangible asset under development whose completion is overdue or has exceeded its cost compared to its original plan.

Notes to the Financial Statements (Contd.)

3 Investments

3A Non Current Investments

Sl. No.	Particulars	Subsidiary / Associate	No. of shares / units As at 31-03-2025	No. of shares / units As at 31-03-2024	Face Value	Currency	Rupees in crores As at 31-03-2025	Rupees in crores As at 31-03-2024
(1)	(2)	(3)	(4)	(5)	(6)	(7)	(8)	(9)
(a)	**Investment in Equity Instruments :**							
	Fair valued through OCI:							
	Quoted :							
	(i) Ucal Fuel Systems Limited, Chennai		91,760	91,760	10.00	INR	1.20	1.33
	Unquoted :							
	(ii) Green Infra BTV Limited, New Delhi		32,50,000	32,50,000	10.00	INR	2.04	1.89
	(iii) TVS Lanka (Private) Limited, Colombo		50,00,000	50,00,000	10.00	LKR	16.99	4.48
	(iv) Green Infra Wind Power Projects Limited, New Delhi		1,11,600	1,11,600	10.00	INR	0.08	0.08
	(v) Green Infra Wind Power Generation Limited, New Delhi		2,16,000	2,16,000	10.00	INR	0.19	0.18
	(vi) Condivision Solutions Pvt. Limited, Bengaluru		6,760	6,760	10.00	INR	-	-
	(vii) Mulanur Renewable Energy Pvt. Limited, Chennai		15,000	15,000	10.00	INR	0.02	0.02
	(viii) Atria Wind Power Bijapur 1 Limited, Bengaluru		1,01,217	1,01,217	10.00	INR	2.00	2.00
	(ix) Altizon Systems Private Limited, Pune		10	10	10.00	INR	0.01	0.01
	(x) Roppen Transportation Services Private Limited, Hyderabad		10	10	1.00	INR	0.05	0.05
	(xi) Roppen Transportation Services Private Limited, Hyderabad$		23,985	23,985	10.00	INR	125.84	119.73
	(xii) Green Infra Wind Energy Generation Limited, Gurugram		23,45,000	28,45,000	10.00	INR	2.35	2.85
	(xiii) Atria Wind Power (Basavana Bagewadi), Bengaluru		47,000	-	100.00	INR	0.91	-
	(xiv) Indian Foundation for Quality Management, Bengaluru		2,50,00,000	-	10.00	INR	25.00	-
	Valued at Cost (Unquoted):							
	(i) Sundaram Auto Components Limited, Chennai	Subsidiary	1,19,37,422	1,19,37,422	10.00	INR	108.46	108.46
	(ii) TVS Motor Company (Europe) B.V., Amsterdam	Subsidiary	2,25,301	2,25,301	100.00	EUR	1.80	1.80
	(iii) TVS Motor (Singapore) Pte. Limited, Singapore	Subsidiary	90,76,19,207	67,16,85,616	1.00	SGD	5,195.12	3,576.68
	(iv) PT.TVS Motor Company Indonesia, Jakarta	Subsidiary	85,97,000	85,97,000	97,400.00	IDR	389.06	389.06
	(v) TVS Digital Limited, Chennai (Formerly known as TVS Housing Limited)	Subsidiary	-	30,50,000	10.00	INR	-	3.05
	(vi) TVS Motor Services Limited, Chennai	Subsidiary	14,96,33,814	14,96,33,814	10.00	INR	148.68	148.68
	(vii) TVS Credit Services Limited, Chennai	Subsidiary	20,23,19,089	19,54,24,754	10.00	INR	2,243.65	1,960.99
	(viii) TVS Credit Services Limited, Chennai$	Subsidiary	31,69,773	31,69,773	10.00	INR	100.00	100.00
	(ix) TVS Electric Mobility Limited, Chennai	Subsidiary	10,00,000	10,00,000	10.00	INR	1.00	1.00
	(x) TVSM DMCC, Dubai	Subsidiary	92,000	-	1,000.00	AED	210.78	-
	(xi) DriveX Mobility Pvt Ltd, Coimbatore	Subsidiary	20,981	9,766	10.00	INR	225.74	87.17
	(xii) Ultraviolette Automotive Private Limited, Bengaluru	Associate	14,850	14,850	10.00	INR	11.00	11.00
	(xiii) Ultraviolette Automotive Private Limited, Bengaluru$	Associate	12,316	12,316	*	INR	110.00	110.00
	(xiv) Indian Foundation for Quality Management, Bengaluru^	Associate	-	2,50,00,000	10.00	INR	-	25.00
	Total value of Equity Instruments (a)						**8,921.97**	**6,655.51**
(b)	**Investments in Preference Shares (Unquoted):**							
	Fair valued through OCI :							
	(i) Axiom Research Labs Private Limited, Delhi		82	82	10.00	INR	-	-
	(ii) Pinnacle Engines Inc., USA (face value 0.01 cent)		24,09,638	24,09,638	0.0001	USD	-	-
	Fair valued through Profit and Loss :							
	(iii) TVS Motor Services Limited, Chennai	Subsidiary	5,00,00,000	5,00,00,000	10.00	INR	50.00	50.00
	Total value of Preference shares (b)						**50.00**	**50.00**
(c)	**Investment in Debt Instruments (unquoted):**							
	Valued at Amortised Cost :							
	(i) Fabric IOT Private Limited, Bengaluru					INR	-	17.79
	Pension Funds / Government Securities							
	(ii) ICICI Prudential Life Insurance Group Superannuation Fund, Mumbai					INR	6.95	6.63
	(iii) Life Insurance Corporation Pension Policy, Mumbai					INR	21.88	20.35
	Fair valued through Profit and Loss :							
	(iv) Fabric IOT Private Limited, Bengaluru					INR	-	45.00
	Total value of Debt instruments (c)						**28.83**	**89.77**
(d)	**Other non-current Investments (Unquoted):**							
	Fair valued through OCI:							
	(i) Autotech Fund I, L.P., USA					USD	37.43	32.79
	Total value of other non-current investments (d)						**37.43**	**32.79**
	Total (a) + (b) + (c) + (d)						**9,038.23**	**6,828.07**
	Aggregate amount of quoted investments and market value thereof						1.20	1.33
	Aggregate amount of unquoted investments						9,037.03	6,826.74
	Total						**9,038.23**	**6,828.07**

All investments are fully paid up.

$ Preference shares in the nature of equity instruments

^ Moved from investment in Associates to Non current investments

*Particulars of preference shares held in Ultraviolette Automotive Private Limited, Bengaluru	No. of shares / units As at 31-03-2025	No. of shares / units As at 31-03-2024	Face Value (in ₹)
Series A2 Preference Shares	990	990	50,545
Series B Preference Shares	7,387	7,387	40,616
Series C Preference Shares	3,939	3,939	1,90,384
Total	**12,316**	**12,316**	

Notes to the Financial Statements (Contd.)

3B Current Investments

Sl. No.	Particulars	Subsidiary / Associate	No. of shares / units		Face Value (in ₹)	Currency	Rupees in crores	
			As at 31-03-2025	As at 31-03-2024			As at 31-03-2025	As at 31-03-2024
(a)	**Investment in Equity Instruments Fair valued through Profit or**							
	Loss :							
	Quoted :							
(i)	TVS Supply Chain Solutions Limited, Chennai		1,92,72,200	1,05,62,200	1.00	INR	233.19	163.19
	Total (a)						**233.19**	**163.19**
	Aggregate amount of Quoted investments						233.19	163.19
	Total						**233.19**	**163.19**

All investments are fully paid up.

4 Other Financial Assets - Non Current

Rupees in Crores

	As at 31-03-2025	As at 31-03-2024
Claims receivable	28.00	31.50
Share application money paid (pending allotment)	-	121.19
	28.00	**152.69**

5 Other Non-Current Assets

Rupees in Crores

	As at 31-03-2025	As at 31-03-2024
Capital advances	215.67	125.91
Prepaid expense	3.44	-
Advances other than capital advances:		
Deposits made	10.50	13.42
	229.61	**139.33**

6 Inventories

Rupees in Crores

	As at 31-03-2025	As at 31-03-2024
Raw materials and components	728.97	650.11
Goods-in-transit - Raw materials and components	132.47	44.99
Work-in-progress	50.12	48.89
Finished goods	617.84	466.13
Stock-in-trade	140.19	104.70
Stores and spares	56.17	55.98
	1,725.76	**1,370.80**

Notes to the Financial Statements (Contd.)

7 Trade Receivables

Rupees in crores

	As at 31-03-2025	As at 31-03-2024
Secured, considered good	14.03	14.13
Unsecured, considered good*	1,266.03	1,288.01
Receivables which have significant increase in credit risk	29.60	28.13
	1,309.66	**1,330.27**
Less: Loss allowance	29.60	28.13
	1,280.06	**1,302.14**

* Includes balances with related parties [Refer Note 35 (c)(i)]

(i) Ageing for trade receivable as on 31.03.2025

Rupees in crores

Particulars		Outstanding for following periods from due date of payment					
		Less than 6 months	6 months-1 year	1-2 years	2-3 years	More than 3 years	Total
(i)	Undisputed Trade Receivables - considered good	1,060.26	168.55	40.84	4.38	6.03	1,280.06
(ii)	Undisputed Trade Receivables - which have significant increase in credit risk	-	-	-	-	-	-
(iii)	Undisputed Trade Receivables - credit impaired	-	-	-	-	-	-
(iv)	Disputed Trade Receivables - considered good	-	-	-	-	-	-
(v)	Disputed Trade Receivables - which have significant increase in credit risk	1.09	0.21	2.70	1.66	23.94	29.60
(vi)	Disputed Trade Receivables - credit impaired	-	-	-	-	-	-
Total		**1,061.35**	**168.76**	**43.54**	**6.04**	**29.97**	**1,309.66**

(ii) Ageing for trade receivable as on 31.03.2024

Rupees in crores

Particulars		Outstanding for following periods from due date of payment					
		Less than 6 months	6 months-1 year	1-2 years	2-3 years	More than 3 years	Total
(i)	Undisputed Trade Receivables - considered good	1,009.64	279.69	7.12	4.11	1.58	1,302.14
(ii)	Undisputed Trade Receivables - which have significant increase in credit risk	-	-	-	-	-	-
(iii)	Undisputed Trade Receivables - credit impaired	-	-	-	-	-	-
(iv)	Disputed Trade Receivables - considered good	-	-	-	-	-	-
(v)	Disputed Trade Receivables - which have significant increase in credit risk	-	-	1.08	1.31	25.74	28.13
(vi)	Disputed Trade Receivables - credit impaired	-	-	-	-	-	-
Total		**1,009.64**	**279.69**	**8.20**	**5.42**	**27.32**	**1,330.27**

8 Cash and Cash Equivalents

Rupees in crores

Particulars	As at 31-03-2025	As at 31-03-2024
Balances with banks	293.29	235.62
Cash on hand	0.27	0.21
Cash equivalents:		
Deposits with maturity of less than three month from the date of deposit	-	250.00
	293.56	485.83
Cash and cash equivalents for the purpose of cash flow statement	**293.56**	**485.83**

Notes to the Financial Statements (Contd.)

9 Other Bank Balances

Rupees in crores

Particulars	As at 31-03-2025	As at 31-03-2024
Earmarked balances with banks^	264.66	45.02
Deposits with maturity of more than three month and less than one year from the date of deposit	0.11	0.11
	264.77	**45.13**

^ Includes balances towards unpaid dividend

10 Other Financial Assets - Current

Rupees in crores

Particulars	As at 31-03-2025	As at 31-03-2024
Unsecured, considered good :		
- Employee advances	13.83	11.75
- Other bank balances (Bank deposit)	2.09	2.09
- Security deposits	43.45	37.72
- Claims receivable	22.45	25.69
- Hedge asset - receivable	15.73	-
	97.55	77.25

11 Other Current Assets

Rupees in crores

Particulars	As at 31-03-2025	As at 31-03-2024
Balances with tax authorities	515.01	424.99
Prepaid expense	103.50	71.44
Vendor advance*	125.71	109.94
Trade deposits	1.11	0.89
Incentive receivable from government^	468.13	182.61
Employee benefit assets (Refer Note 33)	5.91	4.77
	1,219.37	**794.64**
Less: Loss allowance	32.39	21.16
	1,186.98	**773.48**

* Includes balances with related parties [Refer Note 35(c)(i)]

^ Includes EV subsidy receivable of ₹ 210.96 crores (Previous Year ₹148.62 crores)

^ Includes PLI receivable of ₹ 214.35 crores (Previous Year Nil)

12 Equity Share Capital

(a) Authorised, issued, subscribed and fully paid up

Particulars	As at 31-03-2025		As at 31-03-2024	
	Number	Rupees in crores	Number	Rupees in crores
Authorised:				
Equity shares of ₹ 1/- each	50,00,00,000	50.00	50,00,00,000	50.00
Issued, subscribed and fully paid up:				
Equity shares of ₹ 1/- each	47,50,87,114	47.51	47,50,87,114	47.51
	47,50,87,114	**47.51**	**47,50,87,114**	**47.51**

Notes to the Financial Statements (Contd.)

(b) Reconciliation of equity shares outstanding at the beginning and at the end of the year

Particulars	As at 31-03-2025		As at 31-03-2024	
	Number	Rupees in crores	Number	Rupees in crores
Shares outstanding at the beginning of the year	47,50,87,114	47.51	47,50,87,114	47.51
Shares issued during the year	-	-	-	-
Shares outstanding at the end of the year	**47,50,87,114**	**47.51**	**47,50,87,114**	**47.51**

(c) (i) Rights and preferences attached to equity share:

Every shareholder is entitled to such rights as to attend and vote at the meeting of the shareholders, to receive dividends distributed and also has a right in the residual interest of the assets of the company. Every shareholder is also entitled to right of inspection of documents as provided in the Companies Act,2013.

(ii) There are no restrictions attached to equity shares.

(d) Shares held by Holding company at the end of the year

Name of shareholder	Class of share	As at 31-03-2025		As at 31-03-2024	
		No. of shares held	% of holding	No. of shares held	% of holding
TVS Holdings Limited, Chennai (Holding Company)	Equity	23,87,82,786	50.26	23,87,82,786	50.26

(e) Shareholders holding more than five percent at the end of the year (other than (d))

Name of shareholder	Class of share	As at 31-03-2025		As at 31-03-2024	
		No. of shares held	% of holding	No. of shares held	% of holding
ICICI Prudential Mutual Fund	Equity	3,49,41,063	7.35	3,75,37,940	7.90

(f) Shares held by Promoters at the end of the year 31-03-2025

Promoter name	Class of share	As at 31-03-2025		As at 31-03-2024		% change during the year
		No. of shares held	% of holding	No. of shares held	% of holding	
TVS Holdings Limited, Chennai (Holding Company)	Equity	23,87,82,786	50.26	23,87,82,786	50.26	-

Shares held by Promoters at the end of the year 31-03-2024

Promoter name	Class of share	As at 31-03-2024		As at 31-03-2023		% change during the year
		No. of shares held	% of holding	No. of shares held	% of holding	
TVS Holdings Limited, Chennai (Holding Company)	Equity	23,87,82,786	50.26	23,87,82,786	50.26	-

Notes to the Financial Statements (Contd.)

13 Other Equity

Rupees in crores

Particulars	As at 31-03-2025	As at 31-03-2024
General reserve	865.64	865.64
Capital reserve	6.43	6.43
Retained earnings	9,053.03	6,812.80
Other Reserves	(35.96)	(1.34)
	9,889.14	**7,683.53**

14 Non-Current Liabilities - Financial Liabilities - Borrowings

Rupees in crores

Description	Frequency	No. of instal-ments due	Maturity	As at 31-03-2025	As at 31-03-2024
Secured:					
State owned corporation	Specific Period	2	Apr 2030	10.11	9.68
Unsecured:					
Non Convertible Debentures	End of Tenure	1	Mar 2026	124.93	124.87
Term loan from Bank - I	Quarterly	8	Mar 2027	289.98	429.96
Term loan from Bank - II	Quarterly	4	Mar 2026	46.46	199.56
Term loan from Bank - III	Quarterly	6	July 2026	104.17	187.38
Term loan from Bank - IV	Quarterly	5	May 2026	312.11	499.08
Term loan from Bank - V	Quarterly	12	Mar 2028	300.00	-
Term loan from Bank - VI	Quarterly	12	Mar 2028	150.00	-
Term loan from Bank - VII	Quarterly	20	Mar 2030	150.00	-
Term loan from Bank - VIII	Quarterly	12	Apr 2028	200.00	-
Sales Tax Deferral	Yearly	3	Jun 2027	47.18	62.91
Total Long-term Borrowings:				1,734.94	1,513.44
Less : Current Maturities of Long-term Borrowings				900.43	526.53
Total Long-term Borrowings (net)				**834.51**	**986.91**

Details of securities created:

(i) Soft loan - State owned corporation viz., SIPCOT - First charge on the specific plant and equipment and also secured by equitable mortgage created by way of deposit of title deeds of land.

Amount payable in each instalment:

Description	Currency	Amount*	Rate of Interest
State owned corporation	INR	₹ 4.45 crores and ₹ 9.24 crores	0.10%
		(Two instalments between April 2026 and April 2030)	
Non Convertible Debentures (12500 numbers, face value of ₹ 1 lakh each)	INR	₹125 crores at the end of the term - March 2026	Repo Rate plus Margin
Term Loan from Bank - I	INR	8 quarterly unequated instalments from 28th June 2025	6.30%
Term Loan from Bank - II	INR	4 quarterly equated instalments beginning from 30th June 2025	Repo Rate plus Margin
Term loan from Bank - III	INR	6 quarterly unequated instalments from 30th June 2025	Repo Rate plus Margin
Term loan from Bank - IV	INR	5 quarterly equated instalments beginning from 31st May 2025	Repo Rate plus Margin
Sales tax deferral	INR	₹15.73 crores per annum from June - 2025 to June - 2027	Nil
Term loan from Bank - V	INR	12 quarterly equated instalments beginning from 21st June 2025	Repo Rate plus Margin
Term loan from Bank - VI	INR	12 quarterly equated instalments beginning from 21st June 2027	Repo Rate plus Margin
Term loan from Bank - VII	INR	20 quarterly equated instalments beginning from 30th June 2025	Repo Rate plus Margin
Term loan from Bank - VIII	INR	12 quarterly equated instalments beginning from 19th July 2025	Repo Rate plus Margin

* undiscounted cash outflows

Notes to the Financial Statements (Contd.)

15 Provisions

Rupees in crores

Particulars	As at 31-03-2025		As at 31-03-2024	
	Current	Non-current	Current	Non-current
Provision for employee benefits:				
(a) Pension	58.29	124.24	65.85	100.25
(b) Leave salary	12.64	93.97	11.51	83.54
Others:				
(a) Warranty	113.20	37.73	66.24	22.08
	184.13	**255.94**	**143.60**	**205.87**

16 Deferred Tax Liabilities (Net)

The balance comprises temporary differences attributable to:

Rupees in crores

Particulars	As at 31-03-2025	As at 31-03-2024
Deferred tax liability consists of tax impact on:		
- Depreciation	397.25	324.87
- Others	18.60	19.49
Total deferred tax liability (A)	**415.85**	**344.36**
Deferred tax asset consists of tax impact on:		
- Employee benefit expenses	35.48	49.14
- Warranty provision	37.99	23.95
- Others	76.46	84.22
Total deferred tax assets (B)	**149.93**	**157.31**
Net deferred tax liability (A)-(B)	**265.92**	**187.05**

Movement in deferred tax :

Rupees in crores

Particulars	Depreciation	Others	Total
As at 31-03-2023			198.20
Charged/(credited):			
- to profit or loss	34.07	(38.49)	(4.42)
- to other comprehensive income	-	(6.73)	(6.73)
As at 31-03-2024			187.05
Charged/(credited):			
- to profit or loss	72.38	(21.80)	50.58
- to other comprehensive income	-	7.06	7.06
- relating to earlier years	-	21.23	21.23
As at 31-03-2025			**265.92**

17 Financial Liabilities - Borrowings - Current

Rupees in crores

	As at 31-03-2025	As at 31-03-2024
Current Maturities of long term borrowings:		
Unsecured	900.43	526.53
	900.43	526.53

Notes to the Financial Statements (Contd.)

18 Trade Payables

Rupees in crores

Particulars	As at 31-03-2025	As at 31-03-2024
Dues to Micro and Small Enterprises **	37.21	34.80
Dues to enterprises other than Micro and Small Enterprises#	6,116.45	5,077.37
	6,153.66	5,112.17

** Dues to Micro and Small Enterprises have been determined to the extent such parties have been identified on the basis of information received by the management. The entire closing balance represents the principal amount payable to these enterprises. There is no principal or interest due thereon and remaining unpaid at the end of the year. (Refer Note 38)

Includes balances due to related parties [Refer Note 35 (c)(ii)].

Ageing for trade payables as on 31-03-2025

Rupees in crores

Particulars	Not due	Outstanding for following periods from due date of payment				
		<1 Yr.	1-2 years	2-3 years	More than 3 years	Total
(i) Micro and Small Enterprises (MSME)	37.21	-	-	-	-	37.21
(ii) Others	3,685.53	618.20	11.56	19.52	25.34	4,360.15
(iii) Disputed dues - MSME	-	-	-	-	-	-
(iv) Disputed dues - Others	-	-	-	-	-	-
Total (i) to (iv)	3,722.74	618.20	11.56	19.52	25.34	4,397.36
Accrued expenses						1,756.30
Total						**6,153.66**

Ageing for trade payables as on 31-03-2024

Rupees in crores

Particulars	Not due	Outstanding for following periods from due date of payment				
		<1 Yr.	1-2 years	2-3 years	More than 3 years	Total
(i) Micro and Small Enterprises (MSME)	34.80	-	-	-	-	34.80
(ii) Others	3,181.44	309.99	29.46	19.48	20.25	3,560.62
(iii) Disputed dues - MSME	-	-	-	-	-	-
(iv) Disputed dues - Others	-	-	-	-	-	-
Total (i) to (iv)	3,216.24	309.99	29.46	19.48	20.25	3,595.42
Accrued expenses						1,516.75
Total						**5,112.17**

19 Other Financial Liabilities

Rupees in crores

Particulars	As at 31-03-2025	As at 31-03-2024
Interest accrued but not due on loans	2.99	4.26
Trade deposits received	31.70	32.33
Unpaid dividend	215.14	4.07
(Not due for transfer to Investor Education and Protection Fund)		
Payables against capital goods	61.09	80.91
Hedge liability (Net)	-	5.38
	310.92	**126.95**

Notes to the Financial Statements (Contd.)

20 Other Current Liabilities

Rupees in crores

Particulars	As at 31-03-2025	As at 31-03-2024
Statutory dues	174.49	164.78
Employee related	211.37	157.37
Advance received from customers	364.95	198.85
Deferred income	3.50	5.63
	754.31	**526.63**

21 Revenue From Operations

Rupees in crores

Particulars	Year Ended 31-03-2025	Year Ended 31-03-2024
Revenue from Contract with Customers:		
i. Sale of products	35,618.32	31,449.57
ii. Sale of services	74.38	52.92
Other operating revenue#	558.62	273.88
	36,251.32	**31,776.37**

#Includes Government Grants of ₹ 488.48 crores (Last year ₹ 237.02 crores)

22 Other Income

Rupees in crores

Particulars	Year Ended 31-03-2025	Year Ended 31-03-2024
Dividend income from:		
(i) Subsidiaries	100.27	1.96
(ii) Other investments designated as Fair Value through OCI	-	0.65
Interest income	19.87	18.88
Profit on sale of investments - (Net)	1.15	145.39
Profit on sale of property, plant and equipment (Net)	8.42	2.63
(Loss)/Gain on valuation of investments Fair Valued through profit and loss (Net)	(78.27)	(26.93)
Other non-operating income	6.57	5.95
	58.01	**148.53**

Notes to the Financial Statements (Contd.)

23 Material Cost

Rupees in crores

Particulars	Year Ended 31-03-2025	Year Ended 31-03-2024
Cost of materials consumed :		
Opening stock of raw materials and components	650.11	655.57
Add: Purchases	25,621.21	23,238.70
	26,271.32	**23,894.27**
Less: Closing stock of raw materials and components	728.97	650.11
	25,542.35	**23,244.16**
Purchases of stock-in-trade :		
Spare parts	223.16	211.35
Engine oil	183.57	178.02
	406.73	**389.37**
Changes in inventories of finished goods, work-in-progress and stock-in-trade:		
Opening stock:		
Work-in-progress	48.89	46.06
Stock-in-trade	104.70	113.86
Finished goods	466.13	255.24
(A)	**619.72**	**415.16**
Closing stock:		
Work-in-progress	50.12	48.89
Stock-in-trade	140.19	104.70
Finished goods	617.84	466.13
(B)	**808.15**	**619.72**
(A)-(B)	**(188.43)**	**(204.56)**

24 Employee Benefits Expense

Rupees in crores

Particulars	Year Ended 31-03-2025	Year Ended 31-03-2024
Salaries, wages and bonus	1,630.70	1,334.59
Employee share-based payment expense	32.81	-
Contribution to provident and other funds	146.39	121.12
Staff welfare expenses	160.36	140.16
	1,970.26	**1,595.87**

25 Finance Costs

Rupees in crores

Particulars	Year Ended 31-03-2025	Year Ended 31-03-2024
Interest on borrowings	120.60	137.39
Interest on lease liabilities	15.76	44.75
Exchange differences	2.30	(0.51)
	138.66	**181.63**

26 Depreciation and Amortisation Expense

Rupees in crores

Particulars	Year Ended 31-03-2025	Year Ended 31-03-2024
Depreciation on property, plant and equipment	471.32	442.98
Amortisation on right of use asset	79.70	124.48
Amortisation on intangible assets	193.58	132.89
	744.60	**700.35**

Notes to the Financial Statements (Contd.)

27 Other Expenses

Rupees in crores

Particulars	Year Ended 31-03-2025	Year Ended 31-03-2024
(a) Consumption of stores, spares and tools	53.75	52.96
(b) Power and fuel	111.23	102.80
(c) Repairs - buildings	43.19	35.08
(d) Repairs - plant and equipment	133.85	81.40
(e) Insurance	53.04	43.78
(f) Rates and taxes (excluding taxes on income)	11.46	5.96
(g) Audit fees[#]	1.34	1.15
(h) Cost audit fees	0.08	0.08
(i) Packing and freight charges	556.89	524.74
(j) Advertisement and publicity	762.03	536.78
(k) Other marketing expenses	774.24	567.52
(l) Foreign exchange loss (Net)	3.89	1.35
(m) Corporate Social Responsibility expenditure*	40.00	30.00
(n) Contributions to Electoral Trust / Bond	13.00	40.00
(o) Miscellaneous expenses (under this head there is no expenditure which is in excess of 1% of revenue from operations or ₹ 10 lakh, whichever is higher)	1,508.38	1,213.82
	4,066.37	**3,237.42**

[#]Refer Note No. 39 for details on Audit fees.

* Refer Note No. 45 for details on Corporate Social Responsibility expenditure.

28 Tax Expense and Reconciliation

Rupees in crores

Particulars	Year Ended 31-03-2025	Year Ended 31-03-2024
(a) Tax expense		
Current tax:		
On profits for the year	867.67	702.08
Adjustments for prior periods	-	-
(A)	**867.67**	**702.08**
Deferred tax:		
Decrease / (increase) in deferred tax assets	(44.40)	(82.78)
(Decrease) / increase in deferred tax liabilities	94.98	78.36
(B)	**50.58**	**(4.42)**
(A + B)	**918.25**	**697.66**
(b) Reconciliation of tax expense and the accounting profit multiplied by India's tax rate:		
Profit before income tax expense	**3,628.79**	**2,780.66**
Tax expense at 25.168%	913.29	699.84
Add / (Less) : Tax Impact on		
- Tax on income chargeable at lower rates	(32.97)	(39.40)
- Expenses not admissible for deduction	37.93	37.06
- Others	-	0.17
Tax expense	**918.25**	**697.66**

Notes to the Financial Statements (Contd.)

29 Fair Value Measurements

Rupees in crores

Particulars	As at 31-03-2025			As at 31-03-2024		
	FVTPL$	FVTOCI*	Amortised cost	FVTPL$	FVTOCI*	Amortised cost
Financial assets						
Investments						
- Equity instruments	233.19	176.68	-	163.19	132.62	-
- Preference shares	50.00	-	-	50.00	-	-
- Other non-current investments	-	37.43	-	-	32.79	-
- Debt Instruments	-	-	28.83	45.00	-	44.77
Trade receivables	-	-	1,280.06	-	-	1,302.14
Derivative financial asset	-	15.73	-	-	-	-
Cash and cash equivalents	-	-	293.56	-	-	485.83
Other bank balances - Bank deposit	-	-	2.20	-	-	2.20
Earmarked balances with banks	-	-	264.66	-	-	45.02
Other financial assets	-	-	107.73	-	-	106.66
	283.19	**229.84**	**1,977.04**	**258.19**	**165.41**	**1,986.62**
Financial liabilities						
Borrowings	-	-	1,734.94	-	-	1,513.44
Trade payables	-	-	6,153.66	-	-	5,112.17
Lease liability	-	-	301.02	-	-	450.18
Derivative financial liability	-	-	-	-	5.38	-
Other financial liability	-	-	310.92	-	-	121.57
	-	**-**	**8,500.54**	**-**	**5.38**	**7,197.36**

* FVTOCI - Fair Valued Through Other Comprehensive Income $ FVTPL- Fair Value Through Profit or Loss

(i) Fair value hierarchy

This section explains the judgements and estimates made in determining the fair values to be disclosed in the financial instruments that are recognised and measured at fair value and that are measured at amortised cost. To provide an indication about the reliability of the inputs used in determining fair value, the Company has classified its financial instruments into the three levels prescribed under the accounting standard. An explanation of each level follows underneath the table.

Financial assets and liabilities measured at fair value - recurring fair value measurements

Rupees in crores

As at 31-03-2025	Notes	Level 1	Level 2	Level 3	Total
Financial assets					
Financial investments at FVTPL	3A & 3B	233.19	-	50.00	283.19
Financial investments at FVTOCI	3A	1.20	37.43	175.48	214.11
Derivatives	10	-	15.73	-	15.73
		234.39	**53.16**	**225.48**	**513.03**
Financial liabilities					
Derivatives	19	-	-	-	-
		-	**-**	**-**	**-**

Assets and liabilities which are measured at amortised cost for which fair values are disclosed

Rupees in crores

As at 31-03-2025	Notes	Level 1	Level 2	Level 3	Total
Financial assets					
Investments					
Debt instruments	3A	-	-	28.83	28.83
		-	**-**	**28.83**	**28.83**
Financial liabilities					
Borrowings	14 & 17	-	-	1,734.94	1,734.94
		-	**-**	**1,734.94**	**1,734.94**

Notes to the Financial Statements (Contd.)

Financial assets and liabilities measured at fair value - recurring fair value measurements

Rupees in crores

As at 31-03-2024	Notes	Level 1	Level 2	Level 3	Total
Financial assets					
Financial Investments at FVTPL	3A & 3B	163.19	-	95.00	258.19
Financial Investments at FVTOCI	3A	1.33	32.79	131.29	165.41
		164.52	**32.79**	**226.29**	**423.60**
Financial liabilities					
Derivatives	19	-	5.38	-	5.38
		-	**5.38**	**-**	**5.38**

Assets and liabilities which are measured at amortised cost for which fair values are disclosed

Rupees in crores

As at 31-03-2024	Notes	Level 1	Level 2	Level 3	Total
Financial assets					
Investments					
Debt instruments	3A	-	-	44.77	44.77
				44.77	**44.77**
Financial liabilities					
Borrowings	14 & 17	-	-	1,513.44	1,513.44
		-	**-**	**1,513.44**	**1,513.44**

Level 1: Level 1 hierarchy includes financial instruments measured using quoted prices. This includes listed equity instruments that have quoted price. The fair value of all equity instruments (including bonds) which are traded in the stock exchanges are valued using the closing price as at the end of the reporting period. The mutual funds are valued using the closing NAV.

Level 2: The fair value of financial instruments that are not traded in an active market is determined using valuation techniques which maximise the use of observable market data and rely as little as possible on entity-specific estimates. If all significant inputs required to fair value an instrument are observable, the instrument is included in level 2.

Level 3: If one or more of the significant inputs is not based on observable market data, the instrument is included in level 3. This is the case for unlisted equity securities, preference shares and other non current investments included in level 3.

The company's policy is to recognise transfers in and transfers out of fair value hierarchy levels as at the end of the reporting period.

During the reporting period, there are no transfers among the three levels.

(ii) Valuation technique used to determine fair value (Level 2)

Specific valuation techniques used to value financial instruments include:

- the use of quoted market prices or dealer quotes for similar instruments
- the fair value of interest rate swaps is calculated as the present value of estimated cash flows based on observable yield curves.
- the fair value of forward exchange contract and principal only swap is determined using forward exchange rate at the balance sheet date.
- the fair value of the remaining financial instruments is determined using discounted cash flow analysis.

Notes to the Financial Statements (Contd.)

(iii) Fair value measurements using significant unobservable inputs (Level 3)

Rupees in crores

Particulars	Unlisted Equity Shares	Unlisted Preference Shares	Debt Instruments	Total
As at 01-04-2023	316.66	50.00	45.00	411.66
Additions / (Deletions)	0.50	-	-	0.50
Reclassified from Level 3 to Level 1	(191.92)	-	-	(191.92)
Gains/(losses) recognised in other comprehensive income	6.05	-	-	6.05
As at 31-03-2024	131.29	50.00	45.00	226.29
Additions / (Deletions)	25.41	-	(45.00)	(19.59)
Gains/(losses) recognised in other comprehensive income	18.78	-	-	18.78
As at 31-03-2025	**175.48**	**50.00**	**-**	**225.48**

(iv) Valuation inputs and relationships to fair value

Rupees in crores

Particulars	Fair value as at		Significant unobservable input		Probability weighted range for the year ended		Sensitivity
	31-03-2025	31-03-2024			31-03-2025	31-03-2024	
Preference Share	50.00	50.00	a)	Earnings growth rate	1-3%	1-3%	Not significant
			b)	Risk adjusted discount rate	8%	8%	
Debt Instrument	-	45.00	a)	Earnings growth rate	1-3%	1-3%	Not significant
			b)	Risk adjusted discount rate	8%	8%	
Unquoted Equity shares	175.48	131.29	a)	Earnings growth rate	1-3%	1-3%	Not significant
			b)	Risk adjusted discount rate	8%	8%	

(v) Valuation processes

Discount rates are determined using a capital asset pricing model to calculate a pretax rate that reflects current market assessments of the time value of money and the risk specific to the asset. Earnings growth factor of preference shares are based on cash flow projections of future earnings of the Company and unlisted equity securities are estimated based on market information for similar type of companies. Risk adjustments have been derived based on the market risk premium adjusted for companies relevant financial data.

(vi) Fair value of financial assets and liabilities measured at amortised cost

Rupees in crores

Particulars	31-03-2025		31-03-2024	
	Carrying amount	Fair value	Carrying amount	Fair value
Financial assets				
Investments:				
Preference shares	-	-	-	-
Debt instruments	28.83	28.83	44.77	44.77
	28.83	**28.83**	**44.77**	**44.77**
Financial liabilities				
Borrowings	1,734.94	1,734.94	1,513.44	1,513.44
	1,734.94	**1,734.94**	**1,513.44**	**1,513.44**

The carrying amounts of trade receivables, trade payables, cash and cash equivalents and other current financial assets and liabilities are considered to be the same as their fair values, due to their short-term nature.

The fair values for preference shares and other debt instruments are calculated based on cash flows discounted using effective interest rate. They are classified as level 3 fair values in the fair value hierarchy due to the inclusion of unobservable inputs, including counterparty credit risk.

The fair values of non-current borrowings are based on discounted cash flows using a effective interest rate. They are classified as level 3 fair values in the fair value hierarchy due to the inclusion of unobservable inputs including own credit risk.

For financial assets and liabilities that are measured at fair value, the carrying amounts are equal to the fair values.

Notes to the Financial Statements (Contd.)

30 Financial Risk Management

The Company's activities exposes it to market risk, liquidity risk and credit risk. This note explains the sources of risk which the entity is exposed to and how the entity manages the risk and the impact of hedge accounting in the financial statements.

Risk	Exposure arising from	Risk Parameters and Mitigation
Credit risk	Cash, Cash equivalents and Trade receivables	Credit risk primarily arises from cash and cash equivalents, trade receivables and investments carried at amortised cost. The Company considers the probability of default upon initial recognition of asset and whether there has been a significant increase in credit risk on an ongoing basis throughout each reporting period. To assess whether there is a significant increase in credit risk the Company compares the risk of a default occurring on the asset as at the reporting date with the risk of default as at the date of initial recognition. It considers available, reasonable and supportive forward-looking information (more specifically described below). In general, it is presumed that credit risk has significantly increased since initial recognition if the payments are more than 30 days past due. A default on a financial asset is when the counterparty fails to make contractual payments within 60 days, when they fall due. This definition of default is determined by considering the business environment in which entity operates and other macro-economic factors.
	a. Cash and Cash Equivalents	Surplus cash is deposited only with banks / financial institutions with a high external credit rating.
	b. Domestic Trade Receivables	Domestic sales to the Dealers are based on advance payments received through banking channels or through inventory funding facilities availed by them from the banks. The Company extends limited credit to the dealers and such extension of credit is based on dealers' credit worthiness, ability to repay and past track record. The Company has extensive reporting and review system to constantly monitor the outstandings.
	c. Export Trade Receivables	The Company's export business is mostly based on Letters of credit. Export receivables are also covered through Insurance with ECGC Limited.
Liquidity risk	INR denominated borrowings [other than soft loans given by Govt. Authorities]	The company's liquidity management policy involves projecting cash flows in major currencies by considering the level of liquid assets necessary to meet the same, monitoring balance sheet liquidity ratios against internal and external regulatory requirements and maintaining debt financing plans. The Company works out a detailed annual operating plans to assess the fund requirements - both short term and long term. Detailed month wise cash flow forecast is also carried out along with required sensitivities. Based on these factors adequate working capital credit limits are organised in advance. Company has pre-approved credit lines with various banks and these are constantly reviewed and approved by the Board. For long term fund requirements, Company targets various options such as rupee term loan, external commercial borrowing, debentures etc. The Company obtains a credit rating for the various borrowing facilities on annual basis. Company constantly monitors the free cash flow from operations to ensure that the borrowing is minimized.
Market risk	(i) Foreign exchange	The Company operates internationally and is exposed to foreign exchange risk arising from foreign currency transactions. Foreign exchange risk arises from future commercial transactions and recognised assets and liabilities denominated in a currency that is not the company's functional currency (INR). The risk is measured through a forecast of highly probable foreign currency cash flows. The Company has a forex management policy which is duly approved by the Board. The objective of the hedges when taken is to minimise the volatility of the INR cash flows of highly probable forecasted transactions.
	a. Export trade receivables and Import payables	The company has a forex management policy duly approved by the Board. The Company's policy is to hedge most of its net currency exposure. Company reviews the forex exposure on a regular basis and also reports its adherence to the Board on a quarterly basis. The recording and reporting requirements are strictly adhered.
	b. Foreign currency denominated borrowings	The Company has hedged its borrowings by covering the principal repayments.
	(ii) Interest rate - Foreign currency denominated borrowings	The Company's main interest rate risk arises from long-term borrowings with variable rates, which expose the Company to cash flow interest rate risk. Company's policy is to maintain most of its borrowings at fixed rate using interest rate swaps to achieve this when necessary. The Company's fixed rate borrowings are carried at amortised cost. They are therefore not subject to interest rate risk as defined in Ind AS 107, since neither the carrying amount nor the future cash flows will fluctuate because of a change in market interest rates.

Notes to the Financial Statements (Contd.)

(A) Credit risk

Basis of recognition of expected credit loss provision

Rating	Category	Description of category	Investments	Loans and deposits	Trade receivables
1	High Quality assets, negligible credit risk	Assets where the counter-party has strong capacity to meet the obligations and where the risk of default is negligible or nil.	12 month expected credit losses	12 month expected credit losses	Life time expected credit losses (simplified approach)
2	Quality assets, low credit risk	Assets where there is low risk of default and where the counter-party has sufficient capacity to meet the obligations and where there has been low frequency of defaults in the past			
3	Standard Assets, moderate credit risk	Assets where the probability of default is considered moderate and where the counter-party's capacity to meet the obligations is not strong.			
4	Substandard Assets, relatively high credit risk	Assets where there has been a significant increase in credit risk since initial recognition.	Life time expected credit losses		
5	Low quality assets, very high credit risk	Assets where there is a high probability of default. Also includes assets where the credit risk of counter-party has increased significantly though payments may not be more than 180 days past due.			
6	Doubtful assets, credit impaired	Assets are written off when there is no reasonable expectation of recovery, such as a debtor declaring bankruptcy or failing to engage in a repayment plan with the Company. Where loans or receivables have been written off, the Company continues to engage in enforcement activity to attempt to recover the receivable due. Where recoveries are made, these are recognised in profit or loss.	Asset is written off		

As at 31-03-2025

a) Expected credit loss for investments, loans and other financial assets

Rupees in crores

Particulars	Internal rating	Asset/Asset group	Gross carrying amount	Expected probability of default	Expected credit loss	Carrying amount net of impairment provision
Loss allowance measured at 12 month expected credit loss	2	Investments at amortised cost	28.83	0%	-	28.83
	1	Other financial assets	107.73	0%	-	107.73

b) Expected credit loss for trade receivables under simplified approach

Rupees in crores

Particulars	0 to 180 days past due	More than 180 days past due	Total
Gross carrying amount	1,061.35	248.31	1,309.66
Expected loss rate	0.10%	11%	-
Expected credit losses	1.09	28.51	29.60
Carrying amount of trade receivables	1,060.26	219.80	1,280.06

As at 31-03-2024

a) Expected credit loss for investments, loans and other financial assets

Rupees in crores

Particulars	Internal rating	Asset/Asset group	Gross carrying amount	Expected probability of default	Expected credit loss	Carrying amount net of impairment provision
Loss allowance measured at 12 month expected credit loss	2	Investments at amortised cost	44.77	0%	-	44.77
	1	Other financial assets	106.66	0%	-	106.66

Notes to the Financial Statements (Contd.)

b) Expected credit loss for trade receivables under simplified approach

Rupees in crores

Particulars	0 to 180 days past due	More than 180 days past due	Total
Gross carrying amount	1,009.64	320.63	1,330.27
Expected loss rate	-	9%	-
Expected credit losses	-	28.13	28.13
Carrying amount of trade receivables	1,009.64	292.50	1,302.14

Reconciliation of loss allowance provision - Trade receivables

Rupees in crores

Loss allowance on 01-04-2023	26.93
Changes in loss allowance	1.20
Loss allowance on 31-03-2024	28.13
Changes in loss allowance	1.47
Loss allowance on 31-03-2025	29.60

(B) Liquidity risk

(i) Financing arrangements

The company had access to the following undrawn borrowing facilities at the end of the reporting period:

Rupees in crores

Particulars	As at 31-03-2025	As at 31-03-2024
Floating rate		
- Expiring within one year (bank overdraft and other facilities)	1,952.03	1,920.54
- Expiring beyond one year (bank loans)	-	-

The bank overdraft facilities may be drawn at any time and may be terminated by the bank without notice. Subject to the continuance of satisfactory credit ratings, the bank loan facilities may be drawn at any time in INR and have an average maturity ranging 30 to 180 days.

(ii) Maturities of financial liabilities

The tables below analyse the Company's financial liabilities into relevant maturity groupings based on their contractual maturities for:

a) all non-derivative financial liabilities, and

b) net and gross settled derivative financial instruments for which the contractual maturities are essential for an understanding of the timing of the cash flows.

As at 31-03-2025

Contractual Maturities of Financial Liabilities	Less than 3 months	3 months to 6 months	6 months to 1 year	1 year to 5 years	More than 5 years	Total
Borrowings	193.20	194.14	513.09	838.59	-	1,739.02
Lease liabilities	28.31	29.91	50.17	205.84	26.95	341.18
Trade payables	6,153.66	-	-	-	-	6,153.66
Other financial liabilities	310.92	-	-	-	-	310.92

As at 31-03-2024

Contractual Maturities of Financial Liabilities	Less than 3 months	3 months to 6 months	6 months to 1 year	1 year to 5 years	More than 5 years	Total
Borrowings	96.55	143.33	286.65	983.36	5.23	1,515.12
Lease liabilities	35.35	34.68	67.08	363.92	27.60	528.63
Trade payables	5,112.17	-	-	-	-	5,112.17
Other financial liabilities	126.95	-	-	-	-	126.95

The amounts disclosed in the above table are the contractual undiscounted cash flows. Balances due within 12 months equal their carrying balances as the impact of discounting is not significant.

Notes to the Financial Statements (Contd.)

(C) Market risk

i) Foreign exchange risk

The Company's exposure to foreign currency risk at the end of the reporting period expressed in INR, are as follows:

Particulars	As at 31-03-2025		As at 31-03-2024	
Exposure in foreign currency	USD	EUR	USD	EUR
Financial assets:				
Trade receivables	711.31	40.45	888.20	87.45
Investments	37.43	-	32.79	-
Derivative assets				
Foreign exchange forward contracts				
Sell foreign currency	(711.31)	(40.45)	(888.20)	(87.45)
Financial liabilities:				
Foreign currency loan	-	-	-	-
Trade payables	159.42	8.70	108.88	15.22
Derivative liabilities				
Foreign exchange forward contracts				
Buy foreign currency	-	-	-	-
Principal swap				
Buy foreign currency	-	-	-	-

Sensitivity

The sensitivity of profit or loss to changes in the exchange rates arises mainly from foreign currency denominated financial instruments and the impact on other components of equity arises from foreign forward exchange contracts designated as cash flow hedges.

Particulars	Impact on profit after tax*		Impact on other components of equity*	
	As at 31-03-2025	As at 31-03-2024	As at 31-03-2025	As at 31-03-2024
USD sensitivity				
INR/USD increases by 10%	41.22	58.38	(50.34)	(64.08)
INR/USD decreases by 10%	(41.22)	(58.38)	50.34	64.08
EURO sensitivity				
INR/EURO increases by 10%	2.38	5.41	(3.03)	(6.55)
INR/EURO decreases by 10%	(2.38)	(5.41)	3.03	6.55

* Holding all other variables constant

ii) Interest rate risk

For short term borrowings, interest rates are based on central bank approved benchmark rates plus margin. Whenever the Company resorts to short term borrowings through Commercial Paper, the rate of interest is fixed in advance. In respect of long term foreign currency borrowings, the interest rates are covered through interest rate swaps (IRS)

Rupees in crores

Particulars	As at 31-03-2025	As at 31-03-2024
Variable rate borrowings	1,538.14	1,012.53
Fixed rate borrowings	200.88	502.59

The Amount disclosed in the table are the contractual undiscounted cash flows.

Rupees in crores

Sensitivity	Impact on profit after tax	
	As at 31-03-2025	As at 31-03-2024
Increase in interest rates by 100 bps	(11.49)	(7.58)
Decrease in interest rates by 100 bps	11.49	7.58

Notes to the Financial Statements (Contd.)

iii) Price risk

The company's exposure to equity securities price risk arises from investments held by the Company and classified in the balance sheet either as fair value through OCI or at fair value through profit or loss. To manage its price risk from investments in equity securities, the Company diversifies its portfolio. The impact of the changes in price risk is not material.

(D) Impact of hedging activities

i) Disclosure of effects of hedge accounting on financial position

a) Disclosure of effects of hedge accounting on financial position as at 31-03-2025

Type of hedge and risks	Nominal value		Carrying amount of hedging instrument		Maturity date	Changes in fair value of hedging instrument since inception of hedge	Changes in the value of hedged item used as the basis for recognising hedge effectiveness
	Assets	Liabilities	Assets	Liabilities			
Cash flow hedge							
Foreign exchange forward contracts	751.76	-	15.73	-	Apr'25 to Dec'25	15.73	(15.73)

b) Disclosure of effects of hedge accounting on financial position as at 31-03-2024

Type of hedge and risks	Nominal value		Carrying amount of hedging instrument		Maturity date	Changes in fair value of hedging instrument since inception of hedge	Changes in the value of hedged item used as the basis for recognising hedge effectiveness
	Assets	Liabilities	Assets	Liabilities			
Cash flow hedge							
Foreign exchange forward contract	975.65	-	-	5.38	Apr'24 to Dec'24	5.38	(5.38)

ii) Disclosure of effects of hedge accounting on financial performance :

for the year ended 31-03-2025:

Rupees in crores

Type of hedge	Change in the value of hedging instrument recognised in other comprehensive income	Hedge ineffectiveness recognised in profit and loss	Amount reclassified from cash flow hedging reserve to profit or loss	Line item affected in statement of profit and loss because of the reclassification
Cash flow hedge :				
Foreign exchange risk/ POS/ IRS	3.89	-	(3.77)	Revenue and Borrowing cost

for the year ended 31-03-2024:

Rupees in crores

Type of hedge	Change in the value of hedging instrument recognised in other comprehensive income	Hedge ineffectiveness recognised in profit and loss	Amount reclassified from cash flow hedging reserve to profit or loss	Line item affected in statement of profit and loss because of the reclassification
Cash flow hedge :				
Foreign exchange risk/ POS/ IRS	(3.77)	-	1.35	Revenue and Borrowing cost

Notes to the Financial Statements (Contd.)

31 Capital Management

(a) Risk management

The Company's objectives when managing capital are to

- safeguard our ability to continue as a going concern, so that we can continue to provide returns for shareholders and benefits for other stakeholders, and
- maintain an optimal capital structure to reduce the cost of capital.

In order to maintain or adjust the capital structure, the Company may adjust the amount of dividends paid to shareholders, return capital to shareholders, issue new shares or sell assets to reduce debt.

Consistent with others in the industry, the Company monitors capital on the basis of the following gearing ratio:

Net debt (total borrowings net of cash and cash equivalents) divided by Total 'equity' (as shown in the balance sheet). The company's strategy is to maintain an optimum gearing ratio. The gearing ratios were as follows:

Rupees in crores

Particulars	As at 31-03-2025	As at 31-03-2024
Net debt	1,441.38	1,027.61
Total equity	9,936.65	7,731.04
Net debt to equity ratio (times)	**0.1**	**0.1**

The company also monitors Interest coverage ratio :

Company's earnings before interest, taxes and exceptional items (EBIT) divided by Interest

The Company's strategy is to maintain an optimum interest coverage ratio.

The Interest coverage ratio were as follows:

Rupees in crores

Particulars	Year ended 31-03-2025	Year ended 31-03-2024
EBIT	3,767.45	2,962.29
Interest	122.90	136.88
Interest coverage ratio (times)	**30.7**	**21.6**

(b) Dividends

Rupees in crores

Particulars	Year ended 31-03-2025	Year ended 31-03-2024
(i) Equity shares		
Interim dividend for the year ended 31-03-2025 of ₹10.00 (31-03-2024 of ₹ 8.00) per fully paid share	475.09	380.07
(ii) Dividends not recognised at the end of the reporting period	-	-

32 Key Financial Ratios

Sl. No.	Particulars	As at 31-03-2025	As at 31-03-2024	Variance
1	Current ratios (times) [Current Assets / Current Liabilities]	0.6	0.6	0.0%
2	Net Debt / Equity Ratio (times) [(Total borrowing - Cash) / Equity]	0.1	0.1	0.0%
3	Debt Service Coverage Ratio (times) [Earnings before Interest, Tax and Exceptional Items / (Interest Expense + Principal repayments of long term loan made during the period excluding prepayment)] - Note 1	5.4	2.5	112.5%
4	Return on Equity (%) [Net Profit after tax/Average shareholders equity]	30.7%	30.2%	1.5%

Notes to the Financial Statements (Contd.)

Sl. No.	Particulars	As at 31-03-2025	As at 31-03-2024	Variance
5	Inventory Turnover Ratio (times) [Annualised Cost of goods sold / Average Inventory]	16.6	18.0	7.4%
6	Debtors Turnover ratio (times) [Annualised Turnover / Average Debtors]	28.1	27.9	(0.8%)
7	Trade Payable turnover ratio (times) [(Cost of Goods sold + Other expenses) /Average Trade payable]	5.3	5.8	8.1%
8	Net Capital Turnover ratio (times) [Net Sales /(Current Asset - Current Liabilities excluding current maturities of long term borrowing)]	NA	NA	NA
9	Net Profit ratio (%) [Profit after tax / Turnover]	7.5%	6.6%	14.1%
10	Return on Capital Employed (%) [Earnings before Interest, Tax and Exceptional Items / Capital Employed]	31.6%	31.4%	0.5%
11	Return on Investment (%) [Income generated from invested funds/Average invested funds.] - Note 2	NA	NA	NA

1. Reflects improvement in operational performance during the financial year.
2. Significant investments held by the Company is for strategic purposes. Benchmarking the return on annual basis will not reflect yield from such investments.

33 Empoloyee Benefit Obligations

Defined benefit plans as per actuarial valuation

Rupees in crores

	Funded Plan		Unfunded Plans	
	Gratuity		Pension	
	Present value of obligation	Fair value of plan assets	Net amount	Present value of obligation
As at 01-04-2023	**186.26**	**(193.68)**	**(7.42)**	**142.83**
Current service cost	36.01	-	36.01	-
Interest expense/(income)	14.52	(13.78)	0.74	10.85
Total amount recognised in profit or loss	**50.53**	**(13.78)**	**36.75**	**10.85**
Remeasurements				
Return on plan assets, excluding amounts included in interest expense/(income)	-	6.10	6.10	-
(Gain)/loss from change in financial assumptions	4.28	-	4.28	0.92
Experience (gains)/losses	(7.03)	-	(7.03)	16.21
Total amount recognised in other comprehensive income	**(2.75)**	**6.10**	**3.35**	**17.13**
Employer contributions	-	(37.45)	(37.45)	-
Benefit payments	(12.89)	12.89	-	(4.72)
As at 31-03-2024	**221.15**	**(225.92)**	**(4.77)**	**166.09**
Current service cost	44.96	-	44.96	-
Interest expense/(income)	16.01	(15.17)	0.84	11.91
Total amount recognised in profit or loss	**60.97**	**(15.17)**	**45.80**	**11.91**
Remeasurements				
Return on plan assets, excluding amounts included in interest expense/(income)	-	(5.75)	(5.75)	-
(Gain)/loss from change in financial assumptions	6.38	-	6.38	10.72
Experience (gains)/losses	(18.18)	-	(18.18)	0.43
Total amount recognised in other comprehensive income	**(11.80)**	**(5.75)**	**(17.55)**	**11.15**
Employer contributions	-	(29.39)	(29.39)	-
Benefit payments	(21.58)	21.58	-	(6.62)
As at 31-03-2025	**248.74**	**(254.65)**	**(5.91)**	**182.53**

Notes to the Financial Statements (Contd.)

The Company has an obligation towards gratuity, a defined benefit retirement plan covering eligible employees. The Company has created an Employees' Group Gratuity Fund which has taken a Group Gratuity Assurance Scheme with the Life Insurance Corporation of India. Company's contributions are based on actuarial valuation arrived at the end of each year and charged to Statement of Profit and Loss.

The defined benefit obligations maturing after year ended March 31, 2025 are as follows

Rupees in crores

Year ending March 31,	Defined Benefit Obligations
2026	26.95
2027	16.18
2028	18.03
2029	19.91
2030	17.75
2031-2035	95.21

The significant actuarial assumptions were as follows:

Particulars	As at 31-03-2025	As at 31-03-2024
Discount rate (Gratuity)	6.67%	7.0%
Discount rate (Pension)	6.34%	7.0%
Salary growth rate	5.5%	5.5%
Pre-retirment Mortality rate	IALM (2006-08) Ultimate	
Post retirment Mortality rate	LIC Ann (1996-98)	
Attrition rate (For Gratuity)	3.0%	3.0%
Attrition rate (For Pension)	0.0%	0.0%

Assumptions regarding future mortality for pension are set based on actuarial advice in accordance with published statistics and experience. These assumptions translate into an average life expectancy in years for a pensioner retiring at age 58.

(i) Sensitivity analysis

The sensitivity of the defined benefit obligation to changes in the weighted principal assumptions is:

	Impact on defined benefit obligation - Gratuity					
	Change in assumption		Increase in assumption		Decrease in assumption	
	Year ended 31-03-2025	Year ended 31-03-2024	Year ended 31-03-2025	Year ended 31-03-2024	Year ended 31-03-2025	Year ended 31-03-2024
Discount rate	0.50%	0.50%	238.05	211.96	260.26	231.03
Salary growth rate	0.50%	0.50%	260.33	231.13	237.89	211.79
Mortality	5.00%	5.00%	248.77	221.18	248.70	221.10

	Impact on defined benefit obligation - Pension					
	Change in assumption		Increase in assumption		Decrease in assumption	
	Year ended 31-03-2025	Year ended 31-03-2024	Year ended 31-03-2025	Year ended 31-03-2024	Year ended 31-03-2025	Year ended 31-03-2024
Discount rate	1.00%	1.00%	165.91	150.75	202.14	184.21
Salary growth rate	1.00%	1.00%	203.13	185.21	164.89	149.74
Mortality	5.00%	5.00%	180.82	164.70	184.32	167.55

The above sensitivity analysis is based on a change in an assumption while holding all other assumptions constant. In practice, this is unlikely to occur, and changes in some of the assumptions may be correlated. When calculating the sensitivity of the defined benefit obligation to significant actuarial assumptions the same method (present value of the defined benefit obligation calculated with the projected unit credit method at the end of the reporting period) has been applied as when calculating the defined benefit liability recognised in the balance sheet.

Notes to the Financial Statements (Contd.)

(ii) Risk exposure

Through its defined benefit plans, the Company is exposed to a number of risks, the most significant of which are detailed below:

Asset volatility: The plan liabilities are calculated using a discount rate set with reference to bond yields; if plan assets underperform this yield, this will create a deficit.

Changes in bond: A decrease in bond yields will increase plan liabilities, although this will be partially offset by an yield increase in the value of the plans' bond holdings.

Inflation risks: In the pension plans, the pensions in payment are not linked to inflation, so this is a less material risk.

Life expectancy: The pension obligations are to provide benefits for the life of the member, so increases in life expectancy will result in an increase in the plans' liabilities. This is particularly significant where inflationary increases result in higher sensitivity to changes in life expectancy.

(iii) Defined contribution plans

The Company's contribution to defined contribution plan i.e., provident fund of ₹ 57.51 crores (previous year ₹ 44.73 crores) has been recognised in the Statement of Profit and Loss.

34 TVS Motor Company Employee Stock Option Plan

The Company introduced TVS Motor Company Employee Stock Option Plan to provide equity-based incentives to the eligible employees of the Company. The plan is administered by the Nomination and Remuneration Committee of the Company through a Trust.

A maximum of 11,87,717 options may be granted under the Plan. Each option granted under the plan entitles the holder to one equity share of the Company at an exercise price, which is approved by the Nomination and Remuneration Committee (NRC).

As per the plan, NRC grants options to the employees of the Company. The vesting period of the option is one to ten years from the date of grant. Options granted under the Scheme can be exercised within a period of four years from the date of vesting.

Accordingly, NRC granted 3,51,000 options under the Plan and the Trust acquired shares from secondary market for the purpose of implementation of the Plan.

The movement in options are as below:

Particulars	For the year ended 31st March 2025	For the year ended 31st March 2024
Outstanding at the beginning of the year	-	-
Options granted during the year	3,51,000	-
Options forfeited during the year	-	-
Options exercised during the year	-	-
Outstanding at the end of the year	3,51,000	-
Options exercisable at the end of the year	-	-

Fair value measurement:

The fair value at grant date is determined using the Black-Scholes Model which takes into account the exercise price, the term of the option, the share price at grant date and expected price volatility of the underlying share, the expected dividend yield and the risk free interest rate for the term of the option.

The key inputs used in Black-Scholes Model for calculating fair value of options under the scheme as on the date of grant are as follows:

The weighted average remaining contractual life of the options outstanding as of 31st March 2025 was 4 months.

Notes to the Financial Statements (Contd.)

The fair value of the options is estimated on the date of grant using the Black-Scholes Model with the following assumptions:

Particulars	For the year ended 31st March 2025	For the year ended 31st March 2024
No of options granted	3,51,000	-
Dividend yield (%)	0.39%	-
Volatility rate (%)	24.66%	
Risk free rate	7.04%	-
Expected life of options (years)	1.12	-
Weighted average fair value of options per share (₹)	1263.66	-
Weighted average share price (₹)	**1858.95**	**-**

35 Related Party Disclosure

(a) (i) Related parties and their relationship where control exists

Holding company:

TVS Holdings Limited, Chennai

Subsidiaries:

Sundaram Auto Components Limited, Chennai
TVS Motor Services Limited, Chennai
TVS Credit Services Limited, Chennai
TVS Digital Limited, Chennai (formerly known as TVS Housing Limited) (upto 15.09.2024)
TVS Electric Mobility Ltd, Chennai
DriveX Mobility Private Limited, Coimbatore (w.e.f 23.12.2024)
Harita ARC Services Private Limited, Chennai
Harita Two Wheeler Mall Private Limited, Chennai
TVS Housing Finance Private Limited, Chennai
TVS Motor (Singapore) Pte. Limited, Singapore (TVSM Singapore)
PT TVS Motor Company Indonesia, Jakarta
TVS Motor Company (Europe) B.V., Amsterdam
TVS Motor Company DMCC, Dubai (w.e.f 27.06.2024)
The GO Corporation, Switzerland (GO AG)
Swiss E-Mobility Group (Holding) AG, Switzerland (SEMG)
The Norton Motorcycle Co Limited, UK
TVS Digital Pte Ltd, Singapore
EBCO Limited, UK
Celerity Motor GmbH, Germany
EGO Movement Stuttgart, GmbH, Germany
Swiss E-Mobility Group (Schweiz) AG Switzerland, Zurich
Colag E-Mobility GmBH, Germany, Nuremberg
Alexand'Ro Edouard'O Passion Vélo Sàrl, Switzerland
Swiss E-mobility Group (österreich) Gmbh, Austria

Associate company:

Ultraviolette Automotive Private Limited, Bengaluru
Indian Foundation for Quality Management, Bengaluru [Upto 10.03.2025]
DriveX Mobility Private Limited, Coimbatore (Upto 22.12.2024)

(ii) Other related parties and their relationship where transaction exists

Fellow Subsidiaries

TVS Emerald Limited (Formerly known as Emerald Haven Realty Ltd), Chennai (name change w.e.f 27.09.2024) - (Upto 31.12.2024)
Emerald Haven Development Limited, Chennai - (Upto 31.12.2024)
TVS Digital Limited, Chennai (formerly known as TVS Housing Limited) (wef 16.09.2024)

Notes to the Financial Statements (Contd.)

Associate / Branches /Joint venture of holding / subsidiary / fellow subsidiary company:

Predictronics Corp, USA
TVS Training & Services Limited, Chennai
TVS Motor (Singapore) Pte. Ltd, Italy Branch
TVS Motor (Singapore) Pte. Ltd, Philippines Branch
TVS Motor (Singapore) Pte. Ltd, Australia Branch

(iii) Enterprises under Common control

Sundaram - Clayton Limited, Chennai (formerly known as Sundaram - Clayton DCD Limited
TVS Emerald Limited (Formerly known as Emerald Haven Realty Ltd), Chennai (name change w.e.f 27.09.2024) - (Enterprises in which one of the promoter group holding control w.e.f 01.01.2025)
Emerald Haven Development Limited, Chennai - (Subsidiary of TVS Emerald Limited)

(iv) Enterprises in which directors are interested

Dua Associates (upto 13.07.2024)
Dua Consulting Private Limited (upto 13.07.2024)
McCann-Erickson (India) Private Limited (upto 13.07.2024)
Trichur Sundaram Santhanam & Family Private Limited
T.V Sundram Iyengar & Sons Private Limited
TVS Organics Private Limited
TVS Automobile Solutions Private Limited
TVS Cheema Scholarship Foundation
Veeyes Charities Foundation

Key Management personnel

Executive Directors:

Mr. Venu Srinivasan, Chairman Emeritus & Managing Director
Mr. Sudarshan Venu, Managing Director
Mr. K N Radhakrishnan, Director & Chief Executive Officer

Non-executive Directors:

Independent Directors:

Mr. Shailesh Haribhakti
Dr. Deepali Pant Joshi
Mr. Vijay Sankar
Mr. B Sriram
Mr. C R Dua (Upto 13.07.2024)
Mr. H K Singh (Upto 13.07.2024)
Mr. Kuok Meng Xiong (Upto 06.08.2024)

Non-Independent Directors:

Prof Sir Ralf Dieter Speth
Dr. Lakshmi Venu (Upto 06.08.2024)

Chief Financial Officer

Mr. K Gopala Desikan

Company Secretary

Mr. K S Srinivasan

Post Employment benefit plans:

TVS Motor Company Employees' Gratuity Fund
TVS Motor Company Employees' Provident Fund

Others:

Srinivasan Services Trust
TVSM Employees Stock Option Trust

Notes to the Financial Statements (Contd.)

(b) Transactions with related parties: (Transactions from the date of becoming/ upto the date of ceasing to be related party)

Rupees in crores

		As at / Year Ended 31-03-2025	As at / Year Ended 31-03-2024
(i)	**Purchase of goods (Including sales reversal)**		
-	Holding company (TVS Holdings Limited, Chennai)	-	126.75
-	Subsidiary companies		
	Sundaram Auto Components Limited, Chennai	481.80	398.38
	PT.TVS Motor Company Indonesia, Jakarta	0.54	0.09
	Swiss E-Mobility Group (Schweiz) AG Switzerland, Zurich	-	0.13
-	Enterprises under Common control		
	Sundaram-Clayton Limited, Chennai	426.83	255.24
-	Enterprises in which directors are interested		
	TVS Organics Private Limited	0.90	0.69
(ii)	**Sale of goods**		
-	Holding company (TVS Holdings Limited, Chennai)	113.76	471.96
-	Subsidiary companies		
	PT.TVS Motor Company Indonesia, Jakarta	301.77	354.27
	The Norton Motorcycle Co. Ltd, UK	3.03	0.72
	Celerity Motor GmbH, Germany	0.02	0.06
	DriveX Mobility Private Limited, Coimbatore	0.07	-
-	Associate Companies		
	DriveX Mobility Private Limited, Coimbatore	0.21	0.06
-	Associate / Branches /Joint venture of holding / subsidiary / fellow subsidiary company:		
	TVS Motor (Singapore) Pte. Ltd, Italy Branch	14.23	-
	TVS Motor (Singapore) Pte. Ltd, Philippines Branch	0.60	-
-	Enterprises under Common control		
	Sundaram-Clayton Limited, Chennai	20.49	9.60
(iii)	**Purchase of assets**		
-	Holding company (TVS Holdings Limited, Chennai)	7.42	39.00
-	Enterprises under Common control		
	Sundaram-Clayton Limited, Chennai	108.00	-
-	Enterprises in which directors are interested		
	Trichur Sundaram Santhanam & Family Private Limited, Chennai	1.87	-
-	Key Management personnel	18.71	-
(iv)	**Sale of assets**		
-	Subsidiary companies		
	Sundaram Auto Components Limited, Chennai	-	0.02
-	Enterprises under Common control		
	Sundaram-Clayton Limited, Chennai	-	0.29
-	Enterprises in which directors are interested		
	Trichur Sundaram Santhanam & Family Private Limited, Chennai	0.35	-
(v)	**Rendering of services**		
-	Holding company (TVS Holdings Limited, Chennai)	-	0.45
-	Subsidiary companies		
	Sundaram Auto Components Limited, Chennai	0.11	0.11
	PT. TVS Motor Company Indonesia, Jakarta	0.55	0.55
	TVS Credit Services Limited, Chennai	2.46	5.43
	The Norton Motorcycle Co. Ltd, UK	22.53	8.58
-	Fellow Subsidiary companies		
	TVS Emerald Limited	-	1.05
-	Enterprises under Common control		
	Sundaram-Clayton Limited, Chennai	1.79	1.34

Notes to the Financial Statements (Contd.)

Rupees in crores

		As at / Year Ended 31-03-2025	As at / Year Ended 31-03-2024
(vi)	**Availing of services (includes sub-contract charges paid)**		
-	Holding company (TVS Holdings Limited, Chennai)	141.72	118.03
-	Subsidiary company		
	Sundaram Auto Components Limited, Chennai	0.99	2.84
	TVS Credit Services Limited, Chennai	8.81	6.10
	TVS Digital Pte Limited, Singapore	1.51	0.34
	TVS Digital Limited (Subsidiary upto 15.09.2024)	4.91	-
	Celerity Motor GmbH, Germany	16.95	-
-	Fellow Subsidiary companies		
	TVS Digital Limited (w.e.f 16.09.2024)	12.53	-
-	Associate / joint venture of holding / subsidiary / fellow subsidiary company		
	TVS Training & Services Limited, Chennai	0.01	-
	TVS Motor (Singapore) Pte. Ltd, Philippines Branch	0.01	-
-	Enterprises under Common control		
	Sundaram-Clayton Limited, Chennai	3.91	3.35
-	Enterprises in which directors are interested		
	Dua Associates, Delhi (Upto 13.07.2024)	0.06	0.35
	Dua Consulting Private Limited, Delhi (Upto 13.07.2024)	1.12	4.57
	McCann-Erickson (India) Private Limited, Delhi (Upto 13.07.2024)	0.90	3.59
	Trichur Sundaram Santhanam & Family Private Limited, Chennai	0.16	0.65
	TVS Automobile Solutions Private Limited	0.17	-
(vii)	**Investments made/(Redemption) during the year**		
-	Subsidiary companies		
	TVS Motor (Singapore) Pte. Limited, Singapore	1,497.24	1,231.34
	TVS Motor Services Limited, Chennai	-	-
	TVS Credit Services Limited, Chennai	282.67	100.00
	Sundaram Auto Components Limited, Chennai (Reduction of Share Capital)	-	(310.00)
	TVS Motor Company DMCC, Dubai	210.78	-
	TVS Digital Limited	-	3.00
	DriveX Mobility Private Limited, Coimbatore	40.79	-
-	Fellow Subsidiary companies		
	TVS Digital Limited (w.e.f 16.09.2024)	(3.05)	-
-	Associate / Joint venture		
	Indian Foundation for Quality Management, Bengaluru	-	25.00
(viii)	**Share application money pending allotment**		
-	Subsidiary companies		
	TVS Motor (Singapore) Pte Limited, Singapore	-	121.19
(ix)	**Remuneration to key managerial personnel**		
	Short-term employee benefits	75.60	64.74
	Post-employment benefits	0.54	0.65
	(ESOPs granted to KMPs have not been considered as remuneration for the current year as defined under section 2(78) of the Companies Act, 2013 as the options have not been excercised)		
(x)	**Obligation arising out of agreements facilitating credit / payment to service provider**		
-	Subsidiary companies		
	TVS Motor (Singapore) Pte. Limited, Singapore	-	83.41
(xi)	**Contributions to post employment benefit plans**		
	TVS Motor Company Employees' Gratuity Fund	30.37	38.51
	TVS Motor Company Employees' Provident Fund	142.75	114.30
	(Including Employee and Employer Contributions)		

Notes to the Financial Statements (Contd.)

Rupees in crores

		As at / Year Ended 31-03-2025	As at / Year Ended 31-03-2024
(xii)	**Loans and Advances**		
-	Issue / (Redemption) of Non convertible zero coupon debentures		
-	Subsidiary Company		
	Sundaram Auto Components Limited, Chennai	-	(310.00)
(xiii)	**Dividend received from**		
-	Subsidiary Company		
	Sundaram Auto Components Limited, Chennai	100.27	1.96
(xiv)	**Dividend paid to**		
-	Holding company (TVS Holdings Limited, Chennai)	238.78	191.03
(xv)	**Donations Made**		
-	Enterprises in which directors are interested		
	TVS Cheema Scholarship Foundation	39.98	-
	Veeyes Charities Foundation	7.00	8.30
(xvi)	**Others**		
	Srinivasan Services Trust - CSR contribution	40.00	30.00
	TVSM Employees Stock Option Trust - Purchase of Shares	95.27	-

(c) Balances with related parties:

Rupees in crores

		As at / Year Ended 31-03-2025	As at / Year Ended 31-03-2024
(i)	**Trade receivables / Other current assets**		
-	Holding company (TVS Holdings Limited, Chennai)	-	74.23
-	Subsidiary companies		
	Sundaram Auto Components Limited, Chennai	0.06	0.75
	PT. TVS Motor Company Indonesia, Jakarta	300.78	412.13
	TVS Credit Services Limited, Chennai	8.68	8.17
	The Norton Motorcycle Co. Ltd, UK	32.31	18.99
	TVS Digital Pte Limited, Singapore	8.06	8.03
	Swiss E-Mobility Group (Holding) AG, Switzerland (SEMG)	4.82	0.98
	Celerity Motor GmbH, Germany	-	0.06
-	Associates		
	Ultraviolette Automotive Private Limited, Bengaluru	0.02	0.02
-	Associate / Branches /Joint venture of holding / subsidiary / fellow subsidiary company:		
	TVS Motor (Singapore) Pte. Ltd, Italy Branch	4.61	-
	TVS Motor (Singapore) Pte. Ltd, Philippines Branch	0.59	-
-	Fellow Subsidiary companies		
	TVS Digital Limited (w.e.f 16.09.2024)	1.00	-
-	Enterprises under Common control		
	Sundaram-Clayton Limited, Chennai	1.65	0.93
	Emerald Haven Development Limited, Chennai	0.16	0.09
	TVS Emerald Limited	14.09	11.96
-	Enterprises in which directors are interested		
	Trichur Sundaram Santhanam & Family Private Limited, Chennai	0.21	0.52
	TVS Cheema Scholarship Foundation	0.48	-
	McCann-Erickson (India) Private Limited, Delhi	-	0.02

Notes to the Financial Statements (Contd.)

Rupees in crores

		As at / Year Ended 31-03-2025	As at / Year Ended 31-03-2024
(ii)	**Trade payables**		
-	Holding company (TVS Holdings Limited, Chennai)	2.67	1.25
-	Subsidiary companies		
	Sundaram Auto Components Limited, Chennai	5.08	5.54
	TVS Motor (Singapore) Pte Limited, Singapore	10.69	1.52
	TVS Credit Services Limited, Chennai	5.36	1.81
	PT. TVS Motor Company Indonesia, Jakarta	0.17	0.11
	Celerity Motor GmbH, Germany	0.41	-
	DriveX Mobility Private Limited, Coimbatore	0.02	0.04
-	Associate / joint venture of holding / ultimate holding / subsidiary / fellow subsidiary company		
	Predictronics Corporation, USA	-	0.07
-	Enterprises under Common control		
	Sundaram-Clayton Limited, Chennai	1.78	20.98
-	Enterprises in which directors are interested		
	Dua Consulting Private Limited, Delhi (upto 13.07.2024)	-	0.32
	T.V Sundram Iyengar & Sons Private Limited, Madurai	0.03	0.07
	TVS Organics Private Limited	-	0.03
(iii)	**Guarantees issued**	-	83.41

The transactions with related parties are made on terms equivalent to those that prevail in arm's length transactions. Outstanding balances at the year end are unsecured and settlement occurs in cash.

36 Earnings Per Share

Rupees in crores

Particulars	As at / Year Ended 31-03-2025	As at / Year Ended 31-03-2024
Profit attributable to ordinary shareholders	2,710.54	2,083.00
Number of equity shares	47,50,87,114	47,50,87,114
Face value of the share (in rupees)	1.00	1.00
Weighted average number of equity shares outstanding during the year	47,50,87,114	47,50,87,114
Basic and diluted earnings per share for continued operations (in rupees)	57.05	43.84
Basic and diluted earnings per share for discontinued operations (in rupees)	-	-
Basic and diluted earnings per share for continued and discontinued operations (in rupees)	57.05	43.84

37 Warranty Provision

Rupees in crores

Particulars	As at / Year Ended 31-03-2025	As at / Year Ended 31-03-2024
Opening balance	88.32	55.11
Add: Provision for the year (net)	150.93	88.32
	239.25	**143.43**
Less: Payments / debits (net)	88.32	55.11
Closing balance	**150.93**	**88.32**

Notes to the Financial Statements (Contd.)

38 Disclosure Under Micro, Small and Medium Enterprises Development Act, 2006.

Rupees in crores

Particulars			As at / Year Ended 31-03-2025	As at / Year Ended 31-03-2024
Trade Payables pertaining to dues to Micro and Small Enterprises (all are within agreed credit period and not due for payment) [Refer note 18]			37.21	34.80
(i)	The principal amount and interest due thereon remaining unpaid to any supplier as at the end of each accounting year		Nil	Nil
(ii)	The amount of interest paid by the buyer in terms of Section 16 of the Micro, Small and Medium Enterprises Development Act, 2006, along with the amount of the payment made to the supplier beyond the appointed day during each accounting year		Nil	Nil
(iii)	The amount of interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day during the year) but without adding the interest specified under the Micro, Small and Medium Enterprises Development Act, 2006		Nil	Nil
(iv)	The amount of interest accrued and remaining unpaid at the end of each accounting year		Nil	Nil
(v)	The amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues as above are actually paid to the small enterprise, for the purpose of disallowance as a deductible expenditure under section 23 of the Micro, Small and Medium Enterprises Development Act, 2006.		Nil	Nil

39 Payment to Auditors

Rupees in crores

Particulars	As at / Year Ended 31-03-2025	As at / Year Ended 31-03-2024
Audit fees	0.85	0.85
Tax Audit fees	0.20	0.20
Certification fees	0.10	0.10
Other services	0.19	-
	1.34	**1.15**
Miscellaneous expenses include travel and stay expenses of auditors	-	0.03
	1.34	**1.18**

40 Contingent Liabilities and Commitments not Provided for

Rupees in crores

Particulars			As at / Year Ended 31-03-2025	As at / Year Ended 31-03-2024
(a)	**Claims against the company not acknowledged as debts:**			
	(i)	Central Excise	23.90	23.89
	(ii)	GST	22.12	7.25
	(iii)	Service tax	0.95	0.95
	(iv)	Sales tax	-	2.00
	(v)	Guarantees given to bank/others for credit facility granted to subsidiary Companies	-	83.41
	(vi)	Income tax	39.98	46.85
		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 Company does not expect the outcome of these proceedings to have a materially adverse effect on its financial results.		
(b)	**Other money for which the company is contingently liable:**			
	On bills discounted with banks		330.98	250.99
(c)	**Commitments:**			
	(i)	Estimated amount of contracts remaining to be executed on capital account and not provided for	314.55	229.94
	(ii)	On Investments	0.00	1.88

Notes to the Financial Statements (Contd.)

41 Leases

Company as a Lessee

The company has taken land, warehouses and sales offices across the country on lease for lease period ranging from 6-99 years. Company also has other assets on leases, the lease term here ranges from 2-9 Years.

Wherever the lease includes extension option and it is reasonably certain to exercise that option, the same is considered for computing the lease term. In other cases, the term is limited to initial lease period. Lease term includes non-cancellable period and expected lease period.

Payment made towards short term leases during the year is ₹ 87.84 Cr (Previous year: ₹ 78.46 Cr)

Payment made towards Low value assets during the year is Nil (Previous year: Nil)

Payment relating to leases are disclosed in Cash flow statement

Income from sub-leasing of Right of use asset is ₹ 0.39 Crs (Previous year: Nil)

42A Additional Regulatory Disclosures as Per Schedule iii of Companies Act, 2013

(i) The Title deeds of the immovable properties (other than properties where the Company is the lessee and the lease agreements are duly executed in favour of the lessee) are held in the name of the Company.

(ii) The Company does not have any investment property.

(iii) As per the Company's accounting policy, Property, Plant and Equipment (including Right of Use Assets) and intangible assets are carried at historical cost (less accumulated depreciation & impairment, if any), hence the revaluation related disclosures required as per Additional Regulatory Information of Schedule III (revised) to the Companies Act, is not applicable.

(iv) The Company has not granted Loans or Advances in the nature of loan to any promoters, Directors, KMPs and the related parties (As per Companies Act, 2013), which are repayable on demand or without specifying any terms or period of repayments.

(v) No proceedings have been initiated or pending against the Company for holding any Benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and the rules made thereunder.

(vi) The Company has sanctioned facilities from banks on the basis of security of current assets. The periodic returns filed by the Company with such banks are in agreement with the books of accounts of the Company.

(vii) The company has adhered to debt repayment and interest service obligations on time. "Wilful defaulter" related disclosures required as per Additional Regulatory Information of Schedule III (revised) to the Companies Act, is not applicable.

(viii) There are no transactions with the companies whose names were struck off under section 248 of The Companies Act, 2013 or section 560 of Companies Act, 1956 during the year ended 31 March 2025

(ix) All applicable cases where registration of charges or satisfaction is required to be filed with Registrar of Companies have been filed. No registration or satisfaction is pending at the year ended 31st March 2025

(x) The Company has complied with the number of layers prescribed under clause (87) of section 2 of the Companies Act, 2013 read with Companies (Restriction on number of Layers) Rules, 2017.

(xi) No scheme of arrangement has been approved by the competent authority in terms of Section 230 to 237 of the Companies Act, 2013.

(xii) The Company has not advanced or loaned or invested funds to any other person(s) or entity(ies), including foreign entities (Intermediaries) with the understanding that the Intermediary shall:

(a) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the company (ultimate beneficiaries) or

(b) provide any guarantee, security or the like to or on behalf of the ultimate beneficiary

(xiii) The Company has not received any fund from any person(s) or entity(ies), including foreign entities (Funding Party) with the understanding (whether recorded in writing or otherwise) that the Company shall:

(a) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (Ultimate Beneficiaries) or

(b) provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries

(xiv) The Company has not operated in any crypto currency or Virtual Currency transactions

(xv) During the year the Company has not disclosed or surrendered, any income other than the income recognised in the books of accounts in the tax assessments under Income Tax Act, 1961.

Notes to the Financial Statements (Contd.)

42B Segment Information for the Year Ended 31-03-2025

The Company identified two verticals viz (a) Automotive Vehicles & Parts and related investments and (b) Investment held in Financial Services based on operations from which significant risks and rewards are derived. Chief Operating Decision Maker (CODM) examines the risks and rewards of the entities' performance in the above two verticals and allocates the resources aligning with the Company's strategy.

The Investments of the Company in TVS Credit Services Limited and TVS Motor Services Limited and other non-strategic companies categorized as Financial Services.

Rupees in crores

Particulars	Business Segment					
	Year ended 31-03-2025			Year ended 31-03-2024		
	Automotive vehicles & parts	Financial Services	Total	Automotive vehicles & parts	Financial Services	Total
Revenue						
External sales - domestic	27,819.21	-	27,819.21	24,346.39	-	24,346.39
- exports	8,432.11	-	8,432.11	7,429.98	-	7,429.98
Other income	118.50	(60.49)	58.01	145.87	2.66	148.53
Inter segment sales	-	-	-	-	-	-
Total revenue	36,369.82	(60.49)	36,309.33	31,922.24	2.66	31,924.90
Segment-wise results before interest and tax	3,827.94	(60.49)	3,767.45	2,959.63	2.66	2,962.29
Less: Interest	138.66	-	138.66	181.63	-	181.63
Profit before tax	3,689.28	(60.49)	3,628.79	2,778.00	2.66	2,780.66
Less: Tax expense	933.56	(15.31)	918.25	696.99	0.67	697.66
Profit after tax	2,755.72	(45.18)	2,710.54	2,081.01	1.99	2,083.00
Segment assets	17,148.47	2,814.42	19,962.89	13,337.20	2,725.04	16,062.24
Segment liabilities	10,026.24	-	10,026.24	8,331.20	-	8,331.20
Segment depreciation / amortisation	744.60	-	744.60	700.35	-	700.35

42C Revenue From Contract With Customers:

Rupees in crores

Particulars		Year Ended 31-03-2025	Year Ended 31-03-2024
(a)	Geographical market		
(i)	Domestic	27,260.59	24,072.51
(ii)	Exports	8,432.11	7,429.98
		35,692.70	**31,502.49**
(b)	Revenue recognized that was inlcuded in the contract liabilities at the beginning of the period. (Payment is received in advance towards contracts entered with customers, and is recognised as a contract liability. As and when the performance obligation is met, the same is recognized as revenue).	265.58	154.70
(c)	Reconciliation of revenue with contract price:		
(i)	Contract price	37,124.81	32,734.60
(ii)	Adjustments :		
	Incentive schemes	829.73	705.62
	Transport cost	602.38	526.49
	Revenue from sale of products/services	**35,692.70**	**31,502.49**

Notes to the Financial Statements (Contd.)

43 Disclosure Made in Terms of Regulation 34(3) of Listing Regulations

Rupees in crores

Sl. No.	Particulars	Name of the company		Amount outstanding as at 31-03-2025	Amount outstanding as a 31-03-2024
(a)	**Investments by the company**				
	(i) In subsidiary companies	**Sundaram Auto Components Limited, Chennai**		108.46	108.46
		[1,19,37,422 (last year-1,19,37,422) Equity shares of ₹10/- each fully paid up]			
		Maximum amount held at any time			
		During the year	108.46		
		During the previous year	108.46		
		TVS Digital Limited, Chennai (Formerly known as TVS Housing Limited)		-	3.05
		Nil (last year - 30,50,000) Equity shares of ₹10/- each fully paid up]			
		Maximum amount held at any time			
		During the year	3.05		
		During the previous year	3.05		
		TVS Motor Services Limited, Chennai		148.68	148.68
		[14,96,33,814 (last year -14,96,33,814) Equity shares of ₹10/- each fully paid up]			
		Maximum amount held at any time			
		During the year	148.68		
		During the previous year	148.68		
		TVS Motor Services Limited, Chennai			
		[5,00,00,000 (last year - 5,00,00,000) Preference shares of ₹ 10/- each fully paid up]		50.00	50.00
		Maximum amount held at any time			
		During the year	50.00		
		During the previous year	50.00		
		TVS Credit Services Limited, Chennai		2,243.65	1,960.99
		[20,23,19,089 (last year - 19,54,24,754) Equity shares of ₹10/- each fully paid up]			
		Maximum amount held at any time			
		During the year	2,243.65		
		During the previous year	1,960.99		
		TVS Credit Services Limited, Chennai		100.00	100.00
		[31,69,773 (last year - 31,69,773) Preference shares of ₹10/- each fully paid up]			
		Maximum amount held at any time			
		During the year	100.00		
		During the previous year	100.00		
		TVS Motor Company (Europe)B.V., Amsterdam		1.80	1.80
		[2,25,301 (last year- 2,25,301) Ordinary shares of Euro 100/- each fully paid up]			
		Maximum amount held at any time			
		During the year	1.80		
		During the previous year	1.80		

Notes to the Financial Statements (Contd.)

Rupees in crores

Sl. No.	Particulars	Name of the company		Amount outstanding as at 31-03-2025	Amount outstanding as a 31-03-2024
		TVS Motor (Singapore) Pte. Limited, Singapore		5,195.12	3,697.87*
		[90,76,19,207 (last year 67,16,85,616) Ordinary shares of Singapore $ 1/- each fully paid up]			
		Maximum amount held at any time			
		During the year	5,195.12		
		During the previous year	3,697.87		
		(* - Including share application money pending allotment)			
		PT. TVS Motor Company Indonesia, Jakarta		389.06	389.06
		[85,97,000 (last year - 85,97,000) Equity shares of Indonesian Rp.97,400/- each fully paid up]			
		Maximum amount held at any time			
		During the year	389.06		
		During the previous year	389.06		
		DriveX Mobility Private Limited, Coimbatore#		225.74	87.17
		[20,981 (last year - 9766) Equity shares of ₹10 each fully paid]			
		Maximum amount held at any time			
		During the year	225.74		
		During the previous year	87.17		
		# Ceased to be an associate and become the subsidiary of the company as on 31st March 2025			
		TVSM DMCC		210.78	-
		[92,000 (last year - Nil) Equity shares of AED1000 each fully paid]			
		Maximum amount held at any time			
		During the year	210.78		
		During the previous year	-		
		TVS Electric Mobility Ltd, Chennai		1.00	1.00
		[10,00,000 (last year -10,00,000) Equity shares of ₹10/- each fully paid up]			
		Maximum amount held at any time			
		During the year	1.00		
		During the previous year	1.00		

Notes to the Financial Statements (Contd.)

Rupees in crores

Sl. No.	Particulars	Name of the company		Amount outstanding as at 31-03-2025	Amount outstanding as a 31-03-2024
	(ii) in associate companies	**Emerald Haven Realty Limited, Chennai,**		-	-
		Nil (last year - Nil) Equity shares of ₹ 10/- each fully paid up]			
		Maximum amount held at any time			
		During the year	-		
		During the previous year	111.22		
		Ultraviolette Automotive Private Limited, Bengaluru		11.00	11.00
		[14,850 (last year-14,850) Equity shares of ₹ 10/- each fully paid up]			
		Maximum amount held at any time			
		During the year	11.00		
		During the previous year	11.00		
		Ultraviolette Automotive Private Limited, Bengaluru		5.00	5.00
		[990 (last year - 990) Preference shares of ₹ 50,545/- each fully paid up]			
		Maximum amount held at any time			
		During the year	5.00		
		During the previous year	5.00		
		(7387 (last year - 7387) Preference shares of ₹ 40,616/- each fully paid up]		30.00	30.00
		Maximum amount held at any time			
		During the year	30.00		
		During the previous year	30.00		
		[3939 (last year - 3939) Preference shares of ₹1,90,384/- each fully paid up]		75.00	75.00
		Maximum amount held at any time			
		During the year	75.00		
		During the previous year	75.00		
		Tagbox Solutions Private Limited, Bengaluru		-	-
		[Nil (last year - Nil) Equity shares of ₹1 each fully paid]			
		Maximum amount held at any time			
		During the year	-		
		During the previous year	1.19		
		Tagbox Solutions Private Limited, Bengaluru		-	-
		[Nil (last year - Nil) Preference shares of ₹16 each fully paid]			
		Maximum amount held at any time			
		During the year	-		
		During the previous year	9.99		

Notes to the Financial Statements (Contd.)

Rupees in crores

Sl. No.	Particulars	Name of the company		Amount outstanding as at 31-03-2025	Amount outstanding as a 31-03-2024
		Indian Foundation for Quality Management, Bengaluru^		-	25.00
		[Nil (last year - 2,50,00,000) Equity shares of ₹10 each fully paid]			
		Maximum amount held at any time			
		During the year	25.00		
		During the previous year	25.00		
		^Ceased to be associate as on 31st March 2025 and become part of Non current Investments			
	(b) Investments by the holding company	**TVS Holdings Limited (formerly Sundaram-Clayton Limited), Chennai**		17.15	17.15
		23,87,82,786 (last year 23,87,82,786) Equity shares of ₹ 1/- each fully paid up			
		Maximum amount held at any time			
		During the year	17.15		
		During the previous year	17.15		

44 Details of Loans given, Investments Made And Guarantees Given

(DISCLOSURE AS PER SECTION 186 OF THE COMPANIES ACT, 2013)

(a) Investments made - Refer Note No.3

(b) Guarantee issued towards credit facility / business purpose - Refer Note No.35b(x)

Notes to the Financial Statements (Contd.)

45 Corporate Social Responsibility

Expenditure incurred on Corporate Social Responsibility (CSR) activities:

(a) Gross amount required to be spent during the year is ₹ 39.55 crores (Previous Year ₹ 26.39 crores)

(b) Amount spent during the year:

Rupees in crores

Sl. No.	Particulars	In cash	Yet to be paid in cash	Year ended 31-03-2025	Year ended 31-03-2024
1	Construction/acquisition of any asset	-	-	-	-
2	Other than above	-	-	40.00	30.00

Sl. No.	Particulars	Year ended 31-03-2025	Year ended 31-03-2024
1	Amount required to be spent by the Company during the year	39.55	26.39
2	Amount of expenditure incurred	40.00	30.00
3	Shortfall at the end of the year	-	-
4	Total of previous years shortfall	-	-
5	Reasons for shortfall	- NOT APPLICABLE -	
6	Details of related party transactions	40.00	30.00
7	Where a provision is made with respect to a liability incurred by entering into a contractual obligation, the movements in position	-	-

Nature of CSR Activities : Rural development, economic development, Women empowerment, health care, education, environment sustainability, social empowerment, infrastructure development and conservation of natural resources.

46 Previous Year's Figures have been regrouped wherever necessary to conform to the Current Year's classification.

PROF SIR RALF DIETER SPETH
Chairman
DIN: 03318908

SUDARSHAN VENU
Managing Director
DIN: 03601690

K N RADHAKRISHNAN
Director & Chief Executive Officer
DIN: 02599393

As per our report annexed
For **Sundaram & Srinivasan**
Chartered Accountants
Firm Regn. No.004207S

Place : Chennai
Date : 28th April 2025

K GOPALA DESIKAN
Chief Financial Officer

K S SRINIVASAN
Company Secretary

S USHA
Partner
Membership No.:211785

Independent Auditors' Report

for the year ended 31st March 2025

To the members of TVS Motor Company Limited

Report on the Audit of Consolidated Ind AS Financial Statements

Opinion

We have audited the accompanying consolidated Ind AS financial statements of TVS Motor Company Limited (hereinafter referred to as the 'Holding Company") and its subsidiaries (Holding Company and its subsidiaries together referred to as "the Group"), and its associates, which comprise the consolidated Balance Sheet as at March 31, 2025, and the consolidated statement of Profit and Loss,(including Other Comprehensive Income), the consolidated statement of changes in equity and the consolidated cash flow statement for the year then ended, and notes to the consolidated Ind AS financial statements, including material accounting policies and other explanatory information (hereinafter referred to as "the consolidated Ind AS financial statements").

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid consolidated Ind AS financial statements give the information required by the Companies Act, 2013("Act") in the manner so required and give a true and fair view in conformity with the Indian Accounting standards prescribed under Section 133 of the Act, read with the Companies (Indian Accounting Standards) Rule, 2015 as amended (“Ind AS”) and other accounting principles generally accepted in India, of the consolidated state of affairs of the Group, its associates as at March 31, 2025, and its consolidated profit, its consolidated total comprehensive income, its consolidated changes in equity and its consolidated cash flows for the year then ended.

Basis for Opinion

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Act. Our responsibilities under those Standards are further described in the “Auditor's Responsibilities for the Audit of the Consolidated Ind AS Financial Statements” section of our report. We are independent of the Group and its associates in accordance with the ethical requirements that are relevant to our audit of the consolidated Ind AS financial statements in India in terms of the Code of Ethics issued by the Institute of Chartered Accountants of India and the relevant provisions of the Act, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained, and the audit evidence obtained by the other auditors in terms of their reports referred to in Other Matters section below, other than the unaudited financial statements/ financial information as certified by the management and referred to in Other Matters section below, is sufficient and appropriate to provide a basis for our opinion.

Key Audit Matter

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the consolidated Ind AS financial statements of the current period. These matters were addressed in the context of our audit of the consolidated Ind AS financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

Key Audit Matter	Principal Audit Procedures
1. Carrying Value of Goodwill Management has obtained a valuation report of the Cash Generating Unit, wherein valuers have arrived at a fair value, based on weighted average of the Discounted Cash Flow Method and Comparable Companies Multiples Method.	Management has obtained a valuation report of the Cash Generating Unit, wherein valuers have arrived at a fair value, based on weighted average of the Discounted Cash Flow Method and Comparable Companies Multiples Method. We gained an understanding of the key assumptions used to forecast the cash flows and the discount rates applied Weighted Average Cost of Capital (WACC) as well as the Comparable Companies considered in arriving at the fair value. We consider that the management conclusions concerning the absence of impairment in the goodwill are adequately supported and consistent with the information currently available.
2. Government Grants Government has announced various Grants to manufacturers of automobiles. The company in turn is availing the said grants on fulfilling the conditions attached to that. Recognition of government grants has been considered a key audit matter due to the materiality of the amounts involved and the significant management judgement required in assessing compliance with the conditions for grant eligibility. The management periodically reviews, during the year, compliance of relevant conditions attached to each grant whether there is a reasonable assurance that the grants will be received, in order to determine the timing and amounts of grants to be recognized in the financial statements.	Determined the appropriateness of the accounting policy for government grants as per the relevant accounting standard; Examined the Company's key internal financial controls over recognition of government grants with regard to its design and implementation. Tested the operating effectiveness of such controls for the transactions selected. Verified documents, on sample basis, submitted to the various government authorities relating to the grants received and receivable and checked the compliance of conditions attached to the respective grants. Considered the basis of management's judgement towards fulfilment of conditions attached to the grants and evaluated the reasonable assurance that grants will be received. Reviewed the appropriateness of the disclosures made in accordance with the relevant accounting standards.
3. Investments The Company has significant investments in its subsidiaries and associates. Management reviews regularly whether there are any indicators of impairment of the investments by reference to the requirements under Ind AS 36 "Impairment of Assets". For investments where impairment indicators exist, significant judgments are required to determine the key assumptions used in the valuation model and methodology, such as revenue growth, discount rates, etc. Considering, the impairment assessment which involves significant assumptions and judgement of the management and the same has been considered as key audit matter.	Obtained and read the valuation report used by the management for determining the fair value ('recoverable amount') of its material investments. Considered the independence, competence and objectivity of the management specialist involved in determination of valuation. Tested the fair value of the investment as mentioned in the valuation report to the carrying value in books. Made inquiries with management to understand key drivers of the cash flow forecasts, discount rates, etc. Assessed the disclosures made in the financial statements regarding such investments to comply with the requirements of Standards.
4. Intangible assets under development The Company has various internally generated intangible projects under development. Initial recognition of the development expenditure under these projects is based on assessing each project in relation to specific recognition criteria that needs to be met for capitalisation. In addition, the management also assess indication of impairment of the carrying value of assets which requires management judgment and assumptions as affected by future market or economic developments. Due to the materiality of the assets under development recognised and the level of management judgement involved, initial recognition and measurement of internally generated intangible assets under development has been considered as a key audit matter.	Our audit procedures included but were not limited to the following: Assessed whether the Company's Internally generated intangible assets- research and development expenditure accounting policy is in compliance with Ind AS 38 “Intangible Assets”. We assessed the design, implementation and operating effectiveness over management process of identifying and capitalising the development expenditure in accordance with the accounting principles of capitalisation of expenditure on internally generated intangible assets as per Ind AS 38 such as technical feasibility of the project, intention and ability to complete the intangible asset, ability to use or sell the asset, generation of future economic benefits and the ability to measure costs reliably. We performed test of details of development expenditure capitalised by reviewing the key assumptions including the authorisation of the stage of the project in the development phase, the accuracy of costs included and assessing the useful economic life attributed to the asset. In addition, we considered whether any indicators of impairment were present by understanding the business rationale for projects.
5. Evaluation of Uncertain Direct tax and Indirect Tax positions The Company has material uncertain tax positions including matters under dispute relating to Excise, Customs Duty, Goods and Service Tax (Indirect Taxes) and Income Tax (Direct Tax). These matters involve significant judgment to determine the possible outcome of these disputes	We obtained details of demands relating to Direct Tax and indirect tax, for the year ended 31st March 2025. We considered legal precedence and other rulings, obtained external opinions and discussed with company's internal legal team in evaluating management's position on these uncertain tax positions. We satisfied ourselves that it is not probable that an outflow of economic benefits will be required and disclosed such obligation as a contingent liability

Key Audit Matter	Principal Audit Procedures
6. **Impairment Loss Allowance (as carried in TVS Credit Services Limited ("TVSCS")- Subsidiary)** Management's judgements in the calculation of impairment allowances have significant impact on the financial statements (TVSCS). The estimates regarding impairment allowances are complex and require a significant degree of judgement, which increased with implementation of Expected Credit Loss ("ECL") approach as required by Ind AS 109 relating to "Financial instruments". Management is required to determine the expected credit loss that may occur over either a 12-month period or the remaining life of an asset, depending on the categorisation of the individual asset. The key areas of judgement include: 1. Categorisation of loans in Stage 1, 2 and 3 based on identification of: (a) exposures with significant increase in credit risk since their origination and (b) individually impaired / default exposures. 2. Techniques used to determine Loss Given Default ('LGD') and Probability of Default ('PD') to calculate an ECL based on experience. 3. The impact of different future macroeconomic conditions in the determination of ECL. These judgements required the models to be reassessed including the impact of Covid-19 Pandemic to measure the ECL. Management has made several interpretations and assumptions when designing and implementing models that are compliant with the standard. The accuracy of data flows and the implementation of related controls is critical for the integrity of the estimated impairment provisions. Given the significance of judgements and the high complexity related particularly to the calculation of ECL we considered this area as a Key Audit Matter.	We obtained an understanding of management's assessment of impairment of loans and advances including the Ind AS109 implementation process, internal rating model, impairment allowance policy and ECL modelling methodology. We assessed the design and implementation and tested the operating effectiveness of controls over the modelling process including governance over monitoring of the model and approval of key assumptions. We also verified the key judgements and assumptions relating to the macro-economic scenarios including the impact of Covid-19 Pandemic and the associated probability weights. We also assessed the approach of the Company for categorisation of the loans in various stages reflecting the inherent risk in the respective loans. For a sample of financial assets, we tested the correctness of Staging, reasonableness of PD, accuracy of LGD and ECL computation. We have also verified the compliance of circulars issued by Reserve Bank of India from time to time during the year on this subject. As a result of the above audit procedures, no material differences were noted. We confirm the adequacy of disclosures made in the financial statements.

Information other than the Consolidated Ind AS Financial Statements and Auditor's Report thereon

The Company's Board of Directors is responsible for the other information. The other information comprises the information included in the Annual Report (Financial Highlights, Board's Report, Management Discussion and Analysis and Report on Corporate Governance) but does not include the consolidated Ind AS financial statements and our auditors' report thereon. The Annual Report is expected to be made available to us after the date of this Auditors' Report.

Our opinion on the consolidated Ind AS financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the consolidated Ind AS financial statements, our responsibility is to read the other information identified above when it becomes available and, in doing so, consider whether the other information is materially inconsistent with the consolidated Ind AS financial statements or our knowledge obtained in the audit, or otherwise appears to be materially misstated.

When we read the Annual report, if we conclude that there is material misstatement therein, we are required to communicate the matter to those charged with governance and take appropriate action as applicable under the laws and regulations.

Responsibilities of Management and Those Charged with Governance for the Consolidated Ind AS Financial Statements

The Holding Company's Board of Directors is responsible for the preparation and presentation of these consolidated Ind AS financial statements in term of the requirements of the Act, that give a true and fair view of the consolidated financial position, consolidated financial performance and consolidated cash flows, and consolidated Changes in Equity of the Group including its associates in accordance with the accounting principles generally accepted in India, including the Ind AS specified under Section 133 of the Act. The respective Board of Directors of the companies included in the Group and of its associates are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Group and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and the design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error, which have been used for the purpose of preparation of the consolidated Ind AS financial statements by the Directors of the Holding Company, as aforesaid.

In preparing the consolidated Ind AS financial statements, the respective Board of Directors of the companies included in the Group and of its associates are responsible for assessing the ability of the Group and of its associates to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the management either intends to liquidate the Group or to cease operations, or has no realistic alternative but to do so.

The respective Board of Directors of the companies included in the Group and of its associates are responsible for overseeing the financial reporting process of the Group and of its associates.

Auditor's Responsibilities for the Audit of the Consolidated Ind AS Financial Statements

Our objectives are to obtain reasonable assurance about whether the consolidated Ind AS financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated Ind AS financial statements.

As a part of an audit in accordance with SAs, we exercise professional judgement and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risk of material misstatement of consolidated Ind AS financial statements, whether due to fraud or error, design, and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis of our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusions, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under Section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Holding company has adequate internal financial controls with reference to consolidated Ind AS financial statements in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may significantly doubt on the ability of the Group and its associates to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated Ind AS financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group and its associates to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the consolidated Ind AS financial statements, including the disclosures, and whether the consolidated Ind AS financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group and its associates to express an opinion on the consolidated Ind AS financial statements. We are responsible for the direction, supervision, and performance of the audit of the financial statements of such entities included in the consolidated Ind AS financial statements of which we are the independent auditors. For the other entities included in the consolidated Ind AS financial statements, which have been audited by other auditors, such other auditors remain responsible for the direction, supervision and performance of the audits carried out by them. We remain solely responsible for our audit opinion.

We communicate with those charged with governance of the Holding Company and such other entities included in the consolidated Ind AS financial statements of which we are the independent auditors regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the consolidated Ind AS financial statements of the current periods and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Other Matters

The consolidated Ind AS financial statement include the audited financial statements of 13 subsidiaries, whose Ind AS financial statement reflect total asset of ₹ 38,978.92 crores as at 31st March 2025 and total revenues of ₹ 7,879.53 Crores, total net loss after tax of ₹ 49.66 Crores and total comprehensive loss of ₹ 51.32 Crores, for the year ended 31st March 2025 and cash flow of ₹ 1,872.21 crores for the period from 1st April 2024 to 31st March 2025. The consolidated audited Ind AS financial statement also include the Group's share of net loss of ₹ 18.88 crores and total comprehensive Loss of ₹ 18.88 crores for the year ended 31st March 2025, as considered in the consolidated audited Ind AS financial Statement, in respect of 1 associate company, whose Ind AS financial statement have not been audited by us. This financial Statement have been audited by other auditor's whose report has been furnished to us by the Management

and our opinion, in so far as it relates to the amounts and disclosures included in respect of these subsidiaries and one associate, is based solely on the report of the other auditors.

The consolidated annual Ind AS financial Statement include the unaudited Ind AS financial Statement of 11 subsidiaries which have not been audited by their auditors and are based solely on management certified accounts, whose Ind AS financial Statement reflect total asset of ₹ 1,256.17 crores as at 31st March 2025 and total revenue of ₹ 110.89 Crores and total net loss after tax of ₹ 391.30 crores and total comprehensive Loss of ₹ 378.85 Crores for the year ended 31st March 2025 and cash flow of ₹ 65.67 crores for the period from 1st April 2024 to 31st March 2025 as considered in the consolidated Ind AS audited financial Statement. The consolidated Ind AS audited financial Statement also include the Group's share of net loss after tax of ₹ 55.25 Crores and total comprehensive Loss of ₹ 55.25 Crores for the year ended 31st March 2025, as considered in the consolidated Ind AS audited financial Statement, in respect of 8 associates based on their financial statement which have not been audited by their auditors and are based solely on management certified accounts.

The financial information of subsidiaries and associates located outside India have been prepared in accordance with accounting principles generally accepted in their respective countries. The Holding Company's Management has converted this financial information from accounting principles generally accepted in their respective countries, to Indian Accounting Standards (Ind AS) prescribed under Section 133 of the Companies Act, 2013 and other accounting principles generally accepted in India. We have audited these conversion adjustments made by the Parent Company's Management. Our opinion in so far as it relates to such subsidiaries and associates located outside India is based on the aforesaid conversion adjustments report prepared by the Parent Company's Management.

This financial statements / financial information are unaudited and have been furnished to us by the Management and our opinion, on the consolidated Ind AS financial statements, in so far as it relates to the amounts and disclosures included in respect of these associates, and our report in terms of sub-section (3) of Section 143 of the Act, in so far as it relates to this associate, is based solely on such unaudited financial statements / financial information. In our opinion and according to the information and explanations given to us by the Management, this financial statement / financial information is not material to the Group.

Our opinion on the consolidated Ind AS financial statements, and our report on Other Legal and Regulatory Requirements below, is not modified in respect of the above matters with respect to our reliance on the work done and the reports of the other auditors and the financial statements/ financial information certified by the Management.

Report on Other Legal and Regulatory Requirements

1. With respect to the matters specified in clause (xxi) of paragraph 3 and paragraph 4 of the Companies (Auditor's Report) Order, 2020 ("CARO"/"the Order") issued by the Central Government in terms of Section 143(11) of the Act, and based on the CARO reports issued by us and the auditors of respective companies included in the consolidated financial statements to which reporting under CARO is applicable, as provided by the Management of the Parent, we report that there are no qualifications or adverse remarks by the respective auditors in the CARO reports of the said companies included in the consolidated financial statements, except for the instances detailed below. It is further clarified that clause references reported below relate to factual disclosures required under the Order and do not constitute qualifications or adverse remarks in the CARO reports of the respective auditors:

S. No	Name of the Entity	Relationship	Clause number	Nature of Reporting
1	TVS Credit Services Limited	Subsidiary	(iii)(c) & (iii)(d)	Repayment Schedule and Overdue Loans & Recovery Efforts
2	DriveX Mobility Private Limited	Subsidiary	(xvii)	Cash Losses Incurred

2. As required by Section 143(3) of the Act, we report, to the extent applicable, that

   a. We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit of the aforesaid consolidated Ind AS financial statements.

   b. In our opinion, proper books of account as required by law relating to preparation of the aforesaid consolidated Ind AS financial statements have been kept so far as it appears from our examination of those books and the reports of the other auditors.

   c. The Consolidated Balance Sheet, the Consolidated Statement of Profit and Loss including other comprehensive income, the consolidated Statement of Changes in Equity and the Consolidated Cash Flow Statement dealt with by this Report are in agreement with the relevant books of account maintained for the purpose of preparation of the consolidated Ind AS financial statements.

   d. In our opinion, the aforesaid consolidated Ind AS financial statements comply with the Accounting Standards specified under Section 133 of the Act read with Rule 7 of the Companies (Accounts) Rules, 2014.

   e. On the basis of the written representations received from the directors of the Holding Company as on 31st March, 2025, taken on record by the Board of Directors of the Holding Company and the reports of the statutory auditors of its subsidiary companies and its associate companies, incorporated in India, none of the directors of the Group companies, its associate companies incorporated in India is disqualified as on 31st March, 2025, from being appointed as a director in terms of Section 164(2) of the Act.

   f. With respect to the adequacy of internal financial controls over financial reporting of the Group and the operating effectiveness of such controls, refer to our separate report in Annexure.

   g. (i) The remuneration paid / provided by the group and its associates to the directors during the year is in accordance with the Section 197 read with Schedule V of the Act.

      (ii) This clause is not applicable to the overseas subsidiary companies and associate companies incorporated outside India.

   h. With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, as amended in our opinion and to the best of our information and according to the explanations given to us:

   i. The consolidated Ind AS financial statements disclose the impact of pending litigations on the consolidated financial position of the Group (refer note no. 44).

   ii. Provision has been made in the consolidated Ind AS financial statements, as required under the applicable law or accounting standards, for material foreseeable losses, if any, on long-term contracts including derivative contracts.

   iii. There has been no delay in transferring amounts, and required to be transferred, to the Investor Education Protection Fund by the Group, its associates incorporated in India.

   iv. a) The respective Managements of the Company, its subsidiaries and associates which are companies incorporated in India, whose financial statements have been audited under the Act, have represented to us and to the other auditors of such subsidiaries and associates respectively that, to the best of their knowledge and belief, other than as disclosed in the notes to accounts (refer note no 46 (viii), no funds (which are material either individually or in the aggregate) have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company or any of such subsidiaries or associates to or in any other person(s) or entity(ies), including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company or any of such subsidiaries and associates ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries. This clause is not applicable to company incorporated outside India.

   b) The respective Managements of the Company its subsidiaries and associates which are companies incorporated in India, whose financial statements have been audited under the Act, have represented to us and to the other auditors of such subsidiaries and associates respectively that, to the best of their knowledge and belief, other than as disclosed in the notes to accounts (refer note no 46 (ix) no funds (which are material either individually or in the aggregate) have been received by the Company or any of such subsidiaries and associates from any person(s) or entity(ies), including foreign entity ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company or any of such subsidiaries or associates shall, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries. This clause is not applicable to the companies incorporated outside India.

   c) Based on the audit procedures that have been considered reasonable and appropriate in the circumstances performed by us on the Company and its subsidiaries and associates which are companies incorporated in India whose financial statements have been audited under the Act, nothing has come to our notice that has caused us to believe that the representations under sub-clause (i) and (ii) of Rule 11(e), as provided under (a) and (b) above, contain any material misstatement.

   v. The dividends declared and paid during the year by the Group, are in accordance with Section 123 of the Companies Act 2013.

   vi. Based on our examination, which included test checks, and that performed by the respective auditors of the group and associates and which are companies incorporated in India whose financial statements have been audited under the Act the Group and associates have used accounting software for maintaining books of account for the financial year ended 31st March 2025 which have a feature of recording audit trail (edit log) facility and that has operated throughout the year for all relevant transactions recorded in the software. Further, during the course of performing the procedures, we, and the respective auditors of such group and its associates, did not notice any instance of the audit trail feature being tampered with.

   In our opinion, the Group & its Associates have preserved the audit trail as per the statutory requirements for record retention as specified under the proviso to Rule 3(1) of the Companies (Accounts) Rules, 2014

   The reporting requirement under this clause is not applicable to subsidiary companies and associate companies incorporated outside India.

For **Sundaram & Srinivasan**
Chartered Accountants
Firm Registration Number: 004207S

S. USHA
Partner
Place: Chennai
Membership No.: 211785
Date: 28th April 2025
UDIN: 25211785BMIWEG1472

Annexure

to the Independent Auditors' Report for the year ended 31st March 2025

To the members of TVS Motor Company Limited

Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")

In conjunction with our audit of the consolidated Ind AS financial statements of the Company as of and for the year ended March 31, 2025, we have audited the internal financial controls over financial reporting of TVS Motor Company Ltd ("the Holding Company"), the subsidiary companies and its associate companies incorporated in India.

Management's Responsibility for Internal Financial Controls

The respective Board of Directors of the Holding company, its subsidiary companies and its associates, which are companies incorporated in India, are responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India (ICAI). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to the respective company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditor's Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") issued by the ICAI and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

Meaning of Internal Financial Controls over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisation of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the consolidated Ind AS financial statements.

Inherent Limitations of Internal Financial Controls over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion the Holding Company, its subsidiary companies and its associates, which are companies incorporated in India, have, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2025, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

Other Matter

Our aforesaid reports under Section 143(3)(i) of the Act on the adequacy and operating effectiveness of the internal financial controls with reference to financial statements in so far as it relates to 8 subsidiary companies which are companies incorporated in India, is based on the corresponding reports of the auditors of such companies incorporated in India.

Our aforesaid reports under Section 143(3)(i) of the Act on the adequacy and operating effectiveness of the internal financial controls with reference to financial statements in so far as it relates to 1 associate companies, which are companies incorporated in India, is based on the management certificate of such companies incorporated in India.

The reporting under section 143(3)(i) of the Act is not applicable to 15 subsidiary companies and 3 associate companies, which are companies incorporated outside India.

Our opinion is not modified in respect of this matter.

For **Sundaram & Srinivasan**
Chartered Accountants
Firm Registration Number: 004207S

S. USHA
Partner
Place: Chennai
Membership No.: 211785
Date: 28th April 2025
UDIN: 25211785BMIWEG1472

Balance Sheet

as at 31st March 2025

Rupees in crores

	Notes	As at 31-03-2025	As at 31-03-2024
ASSETS			
Non-current assets			
Property, plant and equipment	2	5,488.74	4,294.12
Capital work-in-progress	2	663.78	338.01
Investment properties	3	141.38	137.70
Goodwill on consolidation		731.43	597.05
Other intangible assets	2	1,282.90	861.95
Intangible assets under development		801.67	694.94
Financial assets			
i. Investments	4	564.94	482.75
ii. Loans (receivable from financing activity)	5	11,206.99	12,054.55
iii. Other Financial Assets	6	160.24	195.52
Investments accounted using equity method	7	167.13	477.25
Non-current tax assets (Net)		12.55	23.55
Deferred tax assets	8	495.91	394.28
Other non-current assets	9	235.00	148.78
		21,952.66	**20,700.45**
Current assets			
Inventories	10	2,416.58	2,248.40
Financial assets			
i. Trade receivables	11	1,716.75	1,839.42
ii. Investments	4	515.31	163.19
iii. Loans (receivable from financing activity)	5	15,093.48	13,417.26
iv. Cash and cash equivalents	12	4,115.00	2,355.80
v. Bank balances other than (iv) above	13	271.24	69.93
vi. Other financial assets	14	325.96	202.66
Current tax assets (Net)		-	23.89
Other current assets	15	1,529.93	1,199.46
		25,984.25	**21,520.01**
Total assets		**47,936.91**	**42,220.46**
EQUITY AND LIABILITIES			
Equity			
Equity share capital	16	47.51	47.51
Other equity	17	8,455.87	6,736.00
Equity attributable to owners		**8,503.38**	**6,783.51**
Non-controlling interest		938.89	727.60
		9,442.27	**7,511.11**
Liabilities			
Non-current liabilities			
Financial liabilities			
i. Borrowings	18	13,932.68	12,629.32
ii. Lease Liabilities		751.83	503.68
Provisions	19	322.57	270.18
Deferred tax liabilities (Net)	20	286.02	196.46
Other non current liabilities		28.00	31.50
		15,321.10	**13,631.14**
Current liabilities			
Financial liabilities			
i. Borrowings	21	13,683.08	12,657.30
ii. Lease Liabilities		241.12	215.40
iii. Trade payables	22		
a. Total outstanding dues of micro and small enterprises		45.51	62.38
b. Total outstanding dues of other than (iii) (a) above		7,515.75	6,575.84
iv. Other financial liabilities	23	400.39	459.58
Provisions	19	218.27	166.64
Current tax liabilities		39.80	34.58
Other current liabilities	24	1,029.62	906.49
		23,173.54	**21,078.21**
Total liabilities		**38,494.64**	**34,709.35**
Total equity and liabilities		**47,936.91**	**42,220.46**
Material accounting policies	1		

See the accompanying notes to the financial statements

PROF SIR RALF DIETER SPETH
Chairman
DIN: 03318908

SUDARSHAN VENU
Managing Director
DIN: 03601690

K N RADHAKRISHNAN
Director & Chief Executive Officer
DIN: 02599393

As per our report annexed
For **Sundaram & Srinivasan**
Chartered Accountants
Firm Regn. No.004207S

Place : Chennai
Date : 28th April 2025

K GOPALA DESIKAN
Chief Financial Officer

K S SRINIVASAN
Company Secretary

S USHA
Partner
Membership No.:211785

Statement of profit and loss

for the year ended 31st March 2025

Rupees in crores

		Notes	Year Ended 31-03-2025	Year Ended 31-03-2024
I	Revenue from operations	25	44,089.01	38,778.82
II	Other income	26	69.56	105.82
III	**Total Income (I +II)**		**44,158.57**	**38,884.64**
IV	Expenses:			
	Cost of material consumed	27	25,968.44	23,581.90
	Purchase of stock in trade	27	834.62	1,011.69
	Changes in inventories of finished goods, Stock-in -trade and work-in-progress	27	(79.22)	(323.37)
	Employee benefits expense	28	3,580.88	3,297.72
	Finance costs	29	2,093.25	1,916.60
	Depreciation and amortisation expense	30	1,045.56	956.15
	Other expenses	31	7,135.57	5,732.86
	Total expenses		**40,579.10**	**36,173.55**
V	**Profit before exceptional items, share of net profit/(loss) from associates and tax (III - IV)**		**3,579.47**	**2,711.09**
VI	Share of net profit / (loss) from associates using equity method		(74.12)	(43.47)
VII	**Profit before exceptional items and tax (V + VI)**		**3,505.35**	**2,667.62**
VIII	Exceptional items		-	-
IX	**Profit before tax from continuing operations (VII + VIII)**		**3,505.35**	**2,667.62**
X	Tax expense	32		
	i) Current tax		1,190.17	1,006.84
	ii) Deferred tax		(34.72)	(92.80)
	Total Tax expense from continuing operations (i+ii)		**1,155.45**	**914.04**
XI	**Profit for the year from continuing operations (IX - X)**		**2,349.90**	**1,753.58**
XII	**Profit before tax from Discontinued operations**		**22.49**	**35.30**
XIII	Tax expense	32		
	i) Current tax		2.63	5.79
	ii) Deferred tax		(10.05)	4.55
	Total Tax expense from discountiued operations (i+ii)		**(7.42)**	**10.34**
XIV	**Profit for the year from discontinued operations (XII - XIII)**		**29.91**	**24.96**
XV	**Profit for the year (XI + XIV)**		**2,379.81**	**1,778.54**
XVI	(Profit) / Loss attributable to non-controlling Interest		(144.25)	(92.17)
XVII	**Profit for the year attributable to owners (XV + XVI)**		**2,235.56**	**1,686.37**
XVIII	Other comprehensive income			
	A. Items that will not be reclassified to profit or loss:			
	Remeasurements of post employment benefit obligations		(4.35)	(28.42)
	Change in fair value of equity instruments		23.27	0.32
	Share of other comprehensive income of an associate		-	0.01
	Income tax relating to these items		(1.78)	3.93
	B. Items that will be reclassified to profit or loss:			
	Fair value changes on cash flow hedges		(3.29)	(27.47)
	Foreign currency translation adjustments		33.55	(8.08)
	Income tax relating to these items		(0.18)	6.24
	Other comprehensive income for the year, net of tax (XVIII)		**47.22**	**(53.47)**
XIX	Other comprehensive income attributable to non-controlling interest		(2.85)	(5.93)
XX	**Other comprehensive income attributable to owners (XVIII - XIX)**		**50.07**	**(47.54)**
XXI	**Total comprehensive income attributable to owners (XVII +XX)**		**2,285.63**	**1,638.83**
XXII	**Earnings per equity share (Face value of ₹1/- each)**			
	Basic & Diluted earnings per share (in rupees)	42		
	Continuing Operations		46.42	34.97
	Discontinued Operations		0.63	0.53
	Continuing Operations and Discontinued Operations		47.05	35.50
	Material accounting policies	1		

See the accompanying notes to the financial statements

PROF SIR RALF DIETER SPETH
Chairman
DIN: 03318908

SUDARSHAN VENU
Managing Director
DIN: 03601690

K N RADHAKRISHNAN
Director & Chief Executive Officer
DIN: 02599393

As per our report annexed
For **Sundaram & Srinivasan**
Chartered Accountants
Firm Regn. No.004207S

Place : Chennai
Date : 28th April 2025

K GOPALA DESIKAN
Chief Financial Officer

K S SRINIVASAN
Company Secretary

S USHA
Partner
Membership No.:211785

Statement of Changes in Equity

a Equity Share Capital

Rupees in crores

As at 01-04-2023	**47.51**
Changes in Equity Share capital due to prior period errors	-
Restated balance as at 01-04-2023	47.51
Changes in equity share capital during the year	-
As at 31-03-2024	**47.51**
Changes in Equity Share capital due to prior period errors	-
Restated balance as at 01-04-2024	47.51
Changes in equity share capital during the year	-
As at 31-03-2025	**47.51**

b Other Equity

Rupees in crores

Particulars	Reserves & Surplus				Other Reserves					Non Controlling Interest	Total
	General reserve	Capital reserve	Statutory Reserve	Retained earnings	Equity Instruments Fair Valued through Other Comprehensive Income	Foreign currency translation reserve	Hedging reserve	Treasury shares	Share Based Payment Reserve		
Balance as at 31-03-2023	**876.24**	**6.51**	**183.59**	**4,315.42**	**1.95**	**60.25**	**13.53**	**-**	**-**	**404.85**	**5,862.34**
Add : Profit for the year	-	-	-	1,686.37	-	-	-	-	-	92.17	1,778.54
Add : Other comprehensive income for the year (net of tax)	-	-	-	(22.98)	0.19	(6.09)	(18.67)	-	-	(5.92)	(53.47)
Add: Share of OCI from associates, net of tax	-	-	-	0.01	-	-	-	-	-	-	0.01
Less: Issue expense taken to reserve	-	-	-	18.94	-	-	-	-	-	4.45	23.39
Add: Transfer from Retained earnings to Statutory reserve	-	-	114.37	(114.37)	-	-	-	-	-	-	-
Transaction in capacity as owners											
Add : Transactions with non-controlling interest	-	-	-	63.92	(9.11)	(17.97)	1.85	-	-	240.95	279.64
Less : Distribution to shareholders											
Interim dividend	-	-	-	380.07	-	-	-	-	-	-	380.07
Balance as at 31-03-2024	**876.24**	**6.51**	**297.96**	**5,529.36**	**(6.97)**	**36.19**	**(3.29)**	**-**	**-**	**727.60**	**7,463.60**
Add : Profit for the year	-	-	-	2,235.56	-	-	-	-	-	144.25	2,379.81
Add : Other comprehensive income for the year (net of tax)	-	-	-	(1.67)	20.31	33.55	(2.13)	-	-	(2.85)	47.22
Add : Reclassification to statuatory reserve from retained earning	-	-	153.45	(153.45)	-	-	-	-	-	-	-
Add: Recognition of share based payments to employees	-	-	-	-	-	-	-	-	0.27	-	0.27
Less: Treasury shares held by ESOP Trust	-	-	-	-	-	-	-	62.46	-	-	62.46
Transaction in capacity of owners											
Add : Transactions with non-controlling interest	-	-	-	(28.48)	-	-	-	-	-	69.89	41.41
Less : Distribution to shareholders											
Interim dividend	-	-	-	475.09	-	-	-	-	-	-	475.09
Balance as at 31-03-2025	**876.24**	**6.51**	**451.41**	**7,106.23**	**13.34**	**69.74**	**(5.42)**	**(62.46)**	**0.27**	**938.89**	**9,394.76**

Nature and purpose of Other Reserves

1. General reserve is available for distribution to share holders.
2. Capital reserve

		Rupees in crores
i.	On shares forfeited (₹ 55,200)	-
ii.	On surplus arising out of amalgamation	6.51
		6.51

3. Statutory Reserve has been created pursuant to section 45 - IC of the RBI Act,1934. Owners portion of Statutory Reserve created in subsidiary shown above after becoming subsidiary.
4. Hedging Reserve - Refer Note No. 34(D)

   It represents the effective portion of the fair value of forward/option contracts designated as cashflow hedge
5. FVTOCI reserve

   The Company has elected to recognise changes in the fair value of certain investments in equity securities in other comprehensive income.
   These changes are accumulated within the FVTOCI reserve within equity.
6. Treasury Shares

   The Treasury shares of the parent company are held by the TVSM Employees Stock Option Trust (ESOP Trust) under the TVS Motor Company Employee Stock Option Plan implemented to its eligible employees. The equity shares of the parent company have been acquired and held by ESOP Trust, to be transferred to employees upon the exercise of their stock options.
7. Share Based Payment Reserve

   Share based payment reserve is created as required by Ind AS 102 'Share Based Payments' on the employee stock option scheme operated by the subsidiary company for its employees.

See the accompanying notes to the financial statements

PROF SIR RALF DIETER SPETH
Chairman
DIN: 03318908

SUDARSHAN VENU
Managing Director
DIN: 03601690

K N RADHAKRISHNAN
Director & Chief Executive Officer
DIN: 02599393

As per our report annexed
For **Sundaram & Srinivasan**
Chartered Accountants
Firm Regn. No.004207S

Place : Chennai
Date : 28th April 2025

K GOPALA DESIKAN
Chief Financial Officer

K S SRINIVASAN
Company Secretary

S USHA
Partner
Membership No.:211785

Cash Flow Statement

Rupees in crores

		Year ended 31-03-2025		Year ended 31-03-2024	
A.	**Cash flow from operating activities:**				
	Net profit before tax				
	From Continuing Operations		3,505.35		2,667.62
	From Discontinued Operations		22.49		35.30
	Add:				
	Depreciation and amortisation for the year	1,045.56		975.12	
	(Profit) on sale of property, plant and equipment (Net)	(9.15)		(3.38)	
	(Gain) on fair valuation of investments (Net)	78.27		26.93	
	(Gain)/Loss on sale of investments (Net)	(1.02)		(89.47)	
	(Gain)/Loss on sale of Associate	(95.14)		-	
	(Gain) on lease preclosure	(0.07)		(4.75)	
	Unrealised exchange (gain) / loss	9.95		10.82	
	Net (profit)/ loss from associates using equity method	74.12		43.47	
	Dividend income	-		(0.65)	
	Interest income	(27.16)		(22.10)	
	Finance cost [excluding relatable to financial enterprise]	229.93		274.08	
	Share based payment expense	33.08		-	
	Provisions	99.67		61.40	
			1,438.04		1,271.47
	Operating profit before working capital changes		**4,965.88**		**3,974.39**
	Adjustments for:				
	Loans given by a financial enterprise (Net)	(828.66)		(4,925.23)	
	Trade receivables	110.50		(590.00)	
	Inventories	(168.18)		(326.89)	
	Other current assets	(330.64)		104.88	
	Other financial assets	(324.92)		15.54	
	Trade payables	923.94		1,537.73	
	Other financial liabilities	140.69		49.00	
	Other current liabilities	125.43		36.88	
	Other non - current assets	35.53		(169.55)	
			(316.31)		(4,267.64)
	Cash generated from operations		4,649.57		(293.25)
	Direct taxes paid		(1,146.65)		(959.42)
	Net cash from operating activities	(A)	**3,502.92**		**(1,252.67)**
B.	**Cash flow from investing activities:**				
	Purchase of property, plant and equipment, intangible assets, capital work-in-progress, intangibles under development, net of capital advances	(2,478.06)		(1,145.17)	
	Proceeds from sale of property, plant and equipment	19.00		34.63	
	Purchase of other investments	(424.13)		(223.25)	
	Purchase of Investments in Subsidiaries / Associates	(98.49)		(387.59)	
	Sale of Investments in Subsidiaries / Associates	4.15		168.59	
	Sale / redemption of other investments	56.32		47.82	
	(Purchase) / Sale of investment property	(3.68)		-	
	Interest received	25.93		23.61	
			(2,898.96)		(1,481.36)
	Net cash from / (used in) investing activities	(B)	**(2,898.96)**		**(1,481.36)**

Rupees in crores

		Year ended 31-03-2025		Year ended 31-03-2024	
C.	**Cash flow from financing activities :**				
	Borrowings:				
	Non-current borrowings availed / (repaid)	1,301.85		3,844.07	
	Current borrowings availed / (repaid)	1,025.78		(182.03)	
	Other bank balances	-		(43.96)	
	Finance cost paid	(406.54)		(283.67)	
	Contribution from non-controlling Interest	42.74		480.00	
	Purchase of treasury shares by ESOP Trust	(95.27)		-	
	Lease liabilities paid	(238.23)		(195.70)	
	Dividend paid	(475.09)		(380.07)	
			1,155.24		3,238.64
	Net cash from / (used in) financing activities	(C)	**1,155.24**		**3,238.64**
	Total (A)+(B)+(C)		**1,759.20**		**504.61**
	Cash and cash equivalents at the beginning of the year		2,355.80		1,851.19
	Cash and cash equivalents at the end of the year (Refer Note 12)		4,115.00		2,355.80
D.	**Net increase/(decrease) in cash and cash equivalents**		**1,759.20**		**504.61**

Note : The above statement of cash flow is prepared using indirect method.

Change in liability arising from financing activities

Particulars	As at 01-04-2024	Cash flow	Foreign exchange movement	Outgoing subsidiary	Amortisation	As at 31-03-2025
Non-current borrowings	12,629.32	1,301.85	-	-	1.51	13,932.68
Current borrowings	12,657.30	1,025.78	-	-	-	13,683.08

Non-cash financing and investing activities

Particulars	2024-25	2023-24
Acquisition of right-of-use assets	737.81	160.55
Acquisition of investment	-	-

PROF SIR RALF DIETER SPETH
Chairman
DIN: 03318908

SUDARSHAN VENU
Managing Director
DIN: 03601690

K N RADHAKRISHNAN
Director & Chief Executive Officer
DIN: 02599393

As per our report annexed
For **Sundaram & Srinivasan**
Chartered Accountants
Firm Regn. No.004207S

Place : Chennai
Date : 28th April 2025

K GOPALA DESIKAN
Chief Financial Officer

K S SRINIVASAN
Company Secretary

S USHA
Partner
Membership No.:211785

Notes to the Consolidated Financial Statements (Contd.)

1 Material Accounting Policies

The accounting policies mentioned herein are relating to the consolidated financial statements of TVS Motor Company Limited and its subsidiaries and associates.

a) Brief description of the Group

TVS Motor Company Limited (the Company) is a public limited company, incorporated and domiciled in India whose shares are publicly traded. The registered office is located at "Chaitanya", No. 12, Khader Nawaz Khan Road, Nungambakkam, Chennai - 600006, Tamil Nadu, India. The Company together with its subsidiaries and associates (collectively referred to as the "Group") operate in a wide range of activities such as manufacturing of automotive vehicles, spare parts & accessories thereof, and financial services.

b) Basis of preparation

The financial statements comply in all material aspects with Indian Accounting Standards (Ind AS) notified under Section 133 of the Companies Act, 2013 (the Act) [Companies (Indian Accounting Standards) Rules, 2015] and other relevant provisions of the Act.

The financial statement has been prepared on the historical cost convention under accrual basis of accounting except for certain assets and liabilities (as per the accounting policy below), which have been measured at fair value. These financial statements for the year ended 31st March 2025 have been approved and authorised for issue by the Board of Directors at its meeting held on 28th April 2025.

Principles of Consolidation

Subsidiaries

Subsidiaries are all entities over which the group has control. The group controls an entity when the group is exposed to, or has rights to, variable returns from its involvement with the entity and has the ability to affect those returns through its power to direct the relevant activities of the entity. Subsidiaries are fully consolidated from the date on which control is transferred to the group. They are deconsolidated from the date that control ceases.

The group combines the financial statements of the parent and its subsidiaries line by line adding together like items of assets, liabilities, equity, income and expenses. Intercompany transactions, balances and unrealised gains on transactions between group companies are eliminated. Unrealised losses are also eliminated unless the transaction provides evidence of an impairment of the transferred asset. Accounting policies of subsidiaries have been changed where necessary to ensure consistency with the policies adopted by the group.

Non-controlling interests (if any) in the results and equity of subsidiaries are shown separately in the consolidated statement of profit and loss, consolidated statement of changes in equity and balance sheet, respectively.

Associates

Associates are all entities over which the group has significant influence but not control or joint control. (This is generally the case where the group holds between 20% and 50% of the voting rights). Investments in associates are accounted for using the equity method of accounting after initially being recognised at cost.

Under the equity method of accounting, the investments are initially recognised at cost and adjusted thereafter to recognise the group's share of the post-acquisition profits or losses of the investee in profit and loss, and the group's share of other comprehensive income of the investee in other comprehensive income. Dividends received or receivable from associates and joint ventures are recognised as a reduction in the carrying amount of the investment.

When the group's share of losses in an investment accounted under equity method equals or exceeds its interest in the entity, including any other unsecured long-term receivables, the group does not recognise further losses, unless it has incurred obligations or made payments on behalf of the other entity.

Unrealised gains on transactions between the group and its associates and joint ventures are eliminated to the extent of the group's interest in these entities. Unrealised losses are also eliminated unless the transaction provides evidence of an impairment of the asset transferred. Accounting policies of investees accounted under equity method have been changed where necessary to ensure consistency with the policies adopted by the group.

The carrying amount of investments accounted under equity method are tested for impairment in accordance with the policy described in note 1(k) below.

Notes to the Consolidated Financial Statements (Contd.)

The subsidiary companies and associates considered in consolidated financial statements are :

Sl. No.	Name of the Company	Country of incorporation	Proportion of ownership (interest/voting power -%)		Reporting date
			2024-25	2023-24	
1	**Subsidiary Companies:**				
a.	Sundaram Auto Components Limited, Chennai	India	100%	100%	31-03-2025
b.	TVS Motor Company (Europe) B.V. Amsterdam	Netherlands	100%	100%	31-03-2025
c.	PT. TVS Motor Company Indonesia, Jakarta	Indonesia	51.20% direct holding, 31.71% by (d) and 17.09% by (b)	51.20% direct holding, 31.71% by (d) and 17.09% by (b)	31-03-2025
d.	TVS Motor (Singapore) Pte. Limited, Singapore	Singapore	100%	100%	31-03-2025
e.	TVS Digital Limited (Formerly known as TVS Housing Limited) up to 15.09.24	India	100%	100%	31-03-2025
f.	TVS Motor Services Limited, Chennai	India	100%	100%	31-03-2025
g.	TVS Credit Services Limited, Chennai	India	80.69 % direct holding and 0.43% by (f)	80.53 % direct holding and 0.44% by (f)	31-03-2025
h.	Harita ARC Services Private Limited, Chennai	India	100% by (g)	100% by (g)	31-03-2025
i.	Harita Two Wheeler Mall Private Limited, Chennai	India	100% by (g)	100% by (g)	31-03-2025
j.	TVS Housing Finance Private Limited, Chennai	India	100% by (g)	100% by (g)	31-03-2025
k.	The Norton Motorcycle Co. Limited, London	United Kingdom	100% by (d)	100% by (d)	31-03-2025
l.	TVS Digital Pte Limited	Singapore	100% by (d)	100% by (d)	31-03-2025
m.	The GO Corporation, Switzerland (GO AG)	Switzerland	100% by (d)	87.82% by (d)	31-03-2025
n.	EGO Movement Stuttgart, GmbH	Germany	100% by (m)	100% by (m)	31-03-2025
o.	TVS Electric Mobility Ltd, Chennai	India	100%	100%	31-03-2025
p.	Swiss E-Mobility Group (Holding) AG	Switzerland	100% by (d)	100% by (d)	31-03-2025
q.	Swiss E-Mobility Group (Schweiz) AG, Zurich	Switzerland	100% by (p)	100% by (p)	31-03-2025
r.	Colag E-Mobility GmbH, Germany, Nuremberg	Germany	100% by (p)	100% by (p)	31-03-2025
s.	Alexand'Ro Edouard'O Passion Vélo Sàrl ("Passion Vélo"), Neuchatel	Switzerland	100% by (p)	100% by (p)	31-03-2025
t.	EBCO Limited, Warwickshire, England	United Kingdom	100% by (d)	70% by (d)	31-03-2025
u.	Celerity Motor GmbH, Germany	Germany	100% by (d)	100% by (d)	31-03-2025
v.	DriveX Mobilty private Limited, Coimbatore	India	89.40%	-	31-03-2025
w.	TVS Motor Company DMCC, Dubai	UAE	100%	-	31-03-2025
x.	Swiss E-mobility Group (österreich) Gmbh, Austria	Austria	100% by (p)	100% by (p)	31-03-2025
2.	**Associate Companies:**				
aa.	Ultraviolette Automotive Private Limited, Bengaluru	India	30.83%	30.83%	31-03-2025
ab.	DriveX Mobilty private Limited, Coimbatore	India	-	48.27%	31-03-2025
ac.	Tagbox Pte Ltd, Singapore	Singapore	-	24.32% by (l)	31-03-2025
ad.	Predictronics Corp, USA	USA	23.49% by (l)	23.49% by (l)	31-03-2025
ae.	Scienaptic Systems Inc., USA	USA	-	21.03% by (l)	31-03-2025
af.	Altizon Inc, USA	USA	20.0% by (l)	20.0% by (l)	31-03-2025
ag.	Indian foundation for Quality Management	India	-	28.57%	31-03-2025
ah.	Kilwatt Gmbh	Germany	49% by (d)	49% by (d)	31-03-2025
ai.	ION Mobility Pte Ltd	Singapore	-	25.64% by (d)	31-03-2025

c) Use of estimates

The preparation of financial statements requires management to make certain estimates and assumptions that affect the amounts reported in the financial statements and notes thereto. The management believes that these estimates and assumptions are reasonable and prudent. However, actual results could differ from these estimates. Any revision to accounting estimates is recognised prospectively in the current and future period. The estimates and underlying assumptions are reviewed on an ongoing basis.

Notes to the Consolidated Financial Statements (Contd.)

This note provides an overview of the areas that involved a higher degree of judgment or complexity, and of items which are more likely to be materially adjusted due to estimates and assumptions turning out to be different than those originally assessed. Detailed information about each of these estimates and judgments is included in the relevant notes together with information about the basis of calculation for each affected line item in the financial statements

d) Significant Estimates and judgments

The areas involving critical estimates or judgments are:

i) Estimation of useful life of Property, Plant and Equipment - Refer Note 1(f) and 1(g).

ii) Estimation of fair value of unlisted securities - (Refer Note 33).

iii) Estimation of impairment of goodwill. (Refer Note 37)

iv) Defined benefit obligation - (Refer Note 39).

v) Estimation of provision (Refer Note 43).

vi) Estimation and evaluation of provisions and contingencies relating to tax litigations (Refer Note 44(a))

e) Revenue recognition

Sale of automotive vehicles, parts and automotive components

Revenue is recognised when the performance obligations are satisfied and the control of the goods is transferred, being when the goods are delivered as per the relevant terms of the contract at which point in time, the Group has a right to payment for the goods, customer has possession and legal title to the goods, customer bears significant risk and rewards of ownership and the customer has accepted the goods or the Group has objective evidence that all criteria for acceptance have been satisfied.

Payment for the sale is made as per the credit terms in the agreements with the customers. The credit period is generally short term, thus there is no significant financing component.

The Group's contracts with customers does not provide for any right to returns, refunds or similar obligations. The Group's obligation to repair or replace faulty products under standard warranty terms is recognised as a provision (Refer Note 43).

Sale of services

The Group also earns revenue from providing Technical/ IT services and Royalty on usage of Group's technical knowhow. In respect of Technical/IT service, the revenue is recognised on a time proportion basis as the customer simultaneously receives and consumes the benefits as the obligations are performed. Payment for the services provided are received as per the credit terms agreed with the customers. The credit period is generally short term, and thus there is no significant financing component.

In respect of Royalty, the performance obligation is, to provide the right-to-use the Group's technical knowhow by the customers, for which usage-based royalty is charged. Payment for the services provided is received as per the credit terms as agreed with the customers. The credit period is generally short term, and thus there is no significant financing component.

Revenue from financing

Interest income for loans [other than Purchase of Originally Credit Impaired (POCI)] is recognised using the Effective Interest Rate (EIR) method.

For financial assets that are not "POCI" but have subsequently become credit-impaired (or 'stage-3'), for which interest revenue is calculated by applying the effective interest rate to their amortised cost (i.e. net of the expected credit loss provision).

Income in the nature of overdue interest, and bounce charges are recognized on realization, due to uncertainty of collection.

Warranty Obligations

The Company provides warranties for products sold as per terms of the contract with ultimate customers. These warranties are considered as assurance type warranties and are accounted for under Ind AS 37- Provisions, Contingent Liabilities and Contingent Assets.

Significant judgements

There are no significant judgements made by the Group in determining the timing of satisfaction of performance obligation. It is determined as per the terms of the contract. In case of multiple performance obligations, the Group uses the adjusted market assessment approach to allocate the transaction price between multiple performance obligations. If a discount is granted, the same is adjusted against the transaction price of the contract.

f) Property, Plant and Equipment

Property, plant and equipment (including land, building, furniture, fixtures, vehicles, etc.) are held for use in the production or supply of goods or services, or for administrative purposes. Freehold Land is carried at historical cost. All other items of Property, Plant and Equipment are stated at cost of acquisition or construction less accumulated depreciation / amortisation and impairment, if any. Such assets are classified to the appropriate categories of property, plant and equipment when completed and ready for its intend use. Cost includes purchase price, taxes and duties, labour cost and directly attributable overheads incurred upto the date the asset is ready for its intended use. However, cost excludes Goods and Services Tax to the extent credit of the duty or tax is availed of.

Subsequent costs are included in the asset's carrying amount or recognized as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Group and the cost of the item can be measured reliably. The carrying amount of any component accounted for as separate asset is derecognized when replaced. All other repairs and maintenance are charged to profit and loss during the reporting period in which they are incurred.

An item of property, plant and equipment is derecognised upon disposal or when no future economic benefits are expected to arise from the continued use of the asset. Any gain or loss arising on the disposal or retirement of an item of property, plant and equipment is determined as the difference between the sales proceeds and the carrying amount of the asset and is recognised as profit or loss with in other income /expenses.

g) Depreciation and amortisation

i) Depreciation on property, plant and equipment is charged over the estimated useful life of the asset or part of the asset (after considering double/ triple shift) as evaluated by a Chartered Engineer, on straight line method, in accordance with Part A of Schedule II to the Companies Act, 2013.

ii) Keeping in mind the rigorous and periodic maintenance programme followed by the Group, the estimated useful life of the property, plant and equipment as assessed by the Chartered Engineer and followed by the Group is given below:

Description	Years
Factory building and other buildings	5 to 61
Plant and machinery	4 to 29
Electrical equipment	15
Furniture and fixtures	4 to10
Computers and information systems	3 to 4
Material handling equipment	5
Mobile phone	2
Vehicles	3 to 6

iii) Tools and dies are generally depreciated based on quantity of components manufactured, subject to a maximum of 5 years. Tools and dies used for low volume models are depreciated over a period of 9 years

iv) Residual values and useful lives are reviewed, and adjusted, if appropriate, for each reporting period.

v) On property, plant and equipment added / disposed of during the year, depreciation is charged on pro-rata basis from the date of addition / till the date of disposal.

vi) Depreciation in respect of property, plant and equipment costing less than ₹10,000/- is provided at 100%.

h) Investment properties

Property that is held for long term rental yields or for capital appreciation or both, and that is not occupied by the group is classified as investment property. Investment Property is measured initially at its cost including related transaction cost where applicable, borrowing cost. Subsequent expenditure is capitalised to the assets carrying amount only when it is probable that future economic benefits associated with the expenditure will flow to the group and the cost of the item is measured reliably.

i) Intangible assets

Goodwill

Goodwill on acquisition of business is included in intangible assets. Goodwill is not amortised but is tested for impairment annually, or more frequently if events or changes in circumstances indicate that it might be impaired, and is carried at cost less accumulated impairment losses, if any.

Goodwill is allocated to the cash generating units for the purpose of impairment testing. The allocation is made to those cash generating units or group of cash generating units that are expected to benefit from the business combination in which the goodwill arose. The units or group of units are identified at the lowest level at which goodwill is monitored for internal management purposes, which in our case are the cash generating units.

Other intangible assets

Intangible assets acquired separately:

Intangible assets with finite useful lives that are acquired separately and the estimated useful life is more than one year, is capitalised and carried at cost less accumulated amortisation and accumulated impairment losses.

Internally-generated intangible assets - research and development expenditure:

Expenditure on research activities is recognised as an expense in the period in which it is incurred. An internally generated intangible asset arising from development phase of internal project is recognised, if and only if, the conditions under the Ind AS 38 – Intangible Asset, are fulfilled. If the conditions are not fulfilled the same is recognised in profit and loss in the period in which it is incurred.

Notes to the Consolidated Financial Statements (Contd.)

The intangible assets are amortised on straight line basis over its useful life, viz., 2-3 years in the case of software, 8 years in case of acquired brand and trademark and 6 to 10 years in the case of Design, Development and Technical knowhow.

An intangible asset is derecognised on disposal, or when no future economic benefits are expected from use or disposal. Gains or losses arising from derecognition of an intangible asset, measured as the difference between the net disposal proceeds and the carrying amount of the asset, and is recognised as profit or loss with in other income /expenses.

j) Loans (receivable from financing activity)

The Loans (receivable from financing activity) are stated at the contract value plus transaction costs less origination income that are directly attributable to the acquisition of the loan. Interest income is recognised using the Effective Interest Rate (EIR) method. Loans are stated at carrying value less impairment loss.

k) Impairment of Non-financial Assets

Assets are tested for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. An impairment loss is recognised for the amount by which the asset's carrying amount exceeds its recoverable amount. The recoverable amount is the higher of an asset's fair value less costs of disposal and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset for which the estimates of future cash flows have not been adjusted. For the purposes of assessing impairment, assets are grouped at the lowest levels for which there are separately identifiable cash inflows which are largely independent of the cash inflows from other assets or groups of assets (cash-generating units). Non-financial assets other than goodwill that suffered an impairment are reviewed for possible reversal of the impairment at the end of each reporting period.

l) Foreign currency translation

(i) Functional and presentation currency

Items included in the financial statements are measured using the currency of the primary economic environment in which the entity operates ('the functional currency'). The consolidated financial statements are prepared in INR and all values are rounded off to nearest crore.

(ii) Transactions and balances

Transactions in foreign currencies are recorded at the exchange rates prevailing on the date of transaction.

i) Foreign currency monetary assets and liabilities such as cash, receivables, payables, etc., are translated at year end exchange rates.

ii) Non-monetary items denominated in foreign currency such as investments, Property, Plant and Equipment, etc., are valued at the exchange rate prevailing on the date of transaction. Non-monetary investments measured at fair value in a foreign currency are translated using the exchange rates at the date when the fair value is determined. The gain or loss arising on account of such translation is recognized in OCI or Profit and Loss in line with the designation of the respective item.

iii) Exchange differences arising on settlement of transactions and translation of monetary items are recognised as income or expense in the year in which they arise.

(iii) Group companies

The results and financial position of foreign operations (none of which has the currency of a hyperinflationary economy) that have a functional currency different from the presentation currency are translated into the presentation currency in the following manner:

a) assets and liabilities are translated at the closing rate at the date of that balance sheet;

b) income and expenses are translated at average exchange rates (unless this is not a reasonable approximation of the cumulative effect of the rates prevailing on the transaction dates, in which case income and expenses are translated at the dates of the transactions); and

c) all resulting exchange differences are recognised in other comprehensive income.

m) Hedge accounting

Derivatives are initially recognised at fair value on the date when a derivative contract is entered into and are subsequently remeasured to their fair value at the end of each reporting period. The accounting for subsequent changes in fair value depends on whether the derivative is designated as a hedging instrument, and if so, the nature of the item being hedged. The Group designates certain derivatives as either:

- hedges of the fair value of recognised assets or liabilities or a firm commitment (fair value hedges), or
- hedges of a particular risk associated with the cash flows of recognised assets and liabilities and highly probable forecast transactions (cash flow hedges), or
- hedges of a net investment in a foreign operation (net investment hedges).

Notes to the Consolidated Financial Statements (Contd.)

The Group documents at the inception of the hedging transaction the relationship between hedging instruments and hedged items, as well as its risk management objective and strategy for undertaking various hedge transactions. The Group also documents its assessment, both at hedge inception and on an ongoing basis, of whether the derivatives that are used in hedging transactions have been and will continue to be highly effective in offsetting changes in fair values or cash flows of hedged items.

The fair values of various derivative financial instruments used for hedging purposes are disclosed in Note 33. Movements in the hedging reserve in shareholders' equity are shown in Note 34. The full fair value of a hedging derivative is classified as a non-current asset or liability when the remaining maturity of the hedged item is more than 12 months; it is classified as a current asset or liability when the remaining maturity of the hedged item is less than 12 months.

The effective portion of changes in the fair value of derivatives that is designated and qualify as cash flow hedges is recognised in the other comprehensive income in cash flow hedging reserve within equity, limited to the cumulative change in fair value of the hedged item on a present value basis from the inception of the hedge. The gain or loss relating to the ineffective portion is recognised immediately in statement of profit and loss.

When forward contracts are used to hedge forecasted transactions, the Group generally designates only the change in fair value of the forward contract related to the spot component as the hedging instrument. Gains or losses relating to the effective portion of the change in the spot component of the forward contracts are recognised in other comprehensive income in cash flow hedging reserve within equity. In some cases, the entity may designate the full change in fair value of the forward contract (including forward points) as the hedging instrument. In such cases, the gains and losses relating to the effective portion of the change in fair value of the entire forward contract are recognised in the cash flow hedging reserve within equity.

Amounts accumulated in equity are reclassified to profit and loss in the periods when the hedged item affects profit and loss (for example, when the forecast sale that is hedged takes place).

When a hedging instrument expires, or is sold or terminated, or when a hedge no longer meets the criteria for hedge accounting, any cumulative deferred gain or loss and deferred costs of hedging in equity at that time remains in equity until the forecasted transaction occurs. When the forecast transaction is no longer expected to occur, the cumulative gain or loss and deferred costs of hedging that were reported in equity are immediately reclassified to the statement of profit and loss.

n) Inventories

Inventories are valued at the lower of cost and net realisable value.

i) Cost of raw materials, components, stores and spares are ascertained on a moving average basis.

ii) Cost of finished goods and work-in-progress comprise of direct materials, direct labour and an appropriate proportion of variable and fixed overhead, the latter being allocated on the basis of normal operating capacity. Costs are assigned to individual items of inventory on the basis of weighted average costs. Costs of purchased inventory includes cost of purchase and other cost incurred in bringing the inventories to the current location after deducting rebates and discounts. Costs of purchased inventory are determined after deducting rebates and discounts. Net realisable value is the estimated selling price in the ordinary course of business less the estimated costs of completion and the estimated costs necessary to make the sale. Materials and supplies held for use in production of inventories are not written down if the finished products in which they will be used are expected to be sold at or above cost. Slow and non-moving material, obsolescence, defective inventories are duly provided for.

iii) Provision for slow and Obsolete inventory:

The company has a policy for identifying slow/ non-moving inventory. Based on the policy value inventory is provided for obsolescence based on ageing.

o) Employee benefits

i) Short term obligations:

Liabilities for wages and salaries, including non-monetary benefits that are expected to be settled wholly within 12 months after the end of the period in which the employees render the related service are recognized in respect of employees' services upto the end of the reporting period and are measured at the amounts expected to be paid when the liabilities are settled. The liabilities are presented as current employee benefit obligations in the balance sheet.

ii) Other long term obligations:

The liabilities for earned leave are not expected to be settled wholly within 12 months after the end of the period in which the employees render the

Notes to the Consolidated Financial Statements (Contd.)

related service. They are, therefore, measured at the present value of the expected future payments to be made in respect of services provided by employee upto the end of reporting period using the projected unit credit method. The benefits are discounted using the market yields at the end of the reporting period that have terms approximating to the terms of the related obligation. Remeasurements as a result of experience adjustments and changes in actuarial assumptions are charged to Profit and Loss account. The obligations are presented as current liabilities in the balance sheet if the entity does not have an unconditional right to defer settlement for at least twelve months after the reporting period, regardless of when the actual settlement is expected to occur.

iii) Post-employment obligation:

The Group operates the following post-employment schemes:

a) Defined benefit plans such as gratuity for its eligible employees, pension plan for its eligible senior managers; and

b) Defined contribution plans such as provident fund.

Pension and gratuity obligation:

The liability or asset recognised in the balance sheet in respect of defined benefit pension and gratuity plan is the present value of the defined benefit obligation at the end of the reporting period less the fair value of plan assets. The defined benefit obligation is calculated annually at the end of each reporting period by Actuaries using the projected unit credit method.

The present value of the defined benefit obligation is determined by discounting the estimated future cash outflows by reference to market yields at the end of the reporting period on the Government Bonds that have terms approximating to the terms of the related obligation.

The net interest cost is calculated by applying the discount rate to the net balance of the defined benefit obligation and the fair value of plan assets. This cost is included in employee benefit expense in the statement of profit and loss.

Remeasurement gains and losses arising from experience adjustments and changes in actuarial assumptions are recognised in the period in which they occur, directly in other comprehensive income (net-off deferred tax). They are included in retained earnings in the statement of changes in equity and in the balance sheet.

Changes in the present value of the defined benefit obligation resulting from plan amendments or curtailments are recognised immediately in profit and loss as past service cost.

Provident fund:

The eligible employees of the Group are entitled to receive benefits in respect of provident fund, a defined contribution plan, in which both employees and the Group make monthly contributions at a specified percentage of the covered employees' salary. The provident fund contributions are made to an irrevocable trust set up by the Company or to the Regional Provident Fund Commissioner. Where irrevocable trust exists, the Group is generally liable for contributions and any shortfall in the fund assets based on the Government specified minimum rates of return. The Group recognises such contributions and shortfall, if any, as an expense in the year in which it is incurred.

(iv) Bonus plans:

The Group recognises a liability and an expense for bonuses. The Group recognises a provision where contractually obliged or where there is a past practice that has created a constructive obligation.

p) Taxes on income

Tax expense comprises of current and deferred taxes. The income tax expense or credit for the period is the tax payable on the current period's taxable income based on the applicable income tax rate for each jurisdiction adjusted by changes in deferred tax assets and liabilities attributable to temporary differences and to unused tax losses.

The current income tax charge is calculated on the basis of the tax laws enacted or substantively enacted at the end of the reporting period in the countries where the Group's subsidiaries and associates operate and generate taxable income. Management periodically evaluates positions taken in tax returns with respect to situations in which applicable tax regulation is subject to interpretation. It establishes provisions where appropriate on the basis of amounts expected to be paid to the tax authorities.

Deferred income tax is provided in full, using the balance sheet method, on temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the financial statements. However, deferred tax liabilities are not recognised if they arise from the initial recognition of goodwill. Deferred income tax is also not accounted for if it arises from initial recognition of an asset or liability in a transaction other than a business combination that at the time of the transaction affects neither accounting profit nor taxable profit and loss. Deferred income tax is determined using tax rates (and laws) that have been enacted or substantively enacted by the end of the reporting period and are expected to apply when the related deferred income tax asset is realised or the deferred income tax liability is settled.

Notes to the Consolidated Financial Statements (Contd.)

Deferred tax assets are recognised only if it is probable that future taxable amounts will be available to utilise those temporary differences and losses.

Deferred tax liabilities and assets are not recognised for temporary differences between the carrying amount and tax bases of investments in foreign operations where the Group is able to control the timing of the reversal of the temporary differences and it is probable that the differences will not reverse in the foreseeable future.

Deferred Tax liabilities are recognized for all taxable temporary differences, except in respect of taxable temporary differences associated with investments in subsidiaries, when the timing of the reversal of the temporary differences can be controlled and it is probable that the temporary differences will not reverse in the foreseeable future. Deferred tax assets and liabilities are offset when there is a legally enforceable right to offset current tax assets and liabilities and when the deferred tax balances relate to Income Taxes levied by the same taxation authority. Current tax assets and tax liabilities are offset where the entity has a legally enforceable right to offset and intends either to settle on a net basis, or to realise the asset and settle the liability simultaneously.

Current and deferred tax is recognised in profit and loss, except to the extent that it relates to items recognised in other comprehensive income or directly in equity. In this case, the tax is also recognised in other comprehensive income or directly in equity, respectively.

Where the Group is entitled to claim special tax deductions for investments in qualifying assets or in relation to qualifying expenditure (the Research and Development or other investment allowances), the Group accounts for such allowances as tax credits, which means that the allowances reduce income tax payable and current tax expense. A deferred tax asset is recognised for unclaimed tax credits that are carried forward.

q) Government Grants

Grants from the government are recognised at their fair value where there is a reasonable assurance that the grant will be received and the Group will comply with all attached conditions.

Government grants receivable as compensation for expenses or financial support are recognized in profit and loss of the period in which it becomes available.

Government grants relating to the purchase of property, plant and equipment are included in non-current liabilities as deferred income and are credited to profit and loss on a straight-line basis over the expected lives of the related assets.

The benefit of a government loan at a below market-rate of interest is treated as government grant and is measured as the difference between proceeds received and fair value of the loan.

In case of waiver of duty under EPCG licence, such grant is considered as revenue grant and recognized in statement of profit and loss on based on positive evidence of completion of export obligation as approved by Regulatory Authorities.

r) Dividends

Dividends are recognised in profit and loss only when the right to receive payment is established, it is probable that the economic benefits associated with the dividend will flow to the Company, and the amount of dividend can be reliably measured.

s) Provisions and contingent liabilities

i) Provision:

A provision is recorded when the Group has a present legal or constructive obligation as a result of past events, it is probable that an outflow of resources will be required to settle the obligation and the amount can be reasonably estimated. When products are sold, the estimated liability for product warranties is recorded based on technical evaluation.

Provisions are measured at the present value of management's best estimate of the expenditure required to settle the present obligation at the end of the reporting period. The discount rate used to determine the present value is a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the liability. The increase in the provision due to the passage of time is recognised as interest expenses.

ii) Contingent liabilities:

Wherever there is a possible obligation that arises from past events and whose existence will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the entity or a present obligation that arises from past events but is not recognised because (a) it is not probable that an outflow of resources embodying economic benefits will be required to settle the obligation; or (b) the amount of the obligation cannot be measured with sufficient reliability, are considered as contingent liabilities. Show cause notices are not considered as Contingent Liabilities unless converted into demand.

iii) Warranty:

Provision is made for estimated warranty claims in respect of vehicles sold which are still under warranty at the end of the reporting period. These claims are

Notes to the Consolidated Financial Statements (Contd.)

expected to be settled from the next financial year. Management estimates the provision based on historical warranty claim information; and any recent trends that may suggest future claims could differ from historic and the dues which are payable within 12 Months is classified as current and others are non-current.

t) Segment reporting

Operating segments are reported in a manner consistent with the internal reporting provided to the Chief Operating Decision Maker.

The Company's Chief Operating Decision Maker (CODM) examines Risks and Rewards of the entity's performance and allocates the resources aligning with the Company's strategy.

The Company identified operations from which significant risks and rewards are derived in two verticals viz (a) Automotive Vehicles & Parts and related investments and (b) Investment held in Financial services.

Profit /Loss of the Financial services vertical represents dividend, interest, profit / (Loss) on fair valuation / sale of investments.

The Investments of the Company in TVS Credit Services Limited and TVS Motor Services Limited and other non-strategic companies categorized as Financial services.

u) Leases

Leases are recognised as a right-of-use asset and a corresponding liability at the date at which the leased asset is available for use by the Group. Contracts may contain both lease and non-lease components. The Group allocates the consideration in the contract to the lease and non-lease components based on their relative stand-alone prices. However, for leases of buildings for which the Group is a lessee, it has elected not to separate lease and non-lease components and instead accounts for these as a single lease component.

Assets and liabilities arising from a lease are initially measured on a present value basis. Lease liabilities include the net present value of the following lease payments:

- fixed payments (including in-substance fixed payments), less any lease incentives receivable
- variable lease payment that are based on an index or a rate, initially measured using the index or rate as at the commencement date
- amounts expected to be payable by the Group under residual value guarantees
- the exercise price of a purchase option if the Group is reasonably certain to exercise that option, and
- payments of penalties for terminating the lease, if the lease term reflects the Group exercising that option.
- payments to be made under reasonably certain extension options are also included in the measurement of the liability.

The lease payments are discounted using the interest rate implicit in the lease. If that rate cannot be readily determined, which is generally the case for leases in the Group, the lessee's incremental borrowing rate is used, being the rate that the individual lessee would have to pay to borrow the funds necessary to obtain an asset of similar value to the right-of-use asset in a similar economic environment with similar terms, security and conditions. To determine the incremental borrowing rate, the respective Company:

- where possible, uses recent third-party financing received by the Company as a starting point, adjusted to reflect changes in financing conditions since third party financing was received,
- uses a build-up approach that starts with a risk-free interest rate adjusted for credit risk for leases held by the Company which does not have recent third-party financing, and
- makes adjustments specific to the lease, e.g. term, country, currency and security.

The Group if exposed to potential future increases in variable lease payments based on an index or rate, which are not included in the lease liability until they take effect. When adjustments to lease payments based on an index or rate take effect, the lease liability is reassessed and adjusted against the right-of-use asset.

Lease payments are allocated between principal and finance cost. The finance cost is charged to profit and loss over the lease period so as to produce a constant periodic rate of interest on the remaining balance of the lease liability for each period. The carrying amount of lease liability is reduced by net lease payments (i.e., lease payments net off finance cost).

Variable lease payments are recognised in profit and loss in the period in which the condition that triggers those payments occurs.

Right-of-use assets are measured at cost comprising the following:

- the amount of the initial measurement of lease liability,
- any lease payments made at or before the commencement date less any lease incentives received,
- any initial direct costs, and
- restoration costs.

Right-of-use assets are generally depreciated over the shorter of the asset's useful life and the lease term on a straight-line basis. If the Group is reasonably certain to exercise a purchase option, the right-of-use asset is depreciated over the underlying asset's useful life.

Notes to the Consolidated Financial Statements (Contd.)

Payments associated with short-term leases of equipment and all leases of low-value assets are recognised on a straight-line basis as an expense in profit and loss. Short-term leases are leases with a lease term of 12 months or less. Low-value assets comprise IT equipment and small items of office furniture.

v) Cash and Cash equivalents

For the purpose of presentation in the statement of cash flows, cash and cash equivalents include cash on hand, deposits held at call with financial institutions, other short-term, highly liquid investments with original maturities of three months or less that are readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in value, and bank overdrafts. Bank overdrafts are shown within borrowings in current liabilities in the balance sheet.

w) Trade receivables

Trade receivables are measured at their transaction price on initial recognition, unless it contains a significant financing component or pricing adjustments embedded in the contract in which cases, it is recognised at fair value. Trade receivables are held with the objective of collecting the contractual cash flows and therefore are subsequently measured at amortised cost less allowance for expected credit loss.

x) Contract liabilities

A contract liability is the obligation to transfer goods to a customer for which the Group has received consideration (or an amount of consideration is due) from the customer. If a customer pays consideration before the Group transfers goods or services to the customer, a contract liability is recognised when the consideration is received. Contract liabilities are recognised as revenue when the Group performs under the contract.

y) Investments and Other financial assets

i) Classification

The Group classifies its financial assets in the following categories:

- Those to be measured subsequently at fair value [either through Fair Value Through Other Comprehensive Income (FVTOCI), or Fair Value Through Profit and Loss (FVTPL)], and
- Those measured at amortized cost.

The classification depends on the entity's business model for managing the financial assets and the contractual terms of the cash flow.

ii) Measurement

At Initial recognition, the Group measures a financial asset at its fair value plus transaction cost (in the case of a financial asset not a FVTPL) that are directly attributable to the acquisition of the financial asset. Transaction costs of financial assets carried at FVTPL are expensed in profit and loss.

Debt Instruments:

Subsequent measurement of debt instruments depends on the Group's business model for managing the asset and the cash flow characteristics of the asset. There are three measurement categories into which the Group classifies its debt instruments.

- *Amortised Cost:*

  Assets that are held for collection of contractual cash flows where those cash flows represent solely payments of principal and interest are measured at amortised cost. A gain or loss on debt investment that is subsequently measured at amortised cost and is not part of a hedging relationship is recognised in profit or loss when the asset is derecognised or impaired. Interest income from these financial assets is included in finance income using the effective interest rate method.

- *Fair value through other comprehensive income:*

  Assets that are held for collection of contractual cash flows and for selling the financial assets, where the assets' cash flows represent solely payments of principal and interest, are measured at FVTOCI. Movements in the carrying amount are taken through OCI, except for the recognition of impairment gains or losses, interest income and foreign exchange gains and losses which are recognised in profit and loss.

- *Fair Value through profit or loss:*

  Assets that do not meet the criteria for amortised cost or FVTOCI are measured at FVTPL. A gain or loss on a debt investment that is subsequently measured at FVTPL and is not part of a hedging relationship is recognised in profit or loss and presented in the statement of profit and loss in the period in which it arises. Interest income from these financial assets is included in other income.

Equity instruments:

The Group subsequently measures all its investments in equity at fair value. Where the Group's management has elected to present fair

Notes to the Consolidated Financial Statements (Contd.)

value gains and losses on equity investments in other comprehensive income, there is no subsequent reclassification of fair value gains and losses to profit and loss.

Impairment losses (and reversal of impairment losses) on equity investments measured at FVTOCI are not reported separately.

Where the Group elects to measure fair value through profit and loss, changes in the fair value of such financial assets are recognised in the statement of profit and loss.

iii) Impairment of financial assets

The Group assesses on a forward-looking basis the expected credit losses associated with its assets carried at amortised cost and FVTOCI debt instruments. The impairment methodology applied depends on whether there has been significant increase in credit risk. Note no. 34 and Note no. 35 details how the Group determines whether there has been a significant increase in credit risk.

For trade receivables, the Group applies the simplified approach permitted by Ind AS 109 Financial Instruments, which requires expected credit losses to be recognised from initial recognition of the receivables.

For loans given by financial enterprise the impairment methodology applied depends on whether there has been a significant increase in credit risk. Note 35 details how the Group determines whether there has been a significant increase in credit risk.

Loss allowances for financial assets measured at amortised cost are deducted from the gross carrying amount of the assets.

iv) Derecognition of financial assets

A financial asset is derecognised only when:

a) the Group has transferred the rights to receive cash flows from the financial asset or

b) the Group retains the contractual rights to receive the cash flows of the financial asset but assumes a contractual obligation to pay the cash flows to one or more recipients.

Where the entity has transferred an asset, the Group evaluates whether it has transferred substantially all risks and rewards of ownership of the financial asset. In such cases, the financial asset is derecognised. Where the entity has not transferred substantially all risks and rewards of ownership of the financial asset, the financial asset is not derecognised.

Where the entity has neither transferred a financial asset nor retains substantially all risks and rewards of ownership of the financial asset, the financial asset is derecognized, if the Group has not retained control of the financial asset. Where the Group retains control of the financial asset, the asset is continued to be recognised to the extent of continuing involvement in the financial asset.

v) Income recognition

Interest Income:

Interest income from debt instruments is recognised using the effective interest rate method. The effective interest rate is the rate that exactly discounts estimated future cash receipts through the expected life of the financial asset to the gross carrying value of a financial asset. While calculating the effective interest rate, the Group estimates the expected cash flows by considering all the contractual terms of the financial instrument (for example, prepayment, extension, call and similar options), but does not consider the expected credit losses.

z) Financial Liabilities

Financial liabilities that are not held-for-trading and are not designated as at FVTPL are measured at amortised cost at the end of subsequent accounting periods. The carrying amounts of financial liabilities that are subsequently measured at amortised cost are determined based on the effective interest method. Interest expense that is not capitalised as part of costs of an asset is included under 'Finance costs'.

The effective interest method is a method of calculating the amortised cost of a financial liability and of allocating interest expense over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash payments (including all fees and points paid or received that form an integral part of the effective interest rate, transaction costs and other premiums or discounts) through the expected life of the financial liability.

All financial liabilities are subsequently measured at amortised cost using the effective interest method or at FVTPL.

The Company derecognises financial liabilities when, and only when, the Company's obligations are discharged, cancelled or have expired.

Borrowings are removed from the balance sheet when the obligation specified in the contract is discharged, cancelled or expired. The difference between the carrying amount of a financial liability that has been extinguished or transferred to another party and the consideration paid, including any non-cash assets transferred or liabilities assumed, is recognised in profit and loss.

Borrowings are classified as current liabilities unless the Group has an unconditional right to defer settlement of the liability for at least 12 months after the reporting period.

aa) Borrowing costs

General and specific borrowing costs that are directly attributable to the acquisition, construction or production of a qualifying asset are capitalized during the period of time that is required to complete and prepare the asset for its intended use or sale. Qualifying assets are assets that necessarily take a substantial period of time to get ready for their intended use or sale. Other borrowing costs are expensed in the period in which they are incurred.

ab) Current and Non-current classification

The Group presents assets and liabilities in the balance sheet based on current / non-current classification.

Cash or cash equivalent is treated as current, unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period. In respect of other assets, it is treated as current when it is:

- expected to be realized or intended to be sold or consumed in the normal operating cycle
- held primarily for the purpose of trading
- expected to be realized within twelve months after the reporting period.

All other assets are classified as non-current.

A liability is treated as current when:

- it is expected to be settled in the normal operating cycle
- it is held primarily for the purpose of trading
- it is due to be settled within twelve months after the reporting period, or
- there is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period.

All other liabilities are classified as non-current. Deferred tax assets and liabilities are classified as non-current assets and liabilities.

The operating cycle is the time between the acquisition of assets for processing and their realization in cash and cash equivalents. The Group has identified twelve months as its operating cycle for all entities within the group.

ac) Earnings Per Share (EPS)

Basic earnings per share is computed by dividing the profit after tax (attributable to the owners) by the weighted average number of equity shares outstanding during the year.

Diluted earnings per share is computed by dividing the profit after tax as adjusted for dividend, interest and other charges to expense or income relating to the dilutive potential equity shares, by the weighted average number of equity shares considered for deriving basic earnings per share and the weighted average number of equity shares which could have been issued on the conversion of all dilutive potential equity shares.

ad) Treasury Shares

The Company has created an ESOP Trust (the 'Trust') for providing share-based payment to its employees. The Company uses the Trust as a vehicle for distributing shares to employees under the Employee Stock Option Scheme. The Trust purchases shares of the Company from the market for giving shares to employees. The Company treats Trust as its extension and shares held by the Trust are treated as treasury shares.

Own equity instruments that are re-acquired (treasury shares) are recognised at cost and deducted from other equity. As and when treasury shares are transferred to employees on exercise after satisfaction of the vesting conditions, the balance lying in "Treasury share reserve" is transferred to "Retained earnings".

ae) Recent pronouncements

Ministry of Corporate Affairs ("MCA") notifies new standards or amendments to the existing standards under Companies (Indian Accounting Standards) Rules as issued from time to time. For the year ended March 31, 2025, MCA has not notified any new standards or amendments to the existing standards applicable to the Company.

Notes to the Consolidated Financial Statements (Contd.)

2 Property, Plant & Equipment and Other Intangible Assets as at 31-03-2025

Rupees in crores

Description	Property, Plant & Equipment								Other Intangible			
	Land	Buildings	Plant & equipment	Furniture & fixtures	Vehicles	Office equipment	Right of Use	Total	Software	Design Development	Trade Mark	Total
	1	2	3	4	5	6	7	8	9	10	11	12
Cost of assets												
Gross carrying value as at 01-04-2024	562.92	1,264.20	5,682.63	238.17	120.69	359.11	1,164.07	9,391.79	291.19	830.80	512.28	1,634.27
Acquired in business combination	-	-	1.10	3.17	0.01	1.15	7.54	12.97	2.35	-	-	2.35
Additions	488.83	38.34	651.44	65.36	281.45	84.30	739.24	2,348.96	232.39	366.37	105.62	704.38
Foreign exchange translation reserve adjustments	(2.22)	1.88	3.10	3.57	0.56	0.46	12.45	19.80	6.50	5.80	27.02	39.32
Sub-total	**1,049.53**	**1,304.42**	**6,338.27**	**310.27**	**402.71**	**445.02**	**1,923.30**	**11,773.52**	**532.43**	**1,202.97**	**644.92**	**2,380.32**
Sales / deletion	3.21	52.90	324.72	12.07	12.46	16.07	436.84	858.27	-	-	-	-
Total	**1,046.32**	**1,251.52**	**6,013.55**	**298.20**	**390.25**	**428.95**	**1,486.46**	**10,915.25**	**532.43**	**1,202.97**	**644.92**	**2,380.32**
Depreciation / Amortisation												
Upto 31-03-2024	-	434.76	3,716.61	139.98	68.38	255.52	482.42	5,097.67	211.96	440.00	120.38	772.34
For the year	-	40.78	377.96	33.87	34.26	64.62	196.92	748.41	73.94	153.35	69.86	297.15
Foreign exchange translation reserve adjustments	-	(0.07)	1.17	2.87	(0.55)	0.33	4.95	8.70	14.81	1.72	11.40	27.93
Sub-total	**-**	**475.47**	**4,095.74**	**176.72**	**102.09**	**320.47**	**684.29**	**5,854.78**	**300.71**	**595.07**	**201.64**	**1,097.42**
Withdrawn on assets sold / deleted	-	12.54	190.46	6.05	10.20	14.35	194.67	428.27	-	-	-	-
Total	**-**	**462.93**	**3,905.28**	**170.67**	**91.89**	**306.12**	**489.62**	**5,426.51**	**300.71**	**595.07**	**201.64**	**1,097.42**
Net carrying value as at 31-03-2025	1,046.32	788.59	2,108.27	127.53	298.36	122.83	996.84	5,488.74	231.72	607.90	443.28	1,282.90

a) Cost of buildings includes ₹ 30.99 crores pertaining to buildings constructed on leasehold lands.

b) Land includes lease hold land of ₹ 0.51 Crores, whose ownership is transferrable at the end of the lease term.

c) Borrowing cost capitalised during the year - Nil

Capital work-in-progress (at cost) as at 31-03-2025

(a)	Building	304.63
(b)	Plant & equipment	359.15
Total		**663.78**

(i) Ageing of Capital work-in-progress as at 31-03-2025

Particulars	Amount in Capital work-in-progress for a period of				
	<1 Yr.	1-2 years	2-3 years	More than 3 years	Total
Projects in progress	514.51	111.56	16.90	20.81	663.78

(ii) Ageing of Intangible assets under development as at 31-03-2025

Particulars	Amount in Intangible assets under development for a period of				
	<1 Yr.	1-2 years	2-3 years	More than 3 years	Total
Projects in progress	507.82	229.81	27.51	36.53	801.67

Capital work-in-progress and Intangible asset under development:

There is no Capital work in progress and Intangible asset under development whose completion is overdue or has exceeded its cost compared to its original plan

Notes to the Consolidated Financial Statements (Contd.)

2 Property, Plant & Equipment and Intangible Assets as at 31-03-2024

Rupees in crores

Description	Property, Plant & Equipment								Other Intangible			
	Land	Buildings	Plant & equipment	Furniture & fixtures	Vehicles	Office equipment	Right of Use	Total	Software	Design Development	Trade Mark	Total
	1	2	3	4	5	6	7	8	9	10	11	12
Cost of assets												
Gross carrying value as at 01-04-2023	511.73	1,158.94	5,410.93	170.71	99.15	311.42	1,026.23	8,689.11	217.56	681.14	497.24	1,395.94
Additions	56.21	109.43	437.24	67.72	31.61	62.64	177.96	942.80	73.13	179.35	2.41	254.89
Foreign exchange translation reserve adjustments	(5.02)	(0.27)	(3.74)	0.71	0.54	0.02	-	(7.76)	0.50	(2.90)	12.63	10.23
Sub-total	**562.92**	**1,268.10**	**5,844.43**	**239.14**	**131.30**	**374.08**	**1,204.19**	**9,624.15**	**291.19**	**857.59**	**512.28**	**1,661.06**
Sales / deletion	-	3.90	161.79	0.97	10.60	14.97	40.12	232.36	-	26.79	-	26.79
Total	**562.92**	**1,264.20**	**5,682.63**	**238.17**	**120.69**	**359.11**	**1,164.07**	**9,391.79**	**291.19**	**830.80**	**512.28**	**1,634.27**
Depreciation / Amortisation												
Upto 31-03-2023	-	386.52	3,443.74	110.28	58.35	217.60	295.22	4,511.71	166.80	335.49	57.77	560.06
For the year	-	51.91	384.75	30.44	15.51	52.95	217.84	753.40	53.05	104.59	64.08	221.72
Foreign exchange translation reserve adjustments	-	(0.74)	(3.86)	0.35	0.14	(0.11)	(8.12)	(12.34)	(7.90)	(0.09)	(1.47)	(9.45)
Sub-total	**-**	**437.69**	**3,824.63**	**141.07**	**74.00**	**270.44**	**504.94**	**5,252.77**	**211.95**	**440.00**	**120.38**	**772.33**
Withdrawn on assets sold / deleted	-	2.93	108.02	1.09	5.62	14.92	22.52	155.10	0.01	-	-	-
Total	**-**	**434.76**	**3,716.61**	**139.98**	**68.38**	**255.52**	**482.42**	**5,097.67**	**211.96**	**440.00**	**120.38**	**772.33**
Net carrying value as at 31-03-2024	562.92	829.44	1,966.03	98.19	52.31	103.59	681.65	4,294.12	79.24	390.80	391.90	861.95

a) Cost of buildings includes ₹ 11.42 crores pertaining to buildings constructed on leasehold lands.

b) Land includes lease hold land of ₹ 0.51 Crores, whose ownership is transferrable at the end of the lease term.

c) Borrowing cost capitalised during the year - ₹ 1.78 crores.

Capital work-in-progress (at cost) as at 31-03-2024

(a)	Building	60.45
(b)	Plant & equipment	277.56
Total		**338.01**

(i) Ageing of Capital work-in-progress as at 31-03-2024

Particulars	Amount in Capital work-in-progress for a period of				
	<1 Yr.	1-2 years	2-3 years	More than 3 years	Total
Projects in progress	220.96	34.22	61.97	20.86	338.01

(ii) Ageing of Intangible assets under development as at 31-03-2024

Particulars	Amount in Intangible assets under development for a period of				
	<1 Yr.	1-2 years	2-3 years	More than 3 years	Total
Projects in progress	439.91	168.61	64.86	21.56	694.94

Capital work-in-progress and Intangible asset under development:

There is no Capital work in progress and Intangible asset under development whose completion is overdue or has exceeded its cost compared to its original plan

Notes to the Consolidated Financial Statements (Contd.)

3 Investment Properties

Rupees in crores

Particulars	As at 31-03-2025	As at 31-03-2024
Gross carrying amount	137.70	137.70
Additions	3.68	-
Deletions	-	-
Closing gross carrying amount (A)	**141.38**	**137.70**
Opening accumulated depreciation	-	
Additions	-	-
Deletions	-	-
Closing accumulated depreciation (B)	-	-
Total investment properties (A)-(B)	**141.38**	**137.70**

4 Investments

A. Non Current Investments

Sl. No.	Particulars	No. of shares / units: As at 31-03-2025	No. of shares / units: As at 31-03-2024	Face Value	Currency	Rupees in crores: As at 31-03-2025	Rupees in crores: As at 31-03-2024
(1)	(2)	(3)	(4)	(5)	(6)	(7)	(8)
(a)	**Investment in Equity Instruments :**						
	Fair valued through OCI:						
	Quoted :						
	(i) Ucal Fuel Systems Limited, Chennai	91,760	91,760	10.00	INR	1.20	1.33
	Unquoted :						
	(ii) Green Infra BTV Limited, New Delhi	32,50,000	32,50,000	10.00	INR	2.04	1.89
	(iii) TVS Lanka (Private) Limited, Colombo	50,00,000	50,00,000	10.00	LKR	16.99	4.48
	(iv) Green Infra Wind Power Projects Limited, New Delhi	1,11,600	1,11,600	10.00	INR	0.08	0.08
	(v) Green Infra Wind Energy Theni Limited, New Delhi	-	34,34,477	10.00	INR	-	2.14
	(vi) Green Infra Wind Power Generation Limited, New Delhi	2,16,000	2,16,000	10.00	INR	0.19	0.18
	(vii) Condivision Solutions Pvt. Limited, Bengaluru	6,760	6,760	10.00	INR	-	-
	(viii) Mulanur Renewable Energy Pvt. Limited, Chennai	15,000	15,000	10.00	INR	0.02	0.02
	(ix) PHI Research Pvt. Limited, Chennai	3,50,000	3,50,000	10.00	INR	3.36	3.36
	(x) Atria Wind Power Bijapur 1 Limited, Bengaluru	1,01,217	1,01,217	10.00	INR	2.00	2.00
	(xi) Atria wind power (Chitradurga) P Ltd, Bengaluru	-	80,948	100.00	INR	-	0.51
	(xii) Altizon Systems Private Limited, Pune	10	10	10.00	INR	0.01	0.01
	(xiii) Roppen Transportation Services Private Limited, Hyderabad	10	10	1.00	INR	0.05	0.05
	(xiv) Roppen Transportation Services Private Limited, Hyderabad$	23,985	23,985	10.00	INR	125.84	119.73
	(xv) Green Infra Wind Energy Generation Limited, Gurugram	23,45,000	28,45,000	10.00	INR	2.35	2.85
	(xvi) Eight Innovate Fund, Mumbai	40,000	40,000	1,000.00	INR	5.38	4.00
	(xvii) ARC Ride Limited, UK	575	575	0.01	GBP	8.73	8.46
	(xix) Atria Wind Power (Basavana Bagewadi), Bengaluru	47,000	-	100.00	INR	0.91	-
	(xx) Indian Foundation for Quality Management, Bengaluru^	2,50,00,000	-	10.00	INR	25.00	-
	Total value of Equity Instruments (a)					**194.15**	**151.09**

Notes to the Consolidated Financial Statements (Contd.)

Sl. No.	Particulars	No. of shares / units: As at 31-03-2025	No. of shares / units: As at 31-03-2024	Face Value	Currency	Rupees in crores: As at 31-03-2025	Rupees in crores: As at 31-03-2024
(b)	**Investments in Preference Shares:**						
	Unquoted :						
	Fair valued through OCI:						
	(i) Mottu Holdings Ltd, USA	3,26,064	2,19,514	0.001	USD	119.00	73.63
	(ii) Quadrant Esports Ltd, UK	12,547	12,547	0.001	Euro	1.07	1.04
	(iii) Pinnacle Engines Inc., USA (face value 0.01 cent)	24,09,638	24,09,638	0.0001	USD	-	-
	(iv) Axiom Research Labs Private Limited, Delhi	82	82	10.00	INR	-	-
	(v) Scienaptic Systems Inc., USA^	22,73,941	-	3.20	USD	61.91	-
	(vi) Commeasure Pte Ltd, Singapore	78,703	-	86.15	SGD	43.20	-
	Total value of Preference shares (b)					**225.18**	**74.67**
(c)	**Investment in Debt Instruments (unquoted):**						
	Valued at Amortised Cost :						
	(i) Fabric IOT Private Limited, Bengaluru				INR	-	17.79
	Pension Funds / Government Securities:						
	(ii) ICICI Prudential Life Insurance Group Superannuation Fund, Mumbai				INR	6.95	6.63
	(iii) Life Insurance Corporation Pension Policy, Mumbai				INR	22.37	20.82
	(iv) Investment in Government Securities				INR	-	93.46
	(v) Hyper Grocers Private Limited, Gwalior	25	25.00	1,00,000.00	INR	0.25	0.25
	(vi) Securities and Exchange Commission Bonds				USD	0.07	0.07
	Fair valued through Profit and Loss :						
	(vii) Fabric IOT Private Limited, Bengaluru				INR	-	45.00
	(viii) DAT Bike, Singapore				USD	4.27	4.16
	(ix) Zapata Group B.V, Netherlands				Euro	48.63	36.02
	(x) Vianai Systems, Inc, USA				USD	8.54	-
	(xi) Aegis Rider Ag, Switzerland				USD	17.10	-
	Total value of Debt instruments (c)					**108.18**	**224.20**
(d)	**Other non-current Investments (Unquoted):**						
	Fair valued through OCI:						
	(i) Autotech Fund I L.P., USA				USD	37.43	32.79
	Total value of other non-current investments (d)					**37.43**	**32.79**
	Total (a) + (b) + (c) + (d)					**564.94**	**482.75**
	Aggregate amount of quoted investments and market value thereof					1.20	1.33
	Aggregate amount of unquoted investments					563.74	481.42
	Total					**564.94**	**482.75**

All Investments are fully paid up.

$ Preference shares in the nature of equity instruments

^ Moved from investment in Associates to Non current investments

Notes to the Consolidated Financial Statements (Contd.)

4B Current Investments

Sl. No.	Particulars	No. of shares / units		Face Value	Currency	Rupees in crores	
		As at 31-03-2025	As at 31-03-2024			As at 31-03-2025	As at 31-03-2024
(1)	(2)	(3)	(4)	(5)	(6)	(7)	(8)
(a)	**Investment in Equity Instruments Fair valued through Profit or Loss:**						
	Quoted :						
(i)	TVS Supply Chain Solutions Limited, Chennai	1,92,72,200	1,05,62,200	1.00	INR	233.19	163.19
(b)	**Investment in Debt Instruments (unquoted):**						
	Valued at Amortised Cost :						
(i)	Investment in Government securities					282.12	-
	Total					515.31	163.19
	Aggregate amount of quoted and non-qouted investments					515.31	163.19
	Total					**515.31**	**163.19**

All investments are fully paid up.

5 Loans (Receivable from Financing Activity)

Rupees in crores

Particulars	As at 31-03-2025		As at 31-03-2024	
	Current	Non-current	Current	Non-current
Secured:				
Automobile financing				
Considered good	12,078.39	9,145.69	10,438.49	9,801.72
Considered doubtful	480.56	214.06	423.30	233.50
Less: Loss allowance				
Provision for expected credit loss (Refer Note 35)	(369.76)	(296.95)	(331.45)	(347.99)
Unsecured:				
Financing (Others)				
Considered good	2,776.00	2,211.82	2,757.32	2,447.16
Considered doubtful	65.65	23.00	59.54	21.71
Less: Loss allowance				
Provision for expected credit loss (Refer Note 35)	(119.34)	(92.26)	(147.43)	(103.12)
Unsecured				
Trade advance and term loan				
Considered good	183.57	1.63	218.81	1.57
Considered doubtful	0.68	-	4.75	-
Provision for expected credit loss (Refer Note 35)	(2.27)	-	(6.07)	-
	15,093.48	**11,206.99**	**13,417.26**	**12,054.55**

6 Non-Current Assets - Other Financial Assets

Rupees in crores

	As at 31-03-2025	As at 31-03-2024
Deposits	127.42	68.89
Loans given to employees	4.82	4.46
Claim receivable	28.00	31.50
Hedge asset	-	90.67
	160.24	**195.52**

Notes to the Consolidated Financial Statements (Contd.)

7 Investments Accounted Using Equity Method

Rupees in crores

	As at 31-03-2025	As at 31-03-2024
Ultraviolette Automotive Private Limited, Bengaluru	7.29	7.29
[14,850 (last year - 14,850) Equity shares]		
Ultraviolette Automotive Private Limited, Bengaluru	56.20	91.65
[12,316 (last year - 12,316) Preference shares]		
Predictronics Corp, USA	17.37	17.85
[24,827 (last year - 24,827) Equity shares]		
Tagbox Pte Limited, Singapore^	-	0.98
[Nil (last year - 2,43,243) Preference shares]		
Scienaptic Systems Inc., USA #	-	54.07
[Nil (last year - 28,05,357) Equity shares]		
Altizon Inc., USA	22.59	23.27
[8,06,429 (last year - 8,06,429) Equity shares]		
DriveX Mobility Private Limited, Coimbatore*	-	68.65
[Nil (last year - 9,766) Equity shares]		
Ion Mobility Pte Ltd^	-	121.81
[Nil (last year - 49,64,524) Preference shares]		
Killwatt, GmbH	63.68	66.68
[24,500 (last year - 24,500) Equity shares]		
Indian Foundation for Quality Management, Bengaluru #	-	25.00
[Nil (last year - 2,50,00,000) Equity shares]		
	167.13	**477.25**

^ Ceased to be associate as on 31st March 2025

Ceased to be associate as on 31st March 2025 and part of Non current investments

* Ceased to be an associate and become the subsidiary of the Company as on 31st March 2025

8 Deferred Tax Assets

Rupees in crores

Particulars	As at 31-03-2025	As at 31-03-2024
The balance comprises temporary differences attributable to:		
Deferred tax asset consists of :		
- Depreciation	6.68	4.88
- tax on employee benefit expenses	18.68	20.96
- tax on expected credit losses provision	244.94	228.12
- tax on investment property	14.72	14.72
- tax on carried forward loss	65.92	42.28
- tax on others	155.48	99.35
Total deferred tax assets (A)	**506.42**	**410.31**
Deferred tax liability on other item (B)	**10.51**	**16.03**
Net deferred tax assset (A)-(B)	**495.91**	**394.28**

Notes to the Consolidated Financial Statements (Contd.)

Movement in deferred tax :

Rupees in crores

Particulars	Depreciation	Others	Total
As at 31-03-2023			305.73
Charged/(credited):			
- to profit or loss	(0.04)	83.13	83.09
- to foreign currency translation		1.52	1.52
- to other comprehensive income	-	3.94	3.94
As at 31-03-2024			394.28
Charged/(credited):			
- to profit or loss	(1.80)	80.97	79.17
- to subsidary incumbent deferred tax asset	-	15.12	15.12
- to foreign currency translation		2.17	2.17
- to other comprehensive income	-	5.17	5.17
As at 31-03-2025			**495.91**

9 Other Non-Current Assets

Rupees in crores

Particulars	As at 31-03-2025	As at 31-03-2024
Capital advances	215.67	126.39
Advances other than capital advances:		
Prepaid expenses	5.71	4.05
Deposits made	13.62	18.34
	235.00	**148.78**

10 Inventories

Rupees in crores

Particulars	As at 31-03-2025	As at 31-03-2024
Raw materials and components	971.25	990.02
Goods-in-transit - Raw materials and components	132.47	48.16
Work-in-progress	50.80	64.23
Finished goods	680.28	532.60
Stock-in-trade	483.18	555.72
Stores and spares	98.60	57.67
	2,416.58	**2,248.40**

11 Trade Receivables

Rupees in crores

	As at 31-03-2025	As at 31-03-2024
Secured, considered good	21.37	14.13
Unsecured, considered good *	1,695.38	1,825.29
Receivables which have significant increase in credit risk	43.70	48.34
	1,760.45	**1,887.76**
Less: Loss allowance	43.70	48.34
	1,716.75	**1,839.42**

* Include balance with related parties [Refer Note 39(c)(i)].

Notes to the Consolidated Financial Statements (Contd.)

(i) Ageing for trade receivable as on 31.03.2025

Rupees in crores

Particulars	Outstanding for following periods from due date of payment						
	Not due	Less than 6 months	6 months - 1 year	1-2 years	2-3 years	More than 3 years	Total
(i) Undisputed Trade receivables - considered good	81.25	1,126.88	179.70	307.08	5.53	16.31	1,716.75
(ii) Undisputed Trade Receivables - which have significant increase in credit risk	-	-	-	-	-	-	-
(iii) Undisputed Trade Receivables - credit impaired	-	-	-	-	-	-	-
(iv) Disputed Trade Receivables - considered good	-	-	-	-	-	-	-
(v) Disputed Trade Receivables - which have significant increase in credit risk	2.41	6.55	2.42	6.72	1.66	23.94	43.70
(vi) Disputed Trade Receivables - credit impaired	-	-	-	-	-	-	-
Total	**83.66**	**1,133.43**	**182.12**	**313.80**	**7.19**	**40.25**	**1,760.45**

(ii) Ageing for trade receivable as on 31.03.2024

Rupees in crores

Particulars		Outstanding for following periods from due date of payment					
	Not due	Less than 6 months	6 months-1 year	1-2 years	2-3 years	More than 3 years	Total
(i) Undisputed Trade receivables - considered good	160.57	1,045.97	548.07	65.16	4.24	12.16	1,836.17
(ii) Undisputed Trade Receivables - which have significant increase in credit risk	-	3.25	-	-	-	-	3.25
(iii) Undisputed Trade Receivables - credit impaired	-	-	-	-	-	-	-
(iv) Disputed Trade Receivables - considered good	-	-	-	-	-	-	-
(v) Disputed Trade Receivables - which have significant increase in credit risk	-	-	20.00	1.17	1.39	25.78	48.34
(vi) Disputed Trade Receivables - credit impaired	-	-	-	-	-	-	-
Total	**160.57**	**1,049.22**	**568.07**	**66.33**	**5.63**	**37.94**	**1,887.76**

12 Cash and Cash Equivalents

Rupees in crores

Particulars	As at 31-03-2025	As at 31-03-2024
Balances with banks	4,076.47	2,099.94
Cash on hand	2.90	5.86
Cash equivalents:		
Deposits with maturity of less than three month from the date of deposit	35.63	250.00
	4,115.00	**2,355.80**
Cash and cash equivalents for the purpose of cash flow statement	**4,115.00**	**2,355.80**

13 Bank Balances Other Than Cash And Cash Equivalents

Rupees in crores

Particulars	As at 31-03-2025	As at 31-03-2024
Earmarked balances with banks^	264.66	45.02
Deposits with maturity of more than three month and less than one year from the date of deposit	6.58	24.91
	271.24	**69.93**

^ Includes balances towards unpaid dividend

Notes to the Consolidated Financial Statements (Contd.)

14 Other Financial Assets - (Current)

Rupees in crores

Particulars	As at 31-03-2025	As at 31-03-2024
Unsecured, considered good :		
- Employee advances	21.85	18.65
- Other bank balances (Bank deposit)	2.09	2.09
- Security deposits	48.64	39.47
- Claims receivable	31.68	34.42
- Loans and advances - Non Related Parties	142.91	41.60
- Interest accrued on Fixed deposit	0.09	-
- Receivable towards sale of fixed assets	62.97	66.43
- Hedge asset - receivable	15.73	-
	325.96	202.66

15 Other Current Assets

Rupees in crores

Particulars	As at 31-03-2025	As at 31-03-2024
Balances with tax authorities	682.41	523.46
Prepaid expense	175.56	138.20
Vendor advance*	199.53	298.67
Trade deposits	5.06	70.71
Incentive receivable from Government^	468.13	182.63
Employee benefit assets (Refer Note 39)	11.88	4.77
Others	19.75	3.96
	1,562.32	**1,222.40**
Less: loss allowance	32.39	22.94
	1,529.93	**1,199.46**

* Balances include balance with related parties [Refer Note 39(c)(i)].

^ Includes EV subsidy receivable of ₹ 210.96 crores (Previous Year ₹148.62 crores)

^ Includes PLI receivable of ₹ 214.35 crores (Previous Year Nil)

16 Equity Share Capital

(a) Authorised, issued, subscribed and fully paid up

Particulars	As at 31-03-2025		As at 31-03-2024	
	Number	Rupees in crores	Number	Rupees in crores
Authorised:				
Equity shares of ₹1/- each	50,00,00,000	50.00	50,00,00,000	50.00
Issued, subscribed and fully paid up:				
Equity shares of ₹1/- each	47,50,87,114	47.51	47,50,87,114	47.51
	47,50,87,114	**47.51**	**47,50,87,114**	**47.51**

(b) Reconciliation of equity shares outstanding at the beginning and at the end of the year

Particulars	As at 31-03-2025		As at 31-03-2024	
	Number	Rupees in crores	Number	Rupees in crores
Shares outstanding at the beginning of the year	47,50,87,114	47.51	47,50,87,114	47.51
Shares issued during the year	-	-	-	-
Shares outstanding at the end of the year	**47,50,87,114**	**47.51**	**47,50,87,114**	**47.51**

Notes to the Consolidated Financial Statements (Contd.)

(c) (i) Rights and preferences attached to equity share:

Every shareholder is entitled to such rights as to attend and vote at the meeting of the shareholders, to receive dividends distributed and also has a right in the residual interest of the assets of the company. Every shareholder is also entitled to right of inspection of documents as provided in the Companies Act, 2013.

(ii) There are no restrictions attached to equity shares.

(d) Shares held by Holding company at the end of the year

Name of shareholder	Class of share	As at 31-03-2025		As at 31-03-2024	
		No. of shares held	% of holding	No. of shares held	% of holding
TVS Holdings Limited, Chennai (Holding Company)	Equity	23,87,82,786	50.26	23,87,82,786	50.26

(e) Shareholders holding more than five percent at the end of the year (other than (d))

Name of shareholder	Class of share	As at 31-03-2025		As at 31-03-2024	
		No. of shares held	% of holding	No. of shares held	% of holding
ICICI Prudential Mutual Fund	Equity	3,49,41,063	7.35	3,75,37,940	7.90

(f) Shares held by Promoters at the end of the year 31.03.2025

Promoter name	Class of share	As at 31-03-2025		As at 31-03-2024		
		No. of shares held	% of holding	No. of shares held	% of holding	% change during the year
TVS Holdings Limited, Chennai (Holding Company)	Equity	23,87,82,786	50.26	23,87,82,786	50.26	-

Shares held by Promoters at the end of the year 31.03.2024

Promoter name	Class of share	As at 31-03-2024		As at 31-03-2023		
		No. of shares held	% of holding	No. of shares held	% of holding	% change during the year
TVS Holdings Limited, Chennai (Holding Company)	Equity	23,87,82,786	50.26	23,87,82,786	50.26	-

17 Other Equity

Rupees in crores

Particulars	As at 31-03-2025	As at 31-03-2024
General reserve	876.24	876.24
Capital reserve	6.51	6.51
Statutory reserve	451.41	297.96
Retained earnings	7,106.24	5,529.37
Other Reserves	15.47	25.93
	8,455.87	**6,736.00**

Notes to the Consolidated Financial Statements (Contd.)

18 Financial Liabilities - Borrowings (Non Current)

Rupees in crores

Nature	Lenders	As at 31-03-2025	As at 31-03-2024	Status as at 31-03-2025			
				Interest Rate	Frequency	No. of Instalments Due	Maturity
Secured Borrowings:							
ECB Loan 1	Bank	300.30	-	7.8%	Bullet	1	Mar-2028
ECB Loan 2	Bank	-	833.00	-	-	-	-
Term Loan 1	Bank	-	47.56	-	-	-	-
Term Loan 2	Bank	138.52	249.44	SOFR + 2.60% p.a	Quarterly	10	Dec-2027
Term Loan 3	Bank	13.64	175.58	5.60%	Monthly	1	Apr-2025
Term Loan 4	Bank	-	62.49	-	-	-	-
Term Loan 5	Bank	-	125.00	-	-	-	-
Term Loan 6	Bank	81.61	324.30	6.35%	Monthly	4	Jul-2025
Term Loan 7	Bank	-	200.00	-	-	-	-
Term Loan 8	Bank	99.99	299.95	7.00%	Quarterly	2	Jul-2025
Term Loan 9	Bank	125.69	291.18	7.25%	Quarterly	3	Jan-2026
Term Loan 10	Bank	125.66	249.45	7.25%	Quarterly	4	Apr-2026
Term Loan 11	Bank	-	83.34	-	-	-	-
Term Loan 12	Bank	209.67	489.08	7.59%	Quarterly	3	Dec-2025
Term Loan 13	Bank	27.19	59.33	7.60%	Monthly	10	Jan-2026
Term Loan 14	Bank	-	41.67	-	-	-	-
Term Loan 15	Bank	20.13	40.00	7.75%	Quarterly	4	Mar-2026
Term Loan 16	Bank	29.39	58.38	7.75%	Monthly	12	Mar-2026
Term Loan 17	Bank	39.99	119.97	8.00%	Quarterly	2	Sep-2025
Term Loan 18	Bank	90.02	209.98	8.05%	Quarterly	3	Oct-2025
Term Loan 19	Bank	-	62.53	-	-	-	-
Term Loan 20	Bank	317.88	456.44	7.10%	Quarterly	9	Jun-2027
Term Loan 21	Bank	105.89	151.61	7.10%	Quarterly	9	Jun-2027
Term Loan 22	Bank	241.35	335.70	7.10%	Quarterly	10	Sep-2027
Term Loan 23	Bank	-	749.18	-	-	-	-
Term Loan 24	Bank	251.25	-	7.15%	Quarterly	8	Mar-2027
Term Loan 25	Bank	62.84	-	7.25%	Quarterly	8	Mar-2027
Term Loan 26	Bank	69.23	100.00	6.85%	Quarterly	9	Jun-2027
Term Loan 27	Bank	-	374.60	-	-	-	-
Term Loan 28	Bank	-	93.65	-	-	-	-
Term Loan 29	Bank	278.05	-	6.39%	Quarterly	9	Jun-2027
Term Loan 30	Bank	219.44	-	6.39%	Monthly	19	Jul-2026
Term Loan 31	Bank	-	100.00	-	-	-	-
Term Loan 32	Bank	72.33	100.63	7.10%	Quarterly	10	Sep-2027
Term Loan 33	Bank	232.19	-	6.71%	Quarterly	10	Sep-2027
Term Loan 34	Bank	149.42	-	6.71%	Monthly	22	Jan-2027
Term Loan 35	Bank	255.44	-	6.89%	Quarterly	11	Dec-2027
Term Loan 36	Bank	178.58	-	6.89%	Monthly	25	Apr-2027
Term Loan 37	Bank	351.96	-	6.60%	Quarterly	13	May-2028
Term Loan 38	Bank	146.00	-	6.60%	Monthly	30	Sep-2027
Term Loan 39	Bank	76.92	99.22	7.45%	Monthly	30	Sep-2027
Term Loan 40	Bank	153.85	-	7.45%	Monthly	30	Sep-2027
Term Loan 41	Bank	76.92	-	7.45%	Monthly	30	Sep-2027
Term Loan 42	Bank	337.91	-	7.45%	Monthly	33	Dec-2027
Term Loan 43	Bank	150.66	249.98	7.52%	Quarterly	6	Jul-2026

Notes to the Consolidated Financial Statements (Contd.)

Rupees in crores

Nature	Lenders	As at 31-03-2025	As at 31-03-2024	Status as at 31-03-2025			
				Interest Rate	Frequency	No. of Instalments Due	Maturity
Term Loan 44	Bank	400.36	400.00	8.10%	Bullet	1	May-2026
Term Loan 45	Bank	262.50	300.00	7.72%	Quarterly	7	Dec-2026
Term Loan 46	Bank	175.56	249.98	7.65%	Quarterly	7	Oct-2026
Term Loan 47	Bank	164.71	-	7.76%	Quarterly	9	May-2027
Term Loan 48	Bank	411.92	499.95	8.25%	Quarterly	9	Apr-2027
Term Loan 49	Bank	249.99	249.97	8.00%	Bullet	1	Sep-2025
Term Loan 50	Bank	249.95	249.92	8.00%	Bullet	1	Jun-2026
Term Loan 51	Bank	299.92	-	8.10%	Bullet	1	Sep-2027
Term Loan 52	Bank	671.26	999.73	7.69%	Quarterly	8	Mar-2027
Term Loan 53	Bank	-	299.73	-	-	-	-
Term Loan 54	Bank	3,011.31	-	8.30%	Quarterly	15	Nov-2028
Term Loan 55	Bank	75.00	124.97	7.87%	Half Yearly	3	Aug-2026
Term Loan 56	Bank	206.27	281.22	8.35%	Quarterly	11	Dec-2027
Term Loan 57	Bank	291.73	-	8.35%	Quarterly	10	Sep-2027
Term Loan 58	Bank	124.95	-	8.35%	Quarterly	10	Sep-2027
Term Loan 59	Bank	-	124.99	-	-	-	-
Term Loan 60	Bank	33.30	49.96	8.30%	Quarterly	8	Mar-2027
Term Loan 61	Bank	100.00	-	8.30%	Quarterly	8	Mar-2027
Term Loan 62	Bank	532.92	746.10	7.74%	Quarterly	10	Oct-2027
Term Loan 63	Bank	99.39	-	7.95%	Quarterly	15	Dec-2028
Term Loan 64	Bank	-	299.90	-	-	-	-
Term Loan 65	Bank	400.00	720.00	8.50%	Quarterly	5	Jun-2026
Term Loan 66	Bank	120.03	199.84	8.50%	Quarterly	6	Jul-2026
Term Loan 67	Bank	291.67	458.23	8.50%	Quarterly	7	Nov-2026
Term Loan 68	Bank	416.68	-	8.50%	Quarterly	10	Sep-2027
Term Loan 69	Bank	229.22	-	8.50%	Quarterly	11	Nov-2027
Term Loan 70	Bank	229.22	-	8.50%	Quarterly	11	Dec-2027
Term Loan 71	Bank	-	124.93	-	-	-	-
Term Loan 72	Bank	31.46	156.25	7.84%	Quarterly	1	Apr-2025
Term Loan 73	Bank	167.72	333.20	7.84%	Quarterly	4	Feb-2026
Term Loan 74	Bank	120.89	299.95	8.40%	Quarterly	2	Sep-2025
Term Loan 75	Bank	80.83	299.95	8.40%	Quarterly	2	Oct-2025
Term Loan 76	Bank	181.37	-	8.40%	Quarterly	9	Jun-2027
Term Loan 77	Bank	503.43	-	8.30%	Quarterly	10	Dec-2027
Term Loan 78	Bank	150.01	349.94	8.30%	Quarterly	3	Dec-2025
Term Loan 79	Bank	245.44	-	8.5%	Quarterly	9	Jun-2027
Term Loan 80	Bank	272.79	-	8.5%	Quarterly	10	Jul-2027
Term Loan 81	Bank	363.72	-	8.5%	Quarterly	10	Aug-2027
Term Loan 82	Bank	500.02	-	8.1%	Quarterly	11	Dec-2027
Term Loan 83	Bank	500.11	-	8.1%	Quarterly	11	Mar-2028
Term Loan 84	Others	231.41	299.94	8.3%	Monthly	33	Dec-2027
Term Loan 85	Others	334.87	499.84	8.1%	Quarterly	9	Mar-2027
Term Loan 86	Others	-	40.00	-	-	-	-
Term Loan 87	Others	376.78	-	7.8%	Quarterly	9	May-2027
Soft Loan	State owned corporation - I	-	3.33	-	-	-	-
Soft Loan	State owned corporation -II	10.11	9.68	0.1%	Specific period	2	Apr-2030

Notes to the Consolidated Financial Statements (Contd.)

Rupees in crores

Nature	Lenders	As at 31-03-2025	As at 31-03-2024	Status as at 31-03-2025			
				Interest Rate	Frequency	No. of Instalments Due	Maturity
Debentures	8.15% Secured Non Convertible Debenture	-	425.00	-	-	-	-
Debentures	8.30% Secured Non Convertible Debenture	833.80	800.00	8.3%	Bullet	2	Sep-2025
Debentures	8.35% Secured Non Convertible Debenture	516.10	-	8.4%	Bullet	2	Oct-2027
Debentures	8.25% Secured Non Convertible Debenture	534.77	-	8.3%	Bullet	2	Dec-2027
Debentures	8.25% Secured Non Convertible Debenture	502.95	-	8.3%	Bullet	3	Mar-2028
Debentures	8.15% Secured Non Convertible Debenture	237.84	225.00	8.2%	Bullet	1	Jun-2026
Unsecured Borrowings:							
Debentures	Non Convertible Debentures - I	124.93	124.87	Repo Rate plus Margin	End of Tenure	1	Mar-2026
Term Loan 1	Bank	289.98	429.96	6.3%	Quarterly	8	Mar-2027
Term Loan 2	Bank	14.83	17.49	2.1%	Quarterly	3	Apr-2026
Term Loan 3	Bank	15.16	-	SONIA + 2.8%	Bullet	1	Apr-2026
Term Loan 4	Bank	-	20.35	SONIA + Margin	Bullet	1	Apr-2024
Term Loan 5	Others	11.62	14.73	0.8%	Annual	7	Nov-2031
Term Loan 6	Bank	46.46	199.56	Repo Rate plus Margin	Quarterly	4	Mar-2026
Term Loan 7	Bank	104.17	187.38	Repo Rate plus Margin	Quarterly	6	Jul-2026
Term Loan 8	Bank	312.18	499.08	Repo Rate plus Margin	Quarterly	5	May-2026
Term Loan 9	Bank	300.00	-	Repo Rate plus Margin	Quarterly	12	Mar-2028
Term Loan 10	Bank	150.00	-	Repo Rate plus Margin	Quarterly	12	Mar-2028
Term Loan 11	Bank	150.00	-	Repo Rate plus Margin	Quarterly	20	Mar-2030
Term Loan 12	Bank	200.00	-	Repo Rate plus Margin	Quarterly	12	Apr-2028
Sales Tax Deferral	Others	47.18	62.91	Nil	Yearly	3	Jun-2027
Sub Debt	Others	-	99.90	-	-	-	-
Sub Debt	Others	154.27	168.42	9.4%	Bullet	1	Jun-2026
Sub Debt	Others	151.33	129.02	9.4%	Bullet	1	Aug-2026
Sub Debt	Others	101.90	99.00	8.9%	Bullet	1	Jun-2027
Sub Debt	Others	359.38	350.00	8.9%	Bullet	1	Jun-2027
Sub Debt	Others	102.22	100.00	10.0%	Bullet	1	Jul-2026

Notes to the Consolidated Financial Statements (Contd.)

Rupees in crores

Nature	Lenders	As at 31-03-2025	As at 31-03-2024	Status as at 31-03-2025			
				Interest Rate	Frequency	No. of Instalments Due	Maturity
Sub Debt	Others	101.45	95.00	9.5%	Bullet	1	Jan-2028
Sub Debt	Others	324.00	305.00	9.5%	Bullet	1	Jan-2028
Sub Debt	Others	201.18	200.00	9.4%	Bullet	1	Aug-2028
Sub Debt	Others	512.29	500.38	9.3%	Bullet	1	Jun-2029
Sub Debt	Others	157.63	-	9.4%	Bullet	1	Apr-2030
Perpetual Debt	Others	103.57	99.91	11.5%	Bullet	1	Nov-2027
Total non current borrowings		24,809.93	20,657.68				
Less: Current Maturities of non current borrowings		10,877.25	8,028.36				
Total non current financial liabilities (borrowings)		**13,932.68**	**12,629.32**				

Details of securities created:

- Term Loan 2 received from bank of ₹138.52 Crores is to be secured by a charge over the subsidiary's plant and machinery. At 31st March 2025, the subsidiary is in the process of creating this charge against the security.
- Term Loan and ECB loan received from Banks and Other Parties of ₹ 18,000.10 Crores inclusive of Current and Non-Current Dues (As at 31st March 2024: ₹ 15,194.72 Crores) is fully secured by exclusive floating charge against hypothecation of receivables under the financing activity of the Company.
- Loan from State owned corporation - II viz., SIPCOT - First charge on the specific plant and equipment and also secured by equitable mortgage created by way of deposit of title deeds of land.
- Non Convertible Debentures of ₹ 2,625.46 Crores inclusive of Current and Non-Current Dues (As at 31st March 2024: ₹ 1,450 Crores) is fully secured by exclusive floating charge against hypothecation of receivables under the financing activity of the Company.

19 Provisions

Rupees in crores

Particulars	As at 31-03-2025		As at 31-03-2024	
	Current	Non-current	Current	Non-current
Provision for employee benefits:				
(a) Pension	59.38	160.48	67.05	126.60
(b) Leave salary	28.47	121.86	32.37	120.64
(c) Gratuity	1.11	2.49	0.17	0.86
Others:				
(a) Warranty	129.31	37.73	67.05	22.08
	218.27	**322.57**	**166.64**	**270.18**

Notes to the Consolidated Financial Statements (Contd.)

20 Deferred Tax Liabilities (Net)

Rupees in crores

Particulars	As at 31-03-2025	As at 31-03-2024
The balance comprises temporary differences attributable to:		
- Depreciation	410.58	351.61
- others	18.60	19.49
Total deferred tax liability (A)	**429.18**	**371.10**
Deferred tax asset consists of :		
- tax on employee benefit expenses	38.74	54.46
- tax on warranty provision	37.99	23.95
- tax on others	66.43	96.23
Total deferred tax assets (B)	**143.16**	**174.64**
Net deferred tax liability (B)-(A)	**286.02**	**196.46**

Movement in deferred tax :

Rupees in crores

Particulars	Depreciation	Others	Total
As at 31-03-2023			208.37
Charged/(credited):			
- to profit or loss	35.10	(40.80)	(5.70)
- to other comprehensive income	-	(6.21)	(6.21)
As at 31-03-2024			**196.46**
Charged/(credited):			
- to profit or loss	58.97	(22.91)	36.06
- to other comprehensive income	-	5.68	5.68
- to subsidary acquisition	-	26.59	26.59
- relating to earlier years	-	21.23	21.23
As at 31-03-2025			**286.02**

21 Financial Liabilities - Borrowings (Current)

Rupees in crores

Particulars	As at 31-03-2025	As at 31-03-2024
Borrowings repayable on demand from banks		
Secured*	1,909.73	3,618.07
Unsecured	33.03	486.18
Short term loans:		
From banks :		
Secured	-	-
Unsecured	863.07	524.69
From others (unsecured)	-	-
Current Maturities of long term borrowings	10,877.25	8,028.36
	13,683.08	**12,657.30**

* Secured short term borrowings from banks are related to subsidiaries and details of securities created are as follows:

a) Working capital loan and cash credit of ₹ 1,792.38 crores obtained are secured by hypothecation of receivables under the financing activity of the Subsidiary.

b) Cash credit and working capital loan of ₹ 117.35 crores obtained are secured by hypothecation of receivables and inventories of the Subsidiary, both present and future.

Notes to the Consolidated Financial Statements (Contd.)

22 Trade Payables

Rupees in crores

Particulars	As at 31-03-2025	As at 31-03-2024
Dues to Micro and Small Enterprises**	45.51	62.38
Dues to enterprises other than Micro and Small Enterprises#	7,515.75	6,575.84
	7,561.26	**6,638.22**

**Dues to Micro and Small Enterprises have been determined to the extent such parties have been identified on the basis of information received by the management. The entire closing balance represents the principal amount payable to these enterprises and there is no principal and interest, due thereon and remaining unpaid as at end of the year.

#Balances include balances due to related parties [Refer Note 41(c)(ii)].

(i) Ageing for trade payable as on 31.03.2025

Rupees in crores

Particulars	Outstanding for following periods from due date of payment					
	Not Due	<1 Yr.	1-2 years	2-3 years	More than 3 years	Total
(i) Micro and Small Enterprises (MSME)	45.51	-	-	-	-	45.51
(ii) Others	3,698.24	1,910.24	34.82	19.52	26.56	5,689.28
(iii) Disputed dues - MSME	-	-	-	-	-	-
(iv) Disputed dues - Others	-	-	-	-	-	-
Total (i) to (iv)	3,743.75	1,910.14	34.82	19.52	26.56	5,734.79
Accrued expenses						1,826.47
Total						**7,561.26**

(ii) Ageing for trade receivable as on 31.03.2024

Rupees in crores

Particulars	Outstanding for following periods from due date of payment					
	Not Due	<1 Yr.	1-2 years	2-3 years	More than 3 years	Total
(i) Micro and Small Enterprises (MSME)	62.38	-	-	-	-	62.38
(ii) Others	3,258.68	1,703.42	29.87	19.53	22.31	5,033.82
(iii) Disputed dues - MSME	-	-	-	-	-	-
(iv) Disputed dues - Others	-	-	-	-	-	-
Total (i) to (iv)	3,321.06	1,703.42	29.87	19.53	22.31	5,096.20
Accrued expenses						1,542.02
Total						**6,638.22**

23 Other Financial Liabilities

Rupees in crores

Particulars	As at 31-03-2025	As at 31-03-2024
Interest accrued but not due on loans	9.71	186.76
Interest accrued and due on loans *	0.88	0.44
Trade deposits received	47.83	170.71
Unpaid dividends	215.14	4.07
(Not due for transfer to Investor Education and Protection Fund)		
Payables against capital goods	61.10	80.91
Hedge liability (Net)	14.57	15.29
Others	51.16	1.40
	400.39	**459.58**

* Subsidiary has made funds available with the banks and the same has been appropriated subsequently

Notes to the Consolidated Financial Statements (Contd.)

24 Other Current Liabilities

Rupees in crores

Particulars	As at 31-03-2025	As at 31-03-2024
Statutory dues	237.54	275.01
Employee related	370.36	343.31
Advance received from customers	394.01	258.28
Deferred income	27.71	29.89
	1,029.62	**906.49**

25 Revenue from Operations

Rupees in crores

Particulars	Year Ended 31-03-2025	Year Ended 31-03-2024
Revenue from Contract with Customers:		
i. Sale of products	36,794.88	32,590.99
ii. Sale of services	92.56	77.47
Interest income of financial enterprise	5,798.41	5,111.07
Other operating revenue[#]	1,403.16	999.29
	44,089.01	**38,778.82**

[#] Includes Government Grants of ₹ 488.48 crores (Last year ₹ 237.02 crores)

26 Other Income

Rupees in crores

Particulars	Year Ended 31-03-2025	Year Ended 31-03-2024
Dividend income - from other investments designated as Fair Valued through OCI	-	0.65
Interest income	27.16	22.10
Profit on sale of investment (Net)	1.02	89.47
Profit on sale of property, plant and equipment (Net)	9.15	3.38
(Loss)/Gain on valuation of investments Fair Valued through profit and loss (Net)	(78.27)	(26.93)
Gain on disposal of associate	95.14	-
Other non-operating income	15.36	17.15
	69.56	**105.82**

Notes to the Consolidated Financial Statements (Contd.)

27 Material Cost

Rupees in crores

Particulars		Year Ended 31-03-2025	Year Ended 31-03-2024
Cost of materials consumed			
Opening stock of raw materials and components		967.19	925.40
Add: Purchases		25,972.50	23,623.69
		26,939.69	**24,549.09**
Less: Closing stock of raw materials and components		971.25	967.19
		25,968.44	**23,581.90**
Purchases of stock-in-trade		**834.62**	**1,011.69**
Changes in inventories of finished goods, work-in-progress and stock-in-trade:			
Opening stock:			
Work-in-progress		54.64	53.99
Stock-in-trade		532.60	295.35
Finished goods		547.80	462.33
	(A)	**1,135.04**	**811.67**
Closing stock:			
Work-in-progress		50.80	54.64
Stock-in-trade		680.28	532.60
Finished goods		483.18	547.80
	(B)	**1,214.26**	**1,135.04**
	(A)-(B)	**(79.22)**	**(323.37)**

28 Employee Benefits Expense

Rupees in crores

Particulars	Year Ended 31-03-2025	Year Ended 31-03-2024
Salaries, wages and bonus	3,071.09	2,830.93
Employee Share-based payment expense	33.08	-
Contribution to provident and other funds	248.05	216.07
Staff welfare expenses	228.66	250.72
	3,580.88	**3,297.72**

29 Finance Costs

Rupees in crores

Particulars	Year Ended 31-03-2025	Year Ended 31-03-2024
Interest on borrowings	2,042.71	1,845.35
Other borrowing cost	7.79	11.22
Interest on lease liabilities	40.45	60.54
Exchange differences	2.30	(0.51)
	2,093.25	**1,916.60**

30 Depreciation and Amortisation Expense

Rupees in crores

Particulars	Year Ended 31-03-2025	Year Ended 31-03-2024
Depreciation on property, plant and equipment	551.49	517.24
Amortisation on right of use asset	196.92	217.64
Amortisation on intangible assets	297.15	221.27
	1,045.56	**956.15**

Notes to the Consolidated Financial Statements (Contd.)

31 Other Expenses

Rupees in crores

Particulars		Year Ended 31-03-2025	Year Ended 31-03-2024
(a)	Consumption of stores, spares and tools	55.94	55.25
(b)	Power and fuel	118.63	104.53
(c)	Repairs - buildings	46.33	37.60
(d)	Repairs - plant and equipment	232.10	152.62
(e)	Insurance	63.08	47.58
(f)	Rates and taxes (excluding taxes on income)	42.27	14.75
(g)	Audit fees	4.35	3.31
(h)	Cost audit fees	0.08	0.08
(i)	Packing and freight charges	592.12	551.33
(j)	Advertisement and publicity	819.45	596.37
(k)	Other marketing expenses	794.12	590.95
(l)	Foreign exchange loss (Net)	12.65	7.85
(m)	Loss allowance for expected credit losses relating to loans	1,295.33	1,127.04
(n)	Corporate social responsibility expenditure	50.00	40.00
(o)	Contributions to electoral trust/Bonds	13.00	40.00
(p)	Miscellaneous expenses (under this head there is no expenditure which is in excess of 1% of revenue from operations or ₹ 10 lakh, whichever is higher)	2,996.12	2,363.60
		7,135.57	**5,732.86**

32 Tax Expense and Reconciliation

(a) Tax expense

Rupees in crores

Particulars	Year Ended 31-03-2025	Year Ended 31-03-2024
Current tax:		
Current tax on profits for the year	1,192.80	1,012.63
Adjustments for current tax of prior periods	-	-
(A)	**1,192.80**	**1,012.63**
Deferred tax:		
Decrease / (increase) in deferred tax assets	(80.83)	(107.50)
(Decrease) / increase in deferred tax liabilities	36.06	19.25
(B)	**(44.77)**	**(88.25)**
(A + B)	**1,148.03**	**924.38**

(b) Reconciliation of tax expense and the accounting profit multiplied by India's tax rate

Rupees in crores

Particulars	Year Ended 31-03-2025	Year Ended 31-03-2024
Profit before income tax expense	**3,527.84**	**2,702.92**
Tax expense at 25.168% (Previous year 25.168%)	887.89	680.27
Add/(Less): Taxes impact on		
- Tax on income chargeable at lower rates	(32.97)	(39.40)
- Expenses not admissible for deduction	37.93	34.64
- Timing and Tax rate difference on subsidiaries losses	279.72	234.49
- Others	(24.54)	14.39
	1,148.03	**924.38**

Notes to the Consolidated Financial Statements (Contd.)

33 Fair Value Measurements

Rupees in crores

Particulars	As at 31-03-2025			As at 31-03-2024		
	FVTPL*	FVTOCI*	Amortised cost	FVTPL*	FVTOCI*	Amortised cost
Financial assets						
Investments						
- Equity instruments	233.19	194.15	-	163.19	151.09	-
- Preference shares	-	225.18	-	-	74.67	12.70
- Other non current investments	-	37.43	-	-	32.79	-
- Debt Instruments	78.54	-	311.76	85.18	-	139.02
Trade receivables	-	-	1,716.75	-	-	1,839.42
Loans (receivable from financing activity)	-	-	26,300.47	-	-	25,471.81
Fixed deposit with banks	-	-	8.67	-	-	27.00
Cash and cash equivalents	-	-	4,115.00	-	-	2,355.80
Earmarked balances with banks	-	-	264.66	-	-	45.02
Derivative financial asset	-	15.73	-	-	90.67	-
Other financial assets	-	-	468.38	-	-	305.42
Total financial assets	**311.73**	**472.49**	**33,185.69**	**248.37**	**349.22**	**30,196.19**
Financial liabilities						
Borrowings	-	-	27,615.76	-	-	25,286.62
Trade payables	-	-	7,561.26	-	-	6,638.22
Derivative financial liability	-	14.57	-	-	15.29	-
Lease liability	-	-	992.95	-	-	719.08
Other financial liability	-	-	385.82	-	-	444.29
Total financial liabilities	**-**	**14.57**	**36,555.79**	**-**	**15.29**	**33,088.21**

* FVTPL - Fair Valued Through Profit and Loss FVTOCI - Fair Valued Through Other Comprehensive Income

(i) Fair value hierarchy

This section explains the judgements and estimates made in determining the fair values of the financial instruments that are recognised and measured at fair value and that are measured at amortised cost, for which fair values are disclosed in the financial statements. To provide an indication about the reliability of the inputs used in determining fair value, the Company has classified its financial instruments into the three levels prescribed under the accounting standard. An explanation of each level follows underneath the table.

Financial assets and liabilities measured at fair value - recurring fair value measurements

Rupees in crores

As at 31-03-2025	Notes	Level 1	Level 2	Level 3	Total
Financial assets					
Financial Investments at FVTPL	4	233.19	-	78.54	311.73
Financial Investments at FVTOCI	4	1.20	37.43	418.13	456.76
Derivatives	6,14	-	15.73	-	15.73
		234.39	**53.16**	**496.67**	**784.22**
Financial liabilities					
Derivatives	23	-	14.57	-	14.57
		-	**14.57**	**-**	**14.57**

Assets and liabilities which are measured at amortised cost for which fair values are disclosed

Rupees in crores

As at 31-03-2025	Notes	Level 1	Level 2	Level 3	Total
Financial assets					
Debt instruments	4	-	-	311.76	311.76
		-	**-**	**311.76**	**311.76**
Financial liabilities					
Borrowings	18,21	-	-	27,615.76	27,615.76
		-	**-**	**27,615.76**	**27,615.76**

Notes to the Consolidated Financial Statements (Contd.)

Financial assets and liabilities measured at fair value - recurring fair value measurements

Rupees in crores

As at 31-03-2024	Notes	Level 1	Level 2	Level 3	Total
Financial assets					
Financial Investments at FVTPL	4	163.19	-	85.18	248.37
Financial Investments at FVTOCI	4	1.33	32.79	224.43	258.55
Derivatives	6,14	-	90.67	-	90.67
		164.52	**123.46**	**309.61**	**597.59**
Financial liabilities					
Derivatives	23	-	15.29	-	15.29
		-	**15.29**	**-**	**15.29**

Assets and liabilities which are measured at amortised cost for which fair values are disclosed

Rupees in crores

As at 31-03-2024	Notes	Level 1	Level 2	Level 3	Total
Financial assets					
Investments:					
Debt instruments	4	-	-	139.02	139.02
		-	**-**	**139.02**	**139.02**
Financial liabilities					
Borrowings	18,21	-	-	25,286.62	25,286.62
		-	**-**	**25,286.62**	**25,286.62**

Level 1: Level 1 hierarchy includes financial instruments measured using quoted prices. This includes listed equity instruments that have quoted price. The fair value of all equity instruments (including bonds) which are traded in the stock exchanges is valued using the closing price as at the end of the reporting period. The mutual funds are valued using the closing NAV.

Level 2: The fair value of financial instruments that are not traded in an active market is determined using valuation techniques which maximise the use of observable market data and rely as little as possible on entity-specific estimates. If all significant inputs required to fair value an instrument are observable, the instrument is included in level 2.

Level 3: If one or more of the significant inputs are not based on observable market data, the instrument is included in level 3. This is the case for unlisted equity securities, preference shares and other non current investments included in level 3.

There are no transfers among three levels.

The Company's policy is to recognise transfers in and transfers out of fair value hierarchy levels as at the end of the reporting period.

(ii) Valuation technique used to determine fair value (Level 2)

Specific valuation techniques used to value financial instruments include:

- the use of quoted market prices or dealer quotes for similar instruments
- the fair value of interest rate swaps is calculated as the present value of estimated cash flows based on observable yield curves.
- the fair value of forward exchange contract and principal only swap is determined using forward exchange rate at the balance sheet date.
- the fair value of the remaining financial instruments is determined using discounted cash flow analysis.

Notes to the Consolidated Financial Statements (Contd.)

(iii) Fair value measurements using significant unobservable inputs (Level 3)

Particulars	Unlisted Equity Shares	Preference shares	Debt instruments	Total
As at 31-03-2023	407.40	16.33	49.12	472.85
Additions / (deletions)	4.50	94.36	-	98.86
Investment in associate - accounted using equity method	(76.58)	-	-	(76.58)
Reclassified from Level 3 to Level 1	(191.92)	-	-	(191.92)
Gains/(losses) recognised in other comprehensive income	6.40	-	-	6.40
As at 31-03-2024	**149.80**	**110.69**	**49.12**	**309.61**
Additions / (deletions)	22.99	114.49	29.42	166.90
Gains/(losses) recognised in other comprehensive income	20.16	-	-	20.16
As at 31-03-2025	**192.95**	**225.18**	**78.54**	**496.67**

Rupees in crores

Particulars	Fair value as at		Significant unobservable input		Probability weighted range for the year ended	
	31-03-2025	31-03-2024			31-03-2025	31-03-2024
Preference Shares	225.18	74.67	a)	Earnings growth rate	1-3%	1-3%
			b)	Risk adjusted discount rate	8%	8%
Debt Instruments	78.54	85.18	a)	Earnings growth rate	1-3%	1-3%
			b)	Risk adjusted discount rate	8%	8%
Unquoted Equity shares*	192.95	149.76	a)	Earnings growth rate	1-3%	1-3%
			b)	Risk adjusted discount rate	8%	8%

* Sensitivity is not significant.

(iv) Valuation processes

Discount rates are determined using a capital asset pricing model to calculate a pre-tax rate that reflects current market assessments of the time value of money and the risk specific to the asset. Earnings growth factor of preference shares are based on cash flow projections of future earnings of the Company and unlisted equity securities are estimated based on market information for similar types of companies. Risk adjustments have been derived based on the market risk premium adjusted for companies relevant financial data.

(v) Fair value of financial assets and liabilities measured at amortised cost

Rupees in crores

Particulars	31-03-2025		31-03-2024	
	Carrying amount	Fair value	Carrying amount	Fair value
Financial assets				
Investments:				
Debt instruments	311.76	311.76	139.02	139.02
	311.76	**311.76**	**139.02**	**139.02**
Financial liabilities				
Borrowings	27,615.76	27,615.76	25,286.62	25,286.62
	27,615.76	**27,615.76**	**25,286.62**	**25,286.62**

The carrying amounts of trade receivables, trade payables, cash and cash equivalents and other current financial assets and liabilities are considered to be the same as their fair values, due to their short-term nature.

The fair values for preference shares and other debt instruments were calculated based on cash flows discounted using a current lending rate, which approximates the carrying value. They are classified as level 3 fair values in the fair value hierarchy due to the inclusion of unobservable inputs, including counterparty credit risk

The fair values of non-current borrowings are based on discounted cash flows using a current borrowing rate, which approximates the carrying value. They are classified as level 3 fair values in the fair value hierarchy due to the inclusion of unobservable inputs including own credit risk.

For financial assets and liabilities that are measured at fair value, the carrying amounts are equal to the fair values.

Notes to the Consolidated Financial Statements (Contd.)

34 Financial Risk Management

The Group's activities exposes it to market risk, liquidity risk and credit risk. This note explains the sources of risk which the entity is exposed to and how the entity manages the risk and the impact of hedge accounting in the financial statements.

Risk	Exposure arising from	Risk Parameters and Mitigation
Credit risk	Cash, Cash equivalents and Trade receivables	Credit risk primarily arises from cash and cash equivalents, trade receivables and investments carried at amortised cost. The Company considers the probability of default upon initial recognition of asset and whether there has been a significant increase in credit risk on an ongoing basis throughout each reporting period. To assess whether there is a significant increase in credit risk the Company compares the risk of a default occurring on the asset as at the reporting date with the risk of default as at the date of initial recognition. It considers available, reasonable and supportive forward-looking information (more specifically described below). In general, it is presumed that credit risk has significantly increased since initial recognition if the payments are more than 30 days past due. A default on a financial asset is when the counterparty fails to make contractual payments within 60 days, when they fall due. This definition of default is determined by considering the business environment in which entity operates and other macro-economic factors.
	a. Cash and Cash Equivalents	Surplus cash is deposited only with banks / financial institutions with a high external credit rating.
	b. Domestic Trade Receivables	Domestic sales to the Dealers are based on advance payments received through banking channels or through inventory funding facilities availed by them from the banks. The Company extends limited credit to the dealers and such extension of credit is based on dealers' credit worthiness, ability to repay and past track record. The Company has extensive reporting and review system to constantly monitor the outstandings.
	c. Export Trade Receivables	The Company's export business is mostly based on Letters of credit. Export receivables are also covered through Insurance with ECGC Limited.
Liquidity risk	INR denominated borrowings [other than soft loans given by Govt. Authorities]	The company's liquidity management policy involves projecting cash flows in major currencies and considering the level of liquid assets necessary to meet these, monitoring balance sheet liquidity ratios against internal and external regulatory requirements and maintaining debt financing plans. The Company works out a detailed annual operating plans to assess the fund requirements - both short term and long term. Detailed month wise cash flow forecast is also carried out along with required sensitivities. Based on these factors adequate working capital credit limits are organised in advance. Company has pre-approved credit lines with various banks and these are constantly reviewed and approved by the Board. For long term fund requirements, Company targets various options such as rupee term loan, external commercial borrowing, debentures etc. The Company obtains a credit rating for the various borrowing facilities on annual basis. Company constantly monitors the free cash flow from operations to ensure that the borrowing is minimized.
Market risk	(i) Foreign exchange	The Company operates internationally and is exposed to foreign exchange risk arising from foreign currency transactions. Foreign exchange risk arises from future commercial transactions and recognised assets and liabilities denominated in a currency that is not the company's functional currency (INR). The risk is measured through a forecast of highly probable foreign currency cash flows. The Company has a forex management policy which is duly approved by the Board. The objective of the hedges when taken is to minimise the volatility of the INR cash flows of highly probable forecast transactions.
	a. Export trade receivables and Import Payables	The company has a forex management policy duly approved by the Board. The Company's policy is to hedge most of its net currency exposure. Company reviews the forex exposure on a regular basis and also reports its adherence to the Board on a quarterly basis. The recording and reporting requirements are strictly adhered.
	b. Foreign currency denominated borrowings	The Company has hedged its borrowings by covering the principal repayments.
	(ii) Interest rate Foreign currency denominated borrowings	The Company's main interest rate risk arises from long-term borrowings with variable rates, which expose the Company to cash flow interest rate risk. Company's policy is to maintain most of its borrowings at fixed rate using interest rate swaps to achieve this when necessary. The Company's fixed rate borrowings are carried at amortised cost. They are therefore not subject to interest rate risk as defined in Ind AS 107, since neither the carrying amount nor the future cash flows will fluctuate because of a change in market interest rates.

Notes to the Consolidated Financial Statements (Contd.)

(A) Credit risk (except Loans from financing activity covered under Note: 35)

Basis of recognition of expected credit loss provision

Rating	Category	Description of category	Investments	Loans and deposits	Trade receivables
1	High Quality assets, negligible credit risk	Assets where the counter-party has strong capacity to meet the obligations and where the risk of default is negligible or nil.	12 month expected credit losses	12 month expected credit losses	Life time expected credit losses (simplified approach)
2	Quality assets, low credit risk	Assets where there is low risk of default and where the counter-party has sufficient capacity to meet the obligations and where there has been low frequency of defaults in the past			
3	Standard Assets, moderate credit risk	Assets where the probability of default is considered moderate and where the counter-party's capacity to meet the obligations is not strong.			
4	Substandard Assets, relatively high credit risk	Assets where there has been a significant increase in credit risk since initial recognition.	Life time expected credit losses		
5	Low quality assets, very high credit risk	Assets where there is a high probability of default. Also includes assets where the credit risk of counter-party has increased significantly though payments may not be more than 180 days past due.			
6	Doubtful assets, credit impaired	Assets are written off when there is no reasonable expectation of recovery, such as a debtor declaring bankruptcy or failing to engage in a repayment plan with the Company. Where loans or receivables have been written off, the Company continues to engage in enforcement activity to attempt to recover the receivable due. Where recoveries are made, these are recognised in profit or loss.	Asset is written off		

As at 31-03-2025

a) Expected credit loss for investments, loans and other financial assets

Rupees in crores

Particulars	Internal rating	Asset/Asset group	Gross carrying amount	Expected probability of default	Expected credit loss	Carrying amount net of impairment provision
Loss allowance measured at 12 month expected credit loss	2	Investments at amortised cost	311.76	0%	-	311.76
	1	Other financial assets	468.38	0%	-	468.38

b) Expected credit loss for trade receivables under simplified approach

Rupees in crores

Particulars	0 to 180 days past due	More than 180 days past due	Total
Gross carrying amount	1,208.13	552.32	1,760.45
Expected loss rate	1%	6%	2%
Expected credit losses	8.96	34.74	43.70
Carrying amount of trade receivables	1,199.17	517.58	1,716.75

As at 31-03-2024

a) Expected credit loss for investments, loans and other financial assets

Rupees in crores

Particulars	Internal rating	Assets/Asset group	Gross carrying amount	Expected probability of default	Expected credit loss	Carrying amount net of impairment provision
Loss allowance measured at 12 month expected credit loss	2	Investments at amortised cost	139.02	0%	-	139.02
	1	Other financial assets	305.42	0%	-	305.42

Notes to the Consolidated Financial Statements (Contd.)

b) Expected credit loss for trade receivables under simplified approach

Rupees in crores

Particulars	0 to 180 days past due	More than 180 days past due	Total
Gross carrying amount	1,243.54	644.22	1,887.76
Expected loss rate	-	8%	3%
Expected credit losses	-	48.34	48.34
Carrying amount of trade receivables	1,243.54	595.88	1,839.42

Reconciliation of loss allowance provision - Trade receivables

Loss allowance 01-04-2023	49.49
Changes in loss allowance	(1.15)
Loss allowance 31-03-2024	48.34
Changes in loss allowance	(4.64)
Loss allowance 31-03-2025	43.70

(B) Liquidity risk

(i) Financing arrangements

The company had access to the following undrawn borrowing facilities at the end of the reporting period:

Rupees in crores

Particulars	As at 31-03-2025	As at 31-03-2024
Floating rate		
- Expiring within one year (bank overdraft and other facilities)	7,227.63	6,016.41
- Expiring beyond one year (bank loans)	-	43.63

The bank overdraft facilities may be drawn at any time and may be terminated by the bank without notice. Subject to the continuance of satisfactory credit ratings, the bank loan facilities may be drawn at any time in INR except for one subsidary in USD and have an average maturity ranging from 30 to 180 days.

(ii) Maturities of financial liabilities

The tables below analyse the Company's financial liabilities into relevant maturity groupings based on their contractual maturities for:

a) all non-derivative financial liabilities, and

b) net and gross settled derivative financial instruments for which the contractual maturities are essential for an understanding of the timing of the cash flows.

As at 31-03-2025

Rupees in crores

Contractual Maturities of Financial Liabilities	Less than 3 months	3 months to 6 months	6 months to 1 year	1 year to 5 years	More than 5 years	Total
Borrowings	3,009.21	3,718.42	8,275.19	15,083.29	154.73	30,240.84
Lease Liabilities	61.50	63.09	116.53	755.19	36.80	1,033.11
Trade payables	7,561.26	-	-	-	-	7,561.26
Other financial liabilities	385.82	-	-	-	-	385.82
Derivatives	14.57	-	-	-	-	14.57

As at 31-03-2024

Rupees in crores

Contractual Maturities of Financial Liabilities	Less than 3 months	3 months to 6 months	6 months to 1 year	1 year to 5 years	More than 5 years	Total
Borrowings	2,563.72	2,402.25	7,691.33	12,094.42	536.61	25,288.33
Lease Liabilities	54.93	54.25	106.22	545.25	58.95	819.60
Trade payables	6,638.22	-	-	-	-	6,638.22
Other financial liabilities	444.29	-	-	-	-	444.29
Derivatives	15.29	-	-	-	-	15.29

The amounts disclosed in the table are the contractual undiscounted cash flows. Balances due within 12 months equal their carrying balances as the impact of discounting is not significant.

Notes to the Consolidated Financial Statements (Contd.)

(C) Market risk

i) Foreign exchange risk

The company's exposure to foreign currency risk at the end of the reporting period expressed in INR, are as follows:

Rupees in crores

Particulars	As at 31-03-2025		As at 31-03-2024	
Exposure in foreign currency	USD	EUR	USD	EUR
Financial assets				
Trade receivables	1,278.36	56.39	1,544.44	87.45
Investments	248.32	49.70	146.67	8.46
Derivative assets				
Foreign exchange forward contracts				
Sell foreign currency	(711.31)	(40.45)	(888.20)	(87.45)
Financial liabilities				
Foreign currency loan	629.36	-	1,123.61	-
Trade payables	372.22	17.67	135.70	15.25
Derivative liabilities				
Foreign exchange forward contracts				
Buy foreign currency	-	-	8.46	-
Principal swap				
Buy foreign currency	300.13	-	(833.00)	-

Sensitivity

The sensitivity of profit or loss to changes in the exchange rates arises mainly from foreign currency denominated financial instruments and the impact on other components of equity arises from foreign forward exchange contracts designated as cash flow hedges.

Rupees in crores

Particulars	Impact on profit after tax*		Impact on other components of equity*	
	As at 31-03-2025	As at 31-03-2024	As at 31-03-2025	As at 31-03-2024
USD sensitivity				
INR/USD increases by 10%	37.03	60.04	(45.46)	(56.84)
INR/USD decreases by 10%	(37.03)	(60.04)	45.46	56.84
SGD/USD increases by 10%	2.72	11.72	11.91	4.85
SGD/USD decreases by 10%	(2.72)	(11.72)	(11.91)	(4.85)
IDR/USD increases by 10%	1.89	13.54	-	-
IDR/USD decreases by 10%	(1.89)	(13.54)	-	-
EURO sensitivity				
INR/EURO increases by 10%	2.61	4.95	(2.73)	(5.76)
INR/EURO decreases by 10%	(2.61)	(4.95)	2.73	5.76
SGD/EURO increases by 10%	3.28	-	0.07	0.56
SGD/EURO decreases by 10%	(3.28)	-	(0.07)	(0.56)

* Holding all other variables constant.

ii) Interest rate risk

Domestic INR borrowings are based on fixed rate of interest. Normally for short term borrowings the marginal cost of lending rate of the bank is followed. Whenever, Company resorts to short term borrowing through Commercial Paper the rate of interest is fixed in advance. In respect of foreign currency borrowings for longer period the interest rates are covered through Interest Rate Swaps (IRS).

Notes to the Consolidated Financial Statements (Contd.)

The Amount disclosed in the table are the contractual undiscounted cash flows.

Rupees in crores

Particulars	As at 31-03-2025	As at 31-03-2024
Variable rate borrowings	19,548.53	15,522.78
Fixed rate borrowings	8,074.13	9,765.53

Rupees in crores

	Impact on profit after tax	
Sensitivity	As at 31-03-2025	As at 31-03-2024
Increase in interest rates by 100 bps	(131.87)	(102.14)
Decrease in interest rates by 100 bps	131.87	102.14

iii) Price risk

The company's exposure to equity securities price risk arises from investments held by the Company and classified in the balance sheet either as fair value through OCI or at fair value through profit or loss. To manage its price risk from investments in equity securities, the Company diversifies its portfolio. The impact of the changes in price risk is not material.

(D) Impact of hedging activities

i) Disclosure of effects of hedge accounting on financial position

a) Disclosure of effects of hedge accounting on financial position as at 31-03-2025

Rupees in crores

Type of hedge and risks	Nominal value		Carrying amount of hedging instrument		Maturity Date	Changes in fair value of hedging instrument	Changes in the value of hedged item used as the basis for recognising hedge effectiveness
	Assets	Liabilities	Assets	Liabilities			
Cash flow hedge							
Foreign exchange forward contracts	751.76	-	15.73	14.57	Apr'25 to Dec'25	1.16	(1.16)
Foreign currency loan							-
Principal swap	-	300.13	-	-	Apr'25 to Dec'25	-	-
Interest rate swap	-	300.13	-	-		-	-

b) Disclosure of effects of hedge accounting on financial position as at 31-03-2024

Rupees in crores

Type of hedge and risks	Nominal value		Carrying amount of hedging instrument		Maturity date	Changes in fair value of hedging instrument	Changes in the value of hedged item used as the basis for recognising hedge effectiveness
	Assets	Liabilities	Assets	Liabilities			
Cash flow hedge:							
Foreign exchange forward contracts, PCFC	975.65	(8.46)	-	15.29	Apr'24 to Dec'24	(15.29)	15.29
Foreign currency loan							
Principal swap	-	833.00	90.67	-	June'24 to Dec'24	90.67	(90.67)
Interest rate swap	-	833.00	-	13.98		-	-

Notes to the Consolidated Financial Statements (Contd.)

ii) Disclosure of effects of hedge accounting on financial performance :

a) for the year ended 31-03-2025:

Rupees in crores

Type of hedge	Change in the value of hedging instrument recognised in other comprehensive income	Hedge ineffectiveness recognised in profit and loss	Amount reclassified from cash flow hedging reserve to profit or loss	Line item affected in statement of profit and loss because of the reclassification
Cash flow hedge :				
Foreign exchange risk/ POS/ IRS	(7.24)	-	(3.77)	Revenue and Borrowing cost

b) for the year ended 31-03-2024:

Rupees in crores

Type of hedge	Change in the value of hedging instrument recognised in other comprehensive income	Hedge ineffectiveness recognised in profit and loss	Amount reclassified from cash flow hedging reserve to profit or loss	Line item affected in statement of profit and loss because of the reclassification
Cash flow hedge :				
Foreign exchange risk/ POS/ IRS	(17.32)	-	(1.35)	Revenue and Borrowing cost

35 Financial Risk Management Relating to Loan Receivable from Financing Activity

(A) Credit Risk

Credit Risk refers to the risk that a counterparty will default on its contractual obligations resulting in financial loss to the Company. The Company has adopted a policy of only dealing with creditworthy counterparties and obtaining sufficient collateral, where appropriate, as a means of mitigating the risk of financial loss from defaults. The exposure is continuously monitored to determine significant increase in credit risk. The Company monitors the credit assessment on a portfolio basis, assesses all credit exposures in excess of designated limits. The Company does a risk grading based upon the credit worthiness of the borrowers. All these factors are taken into consideration for computation of ECL.

Loans

The following table sets out information about credit quality of retail loan assets measured at amortised cost based on Number of Days past due information. The amount represents gross carrying amount.

Rupees in crores

Particulars	March 31, 2025	March 31, 2024
Gross Carrying value of Loans		
Stage-1 (Less than 30 Days)	25,068.40	24,359.13
Stage-2 (30-90 Days)#	1,329.68	1,305.94
Stage-3 (More than 90 Days)*	782.97	742.80
Total Gross Carrying value on Reporting Date	**27,181.05**	**26,407.87**

#Includes restructured contracts under one time resolution framework vide RBI circular dated August 6, 2020 and RBI/2 021- 22/31/DOR. STR.REC.11 /21.04.048/2021-22 dated 5 May 2021 even though days past due is less than and equal to 30 days on the reporting date.

* Includes restructured contracts under Prudential Framework for Resolution of Stressed Assets vide circular RBI/2018-19/203 DBR.No.BP. BC.45/21.04.048/2018-19 dated 7th June 2019 irrespective of days past due on the reporting date.

Other financial assets

Credit risk with respect to other financial assets are extremely low except "Other Financial Assets - Non Related Parties". Based on the credit assessment the historical trend of low default is expected to continue. No provision for Expected Credit Loss (ECL) has been created for Other financial Assets except full provision on "Other Financial Assets - Non Related Parties".

Credit Quality

The Company has a comprehensive framework for monitoring credit quality of its retail and other loans based on days past due monitoring. Repayment by individual customers and portfolio is tracked regularly and required steps for recovery is taken through follow ups and legal recourse.

Notes to the Consolidated Financial Statements (Contd.)

Inputs considered in the ECL model

In assessing the impairment of loans assets under ECL model, the loan assets have been segmented into three stages.

The three stages reflect the general pattern of credit deterioration of a financial instrument. The differences in accounting between stages relate to the recognition of expected credit losses and the calculation and presentation of interest revenue.

The Company categorises loan assets into stages based on the Days Past Due status:

- Stage 1: 30 Days Past Due
- Stage 2: 31-90 Days Past Due
- Stage 3: More than 90 Days Past Due

Assumptions considered in the ECL model

The financial services business has made the following assumptions in the ECL Model:

- "Loss given default" (LGD) is common for all three stages and is based on loss in past portfolio. Actual cash flows are discounted with average rate for arriving loss rate. EIR has been taken as discount rate for all loans

Estimation Technique

The financial services business has applied the following estimation technique in its ECL model :

- "Probability of default" (PD) is applied on Stage 1 and Stage 2 on portfolio basis and for Stage 3 PD is 100%.
- Probability of default for Stage 1 loan assets is calculated as average of historical trend from Stage 1 to Stage 3 in next 12 months.
- Probability of default for Stage 2 loan assets is calculated based on the lifetime PD as average of historical trend from Stage 2 to Stage 3 for the remaining tenor.
- Loss given default is calculated based on discounted actual cash flow on past portfolio in default along with reversals. There is no change in estimation techniques or significant assumptions during the reporting period.

The Company considers a broad range of forward looking information with reference to external forecasts of economic parameters such as GDP growth, government borrowing, private consumption expenditure, policy interest rates, etc., as considered relevant so as to determine the impact of macroeconomic factors on the Company's ECL estimates. The internal estimates of PD, LGD rates used in the ECL model may not always capture all the characteristics of the market / external environment as at the date of the financial statements. To reflect this, qualitative adjustments or overlays are made as temporary adjustments to reflect the emerging risks reasonably.

Assessment of significant increase in credit risk

When determining whether the risk of default has increased significantly since initial recognition, the financial services business considers both quantitative and qualitative information and analysis based on the business historical experience, including forward-looking information. The financial services business considers reasonable and supportable information that is relevant and available without undue cost and effort.

The financial services business uses the number of days past due to classify a financial instrument in low credit risk category and to determine significant increase in credit risk in retail. As a backstop, the financial services business considers that a significant increase in credit risk occurs no later than when an asset is more than 30 days past due.

In accordance with the board approved moratorium policy read with the Reserve Bank of India (RBI) guidelines dated March 27, 2020 and April 17, 2020 relating to 'COVID-19 – Regulatory Package', the Group has offered moratorium upto six months on the payment of installments falling due between March 1, 2020 and August 31, 2020 to all eligible borrowers. The Group has extended One-Time Resolution framework as for COVID-19-related Stress to eligible customers as per applicable RBI guidelines and as per the policy of the Company. The Group has classified all restructured accounts done under Prudential Framework for Resolution of Stressed Assets vide circular RBI/2018-19/203 DBR.No.BP.BC.45/21.04.048/2018-19 dated 7th June 2019 in Stage 3 and with regard to restructured contracts done under one time resolution framework vide RBI circular dated August 6, 2020 and RBI/2 021- 22/31/DOR.STR. REC.11 /21.04.048/2021-22 dated 5 May 2021 in Stage 2 irrespective of days past due status on the reporting date.

Group's assessments of impairment loss allowance on its loans are subject to a number of management judgements and estimates. Since the Group's impairment loss allowance estimates are inherently uncertain, actual results may differ from these estimates.

Notes to the Consolidated Financial Statements (Contd.)

Definition of default

The Company considers a financial instrument is in defaulted when the borrower becomes 90 days past due on its contractual payments. The financial services business considers Loans under default as 'credit impaired' and classified as Stage-3 except for restructured contracts as disclosed above.

Impairment loss

The expected credit loss allowance provision is determined as follows:

Rupees in crores

	Stage 1	Stage 2	Stage 3	Grand Total
Gross Balance as at March 31, 2025	25,068.40	1,329.68	782.97	27,181.05
Expected Credit Loss	210.70	244.71	425.17	880.58
Expected Credit Loss Rate	0.84%	18.40%	54.30%	3.24%
Net of Impairment Provision	24,857.70	1,084.97	357.80	26,300.47

Rupees in crores

	Stage 1	Stage 2	Stage 3	Grand Total
Gross Balance as at March 31, 2024	24,359.13	1,305.94	742.80	26,407.87
Expected Credit Loss	289.49	253.53	393.04	936.06
Expected Credit Loss Rate	1.19%	19.41%	52.91%	3.54%
Net of Impairment Provision	24,069.64	1,052.41	349.76	25,471.81

Reconciliation of Expected Credit Loss

Rupees in crores

Particulars	Stage-1	Stage-2	Stage-3	Grand Total
Balance as at April 01, 2023	**264.75**	**138.78**	**306.54**	**710.07**
Transfer from Stage 1	(15.17)	8.74	18.25	11.82
Transfer from Stage 2	13.19	(55.32)	41.91	(0.22)
Transfer from Stage 3	8.78	4.45	(13.17)	0.06
Loans that have derecognised during the period	(39.36)	(48.01)	(113.34)	(200.71)
New Loans originated during the year	114.54	59.15	49.21	222.90
Net Remeasurement of Loss Allowance	(57.24)	145.74	103.64	192.14
Balance as at March 31, 2024	**289.49**	**253.53**	**393.04**	**936.06**
Transfer from Stage 1	(19.07)	8.66	10.42	0.01
Transfer from Stage 2	13.19	(117.15)	103.96	-
Transfer from Stage 3	5.27	2.57	(7.84)	-
Loan that have derecognised during the period	(51.64)	(67.96)	(104.94)	(224.54)
New Loans originated during the year	91.52	47.32	50.74	189.58
Net Remeasurement of Loss Allowance	(118.06)	117.74	(20.21)	(20.53)
Balance as at March 31, 2025	**210.70**	**244.71**	**425.17**	**880.58**

Concentration of Credit Risk

The business manages concentration of risk primarily by geoghraphical region. The following details show the geographical concentrations of the loans at the year end:

Rupees in crores

Particulars	As at 31-03-2025	As at 31-03-2024
Carrying value		
Concentration by geographical region in India		
South	11,175.32	10,637.99
West	6,927.68	7,256.11
East	4,736.87	4,252.84
North	4,341.18	4,260.93
Total Loans as at reporting period	**27,181.05**	**26,407.87**

Notes to the Consolidated Financial Statements (Contd.)

36 Capital Management

(a) Risk management

The Company's objectives when managing capital are to

- safeguard their ability to continue as a going concern, so that they can continue to provide returns for shareholders and benefits for other stakeholders, and
- maintain an optimal capital structure to reduce the cost of capital.

In order to maintain or adjust the capital structure, the Company may adjust the amount of dividends paid to shareholders, return capital to shareholders, issue new shares or sell assets to reduce debt.

Consistent with others in the industry, the Company monitors capital on the basis of the following gearing ratio:

Net debt (total borrowings net of cash and cash equivalents) divided by Total 'equity' (as shown in the balance sheet).

The group's strategy is to maintain an optimum gearing ratio. The gearing ratios were as follows:

Rupees in crores

Particulars	As at 31-03-2025	As at 31-03-2024
Net debt	23,500.76	22,930.82
Total equity	8,503.38	6,783.51
Net debt to equity ratio	**2.76**	**3.38**

The company also monitors Interest coverage ratio :

Company's earnings before interest and taxes (EBIT) divided by Interest

The Company's strategy is to maintain an optimum interest coverage ratio. The Interest coverage ratio are as follows:

Rupees in crores

Particulars	As at 31-03-2025	As at 31-03-2024
EBIT (before exceptional item)	2,708.76	2,211.35
Interest	185.87	210.00
Interest coverage ratio (times)	**14.57**	**10.53**

(b) Dividends

Rupees in crores

Particulars	As at 31-03-2025	As at 31-03-2024
(i) Equity shares		
Interim dividends for the year ended 31-03-2025 of ₹ 10.00 (31-03-2024 of ₹ 8.00) per fully paid share	475.09	380.07
(iii) Dividends not recognised at the end of the reporting period	-	-

37 Business Combination

On 1st October 2015, our Subsidiary Sundaram Auto Components Limited (SACL) acquired an automobile seat manufacturing business at Nalagarh, Himachal Pradesh to expand its business

On 7th September 2017, the Company acquired 16,20,000 (81%) equity shares of M/s. TVS Motor Services Limited, Chennai. This would further strengthen the retail financing for the customers of the Company through its subsidiaries.

On 16th September 2021, 91,20,858 (80%) equity shares of The GO Corporation (The GO AG) and on 27th January 2022, 1,14,658 (75%) equity shares of Swiss E-Mobility Group (Holding) AG (SEMG) were acquired.

During the year ended March 31, 2022, our subsidiary TVS Motor (Singapore) Pte. Ltd. acquired majority stake in two E-Mobility companies in Europe to establish its presence in e-personal mobility space.

On 1st April 2022, 70 (70%) equity shares of EBCO Limited, UK were acquired. Further on 12th April 2022, (100%) equity shares of Alexand'Ro Edouard'O Passion Vélo Sàrl ("Passion Vélo"), Germany were acquired through its subsidiary Swiss E-Mobility Group (Holding) AG (SEMG).

Notes to the Consolidated Financial Statements (Contd.)

During the year ended March 31, 2023, our subsidiary TVS Motor (Singapore) Pte. Ltd. acquired majority stake in two E-Mobility companies in Europe to further strengthen its presence in e-personal mobility space.

On 23rd December 2024, the Company has acquired further stake of 39.11% in the equity share capital in DriveX Mobility Private Limited, Coimbatore (DriveX) and thereby the Company's holding in DriveX has been increased to 87.38%; consequent to this acquisition, DriveX has become the subsidiary of the Company.

Details of the purchase consideration and goodwill are follows:

Rupees in crores

Particulars	Business acquired by SACL	TVS Motor Services	GO AG	SEMG	EBCO	Passion Velo	Drive-X	Total
Consideration transferred	9.00	1.62	131.46	488.60	11.64	23.96	97.69	763.97
Non-controlling interest in the acquired entity	-	136.05	(1.12)	55.52	(1.32)	-	0.38	189.50
Acquisition date fair value of previously held equity interest	-	0.38	-	-	-	-	120.55	120.93
Less : Net identifiable assets acquired	6.80	(48.06)	71.23	222.07	(4.40)	11.1	82.04	340.78
Goodwill on consolidation	**2.20**	**186.11**	**59.11**	**322.05**	**14.72**	**12.86**	**136.58**	**733.63**
Less: Derecognition of Goodwill upon sale of seat manufacturing business	(2.20)	-	-	-	-	-	-	(2.20)
Total goodwill recognised in books								**731.43**

The goodwill is attributable to the expected synergies on acquisition of the financial services business and e-personal mobility business.

Goodwill is tested for impairment on an annual basis and whenever there is an indication that goodwill may be impaired, relying on a number of factors including operating results, business plans and future cash flows. For the purpose of impairment testing, goodwill acquired in a business is allocated to the Group's cash generating units (CGU) or groups of CGUs expected to benefit from the synergies arising from the business combination.

Total impairment loss of a CGU is allocated first to reduce the carrying amount of goodwill allocated to the CGU and then to the other assets of the CGU pro-rate on the basis of carrying amount of each asset in CGU. An impairment loss on goodwill is recognized in net profit in the Consolidated Statement of Profit and Loss and is not reversed in the subsequent period.

Company assessed impairment of goodwill based on the expected earnings growth of the acquired business.

38 Discontinued Operations- Ind AS 105

During the year 2024-25, the Sundaram Auto Components Ltd (subsidiary) entered in to Business Transfer Agreement with Pricol precision products private limited on 2nd December 2024 and with Uno Minda Limited on 22nd March 2025 to transfer the Injection moulding business and seating business, respectively, by way of slump sale

On 31st January 2025, the subsidiary company completed the sale and transferred its Moulding business as outlined in the Business Transfer agreement and recognized pre-tax gain of ₹ 0.98 Cr for the period ending 31st March 2025. This gain has been reported under discontinued operations.

Subsequently, on 31st March 2025, the subsidiary company consumated the sale and transfer of seating business as outlined in the Business transfer agreement and recognized pre tax gain of ₹ 12.53 Cr for the period ending 31st March 2025, also included under discontinued operations.

Rupees in crores

Particulars		As at 31st March 2025	As at 31st March 2024
1	**Assets and Liabilities disposed through slump sale**		
	Group of Assets disposed through slump sale	338.97	400.95
	Liabilities associated with the group of assets disposed through slump sale	142.06	254.84
2	**Major Class of Assets disposed through slump sale**		
	Property, plant and equipment	137.22	204.68

Notes to the Consolidated Financial Statements (Contd.)

Rupees in crores

Particulars	As at 31st March 2025	As at 31st March 2024
Capital work in progress	3.48	2.58
Other Intangible assets	17.18	13.67
Right of use of assets	8.99	10.92
Inventories	46.52	44.96
Other Financial assets	6.61	8.04
Trade receivables	102.85	96.79
Other assets	16.11	19.31
Total assets	**338.97**	**400.95**
Trade payables	109.30	99.41
Other liabilities and provision	32.76	155.43
Total liability	**142.06**	**254.84**
Net assets	**196.90**	**146.11**

Particulars	As at 31st March 2025	As at 31st March 2024
3 Financial performance related to Discontinued operations		
Revenue and other Income	744.64	764.31
Less: Expenses	722.16	729.03
Profit before tax	**22.48**	**35.28**
Exceptional items (net)	-	-
Profit before tax	**22.48**	**35.28**
Tax expenses of discontinued operations - Current tax	2.63	5.79
Tax expenses of discontinued operations - Deferred tax	(10.05)	4.55
Profit after tax	**29.91**	**24.94**

Particulars	As at 31st March 2025	As at 31st March 2024
5 Cash flow disclosure with respect to Discontinued operartions		
Cash and cash equivalents at the beginning of the year	4.44	(1.85)
Cash flow from Operating activities	20.73	58.97
Cash flow from Investing activities	212.18	288.91
Cash flow from Financing activities	(202.99)	(339.04)
Net cash flow generated from Discontinued operations	**34.36**	**6.99**

39 Employee Benefit Obligations

Defined benefit plans as per actuarial valuation

Rupees in crores

Particulars	Funded Plan			Unfunded Plans
	Gratuity			Pension
	Present value of obligation	Fair value of plan assets	Net amount	Present value of obligation
As at 01-04-2023	227.44	(234.51)	(7.07)	156.32
Balance from Incumbent subsidiary:	-	-	-	-
Current service cost	42.30	-	42.30	-
Interest expense/(income)	17.53	(17.04)	0.49	11.87
Total amount recognised in profit or loss	**59.82**	**(17.04)**	**42.79**	**11.87**
Remeasurements				

Notes to the Consolidated Financial Statements (Contd.)

Rupees in crores

Particulars	Funded Plan			Unfunded Plans
	Gratuity			Pension
	Present value of obligation	Fair value of plan assets	Net amount	Present value of obligation
Return on plan assets, excluding amounts included in interest expense/(income)	-	6.84	6.84	-
(Gain)/loss from change in financial assumptions	4.61	-	4.61	1.34
Experience (gains)/losses	(0.41)	-	(0.41)	16.63
Total amount recognised in other comprehensive income	**4.20**	**6.84**	**11.04**	**17.97**
Employer contributions	-	(50.48)	(50.48)	-
Benefit payments	(18.62)	18.62	-	(4.72)
As at 31-03-2024	**272.84**	**(276.57)**	**(3.73)**	**181.44**
Current service cost	52.03	-	52.03	0.30
Interest expense/(income)	19.13	(18.49)	0.64	12.70
Total amount recognised in profit or loss	**71.16**	**(18.49)**	**52.67**	**13.00**
Remeasurements				
Return on plan assets, excluding amounts included in interest expense/(income)	-	(5.31)	(5.31)	-
(Gain)/loss from change in financial/ demographic assumptions	7.14	-	7.14	11.94
Experience (gains)/losses	(9.42)	-	(9.42)	0.27
Total amount recognised in other comprehensive income	**(2.28)**	**(5.31)**	**(7.59)**	**12.21**
Employer contributions	-	(43.19)	(43.19)	-
Benefit payments	(28.72)	28.72	-	(6.62)
Transfer of asset and liabilities on account of slump sale	7.16	6.69	0.47	-
As at 31-03-2025	**305.84**	**(308.15)**	**(2.31)**	**200.03**

Certain Companies in the group has an obligation towards gratuity, a defined benefit retirement plan covering eligible employees and have created an Employees' Group Gratuity Fund which has taken a Group Gratuity Assurance Scheme with the Life Insurance Corporation of India. Company's contributions are based on actuarial valuation arrived at the end of each year and charged to Statement of Profit and Loss.

The significant actuarial assumptions were as follows:

Particulars	As at 31-03-2025	As at 31-03-2024
Discount rate (Gratuity)	6.34% to 6.67%	6.95% to 7.0%
Discount rate (Pension)	6.34% to 6.44%	6.95% to 7.0%
Salary growth rate	5.5% to 6%	5.5% to 6%
Pre-retirment Mortality rate	IALM (2006-08) Ultimate	
Post retirment Mortality rate	LIC Ann (1996-98)	

Assumptions regarding future mortality for pension are set based on actuarial advice in accordance with published statistics and experience. These assumptions translate into an average life expectancy in years for a pensioner retiring at age 58.

(i) Sensitivity analysis

The sensitivity of the defined benefit obligation to changes in the weighted principal assumptions is:

Rupees in crores

Particulars	Impact on defined benefit obligation - Gratuity					
	Change in assumption		Increase in assumption		Decrease in assumption	
	Year ended					
	31-03-2025	31-03-2024	31-03-2025	31-03-2024	31-03-2025	31-03-2024
Discount rate	0.50%	0.50%	294.47	262.44	318.02	283.24
Salary growth rate	0.50%	0.50%	318.07	283.33	294.32	262.27
Mortality	5.00%	5.00%	305.85	272.51	305.78	272.42

Notes to the Consolidated Financial Statements (Contd.)

Rupees in crores

Particulars	Impact on defined benefit obligation - Pension					
	Change in assumption		Increase in assumption		Decrease in assumption	
	Year ended					
	31-03-2025	31-03-2024	31-03-2025	31-03-2024	31-03-2025	31-03-2024
Discount rate	1.00%	1.00%	181.54	164.38	221.88	201.63
Salary growth rate	1.00%	1.00%	222.98	202.73	180.41	163.27
Mortality	5.00%	5.00%	198.19	179.95	201.97	183.02

The above sensitivity analysis is based on a change in an assumption while holding all other assumptions constant. In practice, this is unlikely to occur, and changes in some of the assumptions may be correlated. When calculating the sensitivity of the defined benefit obligation to significant actuarial assumptions the same method (present value of the defined benefit obligation calculated with the projected unit credit method at the end of the reporting period) has been applied as when calculating the defined benefit liability recognised in the balance sheet.

(ii) Risk exposure

Through its defined benefit plans, the Company is exposed to a number of risks, the most significant of which are detailed below:

Asset volatility: The plan liabilities are calculated using a discount rate set with reference to bond yields; if plan assets underperform this yield, this will create a deficit.

Changes in bond: A decrease in bond yields will increase plan liabilities, although this will be partially offset by an yield increase in the value of the plans' bond holdings.

Inflation risks: In the pension plans, the pensions in payment are not linked to inflation, so this is a less material risk.

Life expectancy: The pension obligations are to provide benefits for the life of the member, so increases in life expectancy will result in an increase in the plans' liabilities. This is particularly significant where inflationary increases result in higher sensitivity to changes in life expectancy.

(iii) Defined contribution plans

The Company's contribution to defined contribution plan i.e., provident fund of ₹ 102 crores (previous year ₹ 86.15 crores) has been recognised in the Statement of Profit and Loss.

40 Employee Stock Option Plan

(A) Parent (TVS Motor Company) Employee Stock Option Plan

The Parent Company introduced TVS Motor Company Employee Stock Option Plan to provide equity-based incentives to the eligible employees of the Parent Company. The plan is administered by the Nomination and Remuneration Committee of the Parent Company through a Trust.

A maximum of 11,87,717 options may be granted under the Plan. Each option granted under the plan entitles the holder to one equity share of the Parent Company at an exercise price, which is approved by the Nomination and Remuneration Committee (NRC).

As per the plan, NRC grants options to the employees of the Parent Company. The vesting period of the option is one to ten years from the date of grant. Options granted under the Scheme can be exercised within a period of four years from the date of vesting.

Accordingly, NRC granted 3,51,000 options under the Plan and the Trust acquired shares from secondary market for the purpose of implementation of the Plan.

The movement in options are as below:

Particulars	For the year ended 31st March 2025	For the year ended 31st March 2024
Outstanding at the beginning of the year	-	-
Options granted during the year	3,51,000	-
Options forfeited during the year	-	-
Options exercised during the year	-	-
Outstanding at the end of the year	3,51,000	-
Options exercisable at the end of the year	-	-

Notes to the Consolidated Financial Statements (Contd.)

Fair value measurement

The fair value at grant date is determined using the Black-Scholes Model which takes into account the exercise price, the term of the option, the share price at grant date and expected price volatility of the underlying share, the expected dividend yield and the risk free interest rate for the term of the option.

The key inputs used in Black-Scholes Model for calculating fair value of options under the scheme as on the date of grant are as follows:

The weighted average remaining contractual life of the options outstanding as of 31st March 2025 was 4 months.

The fair value of the options is estimated on the date of grant using the Black-Scholes Model with the following assumptions:

Particulars	For the year ended 31st March 2025	For the year ended 31st March 2024
No of options granted	3,51,000	-
Dividend yield (%)	0.39%	-
Implied volatility factor (%)	24.66%	-
Risk free rate (%)	7.04%	-
Expected life of options (years)	1.12	-
Weighted average fair value of options per share (₹)	1263.66	-
Weighted average share price (₹)	**1858.95**	**-**

(B) Subsidiary - TVS Credit Services Limited Employee Stock Option Plan

The Employee Stock Options Scheme titled "ESOP 2024" or "Plan" was approved by the shareholders of the TVS Credit Services Company through the special resolution passed on 11th November 2024. The Plan grants upto 5,34,800 options. The Plan allows the issue of options to employees who are permanent employees of the TVS Credit Services Company which are convertible to one equity share of the Company subject to payment / recovery of requisite exercise price. As per the Plan, the Nomination and Remuneration Committee grants the options to the employees deemed eligible. The options granted vest over a period of 4 years from the date of the grant in proportions specified in the ESOP Plan. The fair value as on the date of the grant of the options, representing Stock compensation charge, is expensed over the vesting period.

Details of ESOP granted during the year is as follows:

Plan	No of options granted	Grant Date	No of options outstanding	Vesting condition and vesting period	Exercise Price	Weighted average fair value of the options at the grant date
ESOP 2024	1,55,400	12th November 2024	1,55,400	1461 days	₹ 440	₹ 178.45

Method used for accounting for share based payment plan:

The Company has used the fair value method to account for the compensation cost of stock options to employees. The fair value of options granted are estimated on the date of grant using the Black – Scholes Model. The key assumptions used in Black – Scholes Model for calculating fair value as on the date of respective grants are:

Grant Date	Weighted average fair value of the options at the grant date	Weighted average share price	Exercise Price	Expected Volatality*	Option life (years)	Dividend yield (%)	Risk-free interest rate (%)
12th November 2024	₹ 178.45	₹ 461.54	₹ 440	33.16%	4	-	6.86%

* Expected volatility calculation is based on volatility of stock prices of comparable companies on NSE based on ex-dividend price

For the year ended 31st March 2025, the company has accounted expense of ₹ 0.27 crores as employee benefits expense (note no. 28) on the aforementioned employee stock option plan (Previous year: Nil)

Notes to the Consolidated Financial Statements (Contd.)

Movement in ESOP

Particulars	As at 31st March 2025		As at 31st March 2024	
	No of options	Weighted average fair value of the options at the grant date (₹ per share)	No of options	Weighted average fair value of the options at the grant date (₹ per share)
Outstanding at the beginning of the year	-	-	-	-
Granted during the year	1,55,400	178.45	-	-
Forfeited/ cancelled during the year	-	-	-	-
Exercised during the year	-	-	-	-
Outstanding at the end of the year	1,55,400	178.45	-	-
Exercisable at the end of the year	-	-		-

Particulars	As at 31st March 2025	As at 31st March 2024
Weighted average remaining contractual life of options outstanding as at year end	1,321	-

41 Related Party Disclosure

(a) (i) Related parties and their relationship where control exists

Holding company:

TVS Holdings Limited, Chennai

Subsidiaries:

Sundaram Auto Components Limited, Chennai
TVS Motor Services Limited, Chennai
TVS Credit Services Limited, Chennai
TVS Digital Limited , Chennai (Formerly known as TVS Housing Limited) (Upto 15.09.2024)
TVS Electric Mobility Ltd, Chennai
DriveX Mobility Private Limited, Coimbatore (w.e.f 23.12.2024)
Harita ARC Services Private Limited, Chennai
Harita Two Wheeler Mall Private Limited, Chennai
TVS Housing Finance Private Limited, Chennai
TVS Motor (Singapore) Pte. Limited, Singapore (TVSM Singapore)
PT TVS Motor Company Indonesia, Jakarta
TVS Motor Company (Europe) B.V., Amsterdam
TVS Motor Company DMCC (from 27.06.2024)
The GO Corporation, Switzerland (GO AG),
Swiss E-Mobility Group (Holding) AG, Switzerland (SEMG)
The Norton Motorcycle Co Limited, UK
TVS Digital Pte Ltd, Singapore
EBCO Limited, UK
Celerity Motor GmbH, Germany
EGO Movement Stuttgart, GmbH, Germany
Swiss E-Mobility Group (Schweiz) AG Switzerland, Zurich
Colag E-Mobility GmBH, Germany, Nuremberg
Alexand'Ro Edouard'O Passion Vélo Sàrl, Switzerland
Swiss E-mobility Group (österreich) Gmbh, Austria

Associate company:

Ultraviolette Automotive Private Limited, Bengaluru
Indian Foundation for Quality Management, Bengaluru [Upto 10.03.2025]
DriveX Mobility Private Limited, Coimbatore (Upto 22.12.2024)

Notes to the Consolidated Financial Statements (Contd.)

(ii) Other related parties and their relationship where transaction exists

Fellow Subsidiaries:

TVS Emerald Limited (Formerly known as Emerald Haven Realty Ltd), Chennai (name change w.e.f 27.09.2024) - (up to 31.12.2024)
Emerald Haven Development Limited, Chennai - (up to 31.12.2024)
TVS Digital Limited (formerly known as TVS Housing Limited) (w.e.f 16.09.2024)

Associate / Branches /Joint venture of holding / subsidiary / fellow subsidiary company:

Predictronics Corp, USA
TVS Training & Services Limited, Chennai
TVS Motor (Singapore) Pte. Ltd, Italy Branch
TVS Motor (Singapore) Pte. Ltd, Philippines Branch
TVS Motor (Singapore) Pte. Ltd, Australia Branch

(iii) Enterprises under Common control:

Sundaram-Clayton Limited, Chennai (Formerly known as Sundaram Clayton DCD Limited)
TVS Emerald Limited (Formerly known as Emerald Haven Realty Ltd), Chennai (name change w.e.f 27.09.2024) (Enterprises in which one of the promoter group holding control w.e.f 01.01.2025)
Emerald Haven Development Limited, Chennai - (Subsidiary of TVS Emerald Limited)

(iv) Enterprises in which directors are interested:

Dua Associates, Delhi (upto 13.07.2024)
Dua Consulting Private Limited, Delhi (upto 13.07.2024)
McCann-Erickson (India) Private Limited, Delhi (upto 13.07.2024)
Trichur Sundaram Santhanam & Family Private Limited, Chennai
T.V Sundram Iyengar & Sons Private Limited, Madurai
TVS Organics Private Limited
TVS Automobile Solutions Private Limited
TVS Cheema Scholarship Foundation
Veeyes Charities Foundation

Key Management personnel

Executive Directors:

Mr. Venu Srinivasan, Chairman Emeritus & Managing Director
Mr. Sudarshan Venu, Managing Director
Mr. K N Radhakrishnan, Director & Chief Executive Officer

Non-executive Directors:

Independent Directors:

Mr. Shailesh Haribhakti
Dr. Deepali Pant Joshi
Mr. Vijay Sankar
Mr. B Sriram
Mr. C R Dua (Upto 13.07.2024)
Mr. H K Singh (Upto 13.07.2024)
Mr. Kuok Meng Xiong (Upto 06.08.2024)

Non-Independent Directors:

Prof Sir Ralf Dieter Speth
Dr. Lakshmi Venu (Upto 06.08.2024)

Chief Financial Officer

Mr. K. Gopala Desikan

Company Secretary

Mr. K S Srinivasan

Post Employment benefit plans:

TVS Motor Company Employees' Gratuity Fund
TVS Motor Company Employees' Provident Fund

Others:

Srinivasan Services Trust
TVSM Employees Stock Option Trust

Notes to the Consolidated Financial Statements (Contd.)

(b) Transactions with related parties: (Transactions from the date of becoming/ upto the date of ceasing to be related party)

Rupees in crores

	As at / Year Ended 31-03-2025	As at / Year Ended 31-03-2024
(i) Purchase of goods (Including sales reversal)		
- Holding company		
TVS Holdings Limited, Chennai	-	126.75
- Associate / joint venture		
Ultraviolette Automotive Private Limited, Bengaluru	0.85	0.67
- Enterprises under Common control		
Sundaram-Clayton Limited, Chennai	426.83	255.24
- Enterprises in which directors are interested		
TVS Organics Private Limited	0.90	0.69
Adwaith Lakshmi Industries Private Limited	-	0.01
(ii) Sale of goods		
- Holding company		
TVS Holdings Limited, Chennai	113.76	471.96
- Associate Companies		
DriveX Mobility Private Limited, Coimbatore	0.21	0.06
- Associate / Branches /Joint venture of holding / subsidiary / fellow subsidiary company:		
TVS Motor (Singapore) Pte. Ltd, Italy Branch	14.23	-
TVS Motor (Singapore) Pte. Ltd, Philippines Branch	0.60	-
- Enterprises under Common control		
Sundaram-Clayton Limited, Chennai	20.49	9.60
(iii) Purchase of assets		
- Holding company		
TVS Holdings Limited, Chennai	7.42	39.00
- Enterprises under Common control		
Sundaram-Clayton Limited, Chennai	108.00	-
- Enterprises in which directors are interested		
Trichur Sundaram Santhanam & Family Private Limited, Chennai	1.87	-
- Key Management Perssonel	18.71	-
(iv) Sale of assets		
- Associate company		
Emerald Haven Realty Limited, Chennai	-	2.58
- Enterprises under Common control		
Sundaram-Clayton Limited, Chennai	-	0.29
- Enterprises in which directors are interested		
Trichur Sundaram Santhanam & Family Private Limited, Chennai	0.35	-
(v) Rendering of services		
- Holding company		
TVS Holdings Limited, Chennai	-	2.72
- Fellow Subsidiary companies		
TVS Emerald Limited	0.12	1.34
- Enterprises under Common control		
Sundaram-Clayton Limited, Chennai	9.96	6.74
(vi) Availing of services (includes sub-contract charges paid)		
- Holding company		
TVS Holdings Limited, Chennai	170.90	139.93
- Fellow Subsidiary companies		
TVS Digital Limited (w.e.f 16.09.2024)	12.53	-

Notes to the Consolidated Financial Statements (Contd.)

Rupees in crores

	As at / Year Ended 31-03-2025	As at / Year Ended 31-03-2024
- Associate / joint venture of holding / subsidiary / fellow subsidiary company		
TVS Training & Services Limited, Chennai	0.03	-
TVS Motor (Singapore) Pte. Ltd, Philippines Branch	0.01	-
- Enterprises under Common control		
Sundaram-Clayton Limited, Chennai	5.66	4.81
- Enterprises in which directors are interested		
Dua Associates, Delhi (Upto 13.07.2024)	0.06	0.35
Dua Consulting Private Limited, Delhi (Upto 13.07.2024)	1.12	4.57
McCann-Erickson (India) Private Limited, Delhi (Upto 13.07.2024)	0.90	3.59
Trichur Sundaram Santhanam & Family Private Limited, Chennai	0.16	0.65
TVS Automobile Solutions Private Limited	0.17	-
(vii) Investments made/(Redemptions) during the year		
- Fellow Subsidiary companies		
TVS Digital Limited (w.e.f 16.09.2024)	(3.05)	-
- Associate / Joint venture		
Indian Foundation for Quality Management, Bengaluru	-	25.00
Killwatt GmbH, Germany	-	71.50
ION Mobility Ltd., Singapore	-	45.38
(viii) Remuneration to key managerial personnel:		
Short-term employee benefits	89.51	68.21
Post-employment benefits	1.12	0.65
(ix) Contributions to post employment benefit plans:		
TVS Motor Company Employees' Gratuity Fund	30.37	98.51
TVS Motor Company Employees' Provident Fund	142.75	114.30
(Including Employee and Employer Contributions)		
(x) Dividend paid to		
- Holding company		
TVS Holdings Limited, Chennai	238.78	191.03
(xi) Donations Made		
- Enterprises in which directors are interested		
TVS Cheema Scholarship Foundation	39.98	-
Veeyes Charities Foundation	7.00	8.30
(xii) Others		
Srinivasan Services Trust - CSR contribution	50.00	40.00
TVSM Employees Stock Option Trust - Purchase of Shares	95.27	-
(c) Balances with related parties:		
(i) Trade receivables / Other current assets		
- Holding company		
TVS Holdings Limited, Chennai	2.39	74.23
- Associates		
Ultraviolette Automotive Private Limited, Bengaluru	0.02	0.18
- Associate / Branches /Joint venture of holding / subsidiary / fellow subsidiary company:		
TVS Motor (Singapore) Pte. Ltd, Italy Branch	4.61	-
TVS Motor (Singapore) Pte. Ltd, Philippines Branch	0.59	-
TVS Training & Services Limited, Chennai	0.12	-
- Fellow Subsidiary companies		
TVS Digital Limited (w.e.f 16.09.2024)	1.36	-
- Enterprises under Common control		
Sundaram-Clayton Limited, Chennai	4.15	1.25

Notes to the Consolidated Financial Statements (Contd.)

Rupees in crores

		As at / Year Ended 31-03-2025	As at / Year Ended 31-03-2024
	TVS Emerald Limited	14.09	11.91
	Emerald Haven Development Limited, Chennai (w.e.f 01.01.2025)	0.16	-
-	**Enterprises in which directors are interested**		
	Trichur Sundaram Santhanam & Family Private Limited, Chennai	0.21	0.52
	McCann-Erickson (India) Private Limited, Delhi	-	0.02
	TVS Cheema Scholarship Foundation	0.48	-
(ii)	**Trade payables**		
-	**Holding company**		
	TVS Holdings Limited, Chennai	4.47	7.89
-	**Associate / joint venture of holding / ultimate holding / subsidiary / fellow subsidiary company**		
	Predictronics Corporation, USA	-	0.07
	DriveX Mobility Private Limited	-	0.04
-	**Fellow Subsidiary companies**		
	TVS Digital Limited (w.e.f 16.09.2024)	1.17	-
-	**Enterprises under Common control**		
	Sundaram-Clayton Limited, Chennai	2.97	0.27
-	**Enterprises in which directors are interested**		
	Dua Consulting Private Limited, Delhi (upto 13.07.2024)	-	0.32
	T.V Sundram Iyengar & Sons Private Limited, Madurai	0.03	0.07
	TVS Organics Private Limited	-	0.03

42 Earnings Per Share

Rupees in crores

Particulars	As at / Year Ended 31-03-2025	As at / Year Ended 31-03-2024
Profit after tax from Continuing Operations	2,205.65	1,661.41
Profit after tax from Discontinued Operations	29.91	24.96
Number of equity shares	47,50,87,114	47,50,87,114
Face value of the share (in rupees)	1.00	1.00
Weighted average number of equity shares	47,50,87,114	47,50,87,114
Basic and diluted earnings per share for continuing operations (in rupees)	46.42	34.97
Basic and diluted earnings per share for discontinued operations (in rupees)	0.63	0.53
Basic and diluted earnings per share for Continuing and discontinued operations (in rupees)	47.05	35.50

43 Warranty Provision

Rupees in crores

Particulars	As at / Year Ended 31-03-2025	As at / Year Ended 31-03-2024
Opening balance	89.13	55.11
Add: Provision for the year (Net)	167.04	89.13
	256.17	**144.24**
Less: Payments / debits (Net)	89.13	55.11
Closing balance	**167.04**	**89.13**

Notes to the Consolidated Financial Statements (Contd.)

44 Contingent Liabilities and Commitments not Provided for

Rupees in crores

		As at / Year Ended 31-03-2025	As at / Year Ended 31-03-2024
(a)	Claims against the company not acknowledged as debts:		
	(i) Excise	23.90	23.89
	(ii) Service tax	7.17	8.08
	(iii) Sales tax	-	2.00
	(iv) Income tax	48.07	54.99
	(v) GST	55.03	16.28
	(vi) Legal cases filed by borrowers against the Company	13.15	6.15
	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 Company does not expect the outcome of these proceedings to have a materially adverse effect on its financial results.		
(b)	Other money for which the company is contingently liable:		
	(i) On bills discounted with banks	330.98	250.99
(c)	Commitments:		
	(i) Estimated amount of contracts remaining to be executed on capital account		
	and not provided for	343.18	252.41
	(ii) On Investments	-	1.88
	(iii) Undrawn loans sanctioned to customers by finanacial enterprises	41.29	63.47
	(iv) Estimated Indemnity amount on account of tax paid due to interpretational difference in GST tax rate	15.94	15.94
		878.71	**696.08**

45 Company as A Lessee

The company has taken land, warehouses and sales offices across the country on lease for lease period ranging from 6-99 years. Company also has other assets on leases, the lease term here ranges from 2-9 Years.

Wherever the lease includes extension option and it is reasonably certain to exercise that option, the same is considered for computing the lease term. In other cases, the term is limited to initial lease period. Lease term includes non-cancellable period and expected lease period.

Payment made towards short term leases during the year is ₹ 125.48 Cr (Previous year: ₹ 121.76 Cr)

Payment made towards low value asset leases during the year is Nil (Previous year: Nil)

Payment relating to leases are disclosed in Cash flow statement

Income from sub-leasing of Right of use asset ₹ 0.39 Cr (Previous year: ₹ Nil)

Notes to the Consolidated Financial Statements (Contd.)

46 Additional Regulatory Disclosures as per Schedule III of Companies Act, 2013

(i) As per the Group's accounting policy, Property, Plant and Equipment (including Right of Use Assets) and intangible assets are carried at historical cost (less accumulated depreciation & impairment, if any), hence the revaluation related disclosures required as per Additional Regulatory Information of Schedule III (revised) to the Companies Act, is not applicable /do not apply

(ii) The Group has not granted Loans or Advances in the nature of loan to any promoters, Directors, KMPs and the related parties (As per Companies Act, 2013), which are repayable on demand or without specifying any terms or period of repayments.

(iii) No proceedings have been initiated or pending against any Company in the Group for holding any Benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and the rules made thereunder.

(iv) The Group has sanctioned facilities from banks on the basis of security of current assets. The periodic returns filed by the Company with such banks are in agreement with the books of accounts of the Company.

(v) All the Companies in the Group has adhered to debt repayment and interest service obligations on time. "Wilful defaulter" related disclosures required as per Additional Regulatory Information of Schedule III (revised) to the Companies Act, is not applicable /do not apply

(vi) There are no transactions with the companies whose names were struck off under section 248 of The Companies Act, 2013 or section 560 of Companies Act, 1956 during the year ended 31 March 2025.

(vii) The Group has complied with the number of layers prescribed under clause (87) of section 2 of the Companies Act, 2013 read with Companies (Restriction on number of Layers) Rules, 2017.

(viii) The Group has not advanced or loaned or invested funds to any other person(s) or entity(ies), including foreign entities (Intermediaries) with the understanding that the Intermediary shall:

(a) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the company (ultimate beneficiaries) or

(b) provide any guarantee, security or the like to or on behalf of the ultimate beneficiary

(ix) The Group has not received any fund from any person(s) or entity(ies), including foreign entities (Funding Party) with the understanding (whether recorded in writing or otherwise) that the Company shall:

(a) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (Ultimate Beneficiaries) or

(b) provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries

(x) The Group has not operated in any crypto currency or Virtual Currency transactions

(xi) During the year no Company in the Group has not disclosed or surrendered, any income other than the income recognised in the books of accounts in the tax assessments under Income Tax Act, 1961.

Notes to the Consolidated Financial Statements (Contd.)

47A Segment Information

The Company identified operations from which significant risks and rewards are derived in two verticals viz (a) Automotive Vehicles & Parts and related investments and (b) Investment held in Financial services The same is reflected in the below segmental reporting.

For the Year Ended 31-03-2025

Rupees in crores

Particulars	Business Segment			
	Automotive vehicles & parts	Financial Services	Others	Total
Revenue				
External sales - domestic	28,254.33	6,618.37	-	34,872.70
- exports	9,216.31	-	-	9,216.31
Other income	128.89	(59.33)	-	69.56
Inter segment sales	102.84	-	-	102.84
Total revenue	37,702.37	6,559.04	-	44,261.41
Less: Inter segment sales	102.84	-	-	102.84
Net revenue	37,599.53	6,559.04	-	44,158.57
Segment-wise results before interest and tax	2,849.85	959.55	-	3,809.40
Less: interest	229.93	-	-	229.93
Profit before tax from continuing operations	2,619.92	959.55	-	3,579.47
Less: Tax expenses from continuing operations	896.99	258.46	-	1,155.45
Profit after tax from continuing operations	1,722.93	701.09	-	2,424.02
Share of profit of Associates	(74.12)	-	-	(74.12)
Profit / Loss for the period from continuing operations	1,648.81	701.09	-	2,349.90
Profit before tax from discontinued operations	22.49	-	-	22.49
Less: Tax expenses from discontinued operations	(7.42)	-	-	(7.42)
Profit after tax from discontinued operations	29.91	-	-	29.91
Profit / Loss for the period	1,678.72	701.09	-	2,379.81
Segment assets	16,262.27	31,674.64	-	47,936.91
Segment liabilities	12,362.01	26,132.63	-	38,494.64
Segment depreciation / amortisation	999.36	46.20	-	1,045.56

Notes to the Consolidated Financial Statements (Contd.)

For The Year ended 31-03-2024

Rupees in crores

Particulars	Business Segment			
	Automotive vehicles & parts	Financial Services	Others	Total
Revenue				
External sales - domestic	24,962.36	5,784.40	0.05	30,746.81
- exports	8,032.94	-	-	8,032.94
Other Income	103.55	1.34	-	104.89
Inter segment sales	89.91	6.10	-	96.01
Total sales	33,188.76	5,791.84	0.05	38,980.65
Less: Inter segment sales	89.91	6.10	-	96.01
Net revenue	33,098.85	5,785.74	0.05	38,884.64
Segment-wise results before interest and tax	2,216.04	758.10	0.03	2,974.17
Less: interest	259.75	3.33	-	263.08
Profit before tax from continuing operations	1,956.29	754.77	0.03	2,711.09
Less: Tax expenses from continuing operations	723.71	190.32	0.01	914.04
Profit after tax from continuing operations	1,232.58	564.45	0.02	1,797.05
Share of profit of Associates	(43.47)	-	-	(43.47)
Profit / Loss for the period from continuing operations	1,189.11	564.45	0.02	1,753.58
Profit before tax from discontinued operations	35.30	-	-	35.30
Less: Tax expenses from discontinued operations	10.34	-	-	10.34
Profit after tax from discontinued operations	24.96	-	-	24.96
Profit / Loss for the period	1,214.07	564.45	0.02	1,778.54
Segment assets	13,536.68	28,683.78	-	42,220.46
Segment liabilities	10,432.03	24,277.32	-	34,709.35
Segment depreciation / amortisation	928.76	27.39	-	956.15

47B Revenue From Contract With Customers:

Rupees in crores

Particulars		Year Ended 31-03-2025	Year Ended 31-03-2024
(a)	Geographical market		
(i)	Domestic	33,710.80	29,963.52
(ii)	Exports	8,975.05	7,816.01
		42,685.85	**37,779.53**
(b)	Revenue recognized that was inlcuded in the contract liabilities at the beginning of the period. (Payment is received in advance towards contracts entered with customers, and is recognised as a contract liability. As and when the performance obligation is met, the same is recognized as revenue).	265.58	338.00
(c)	Reconciliation of revenue with contract price:		
(i)	Contract price	44,117.96	39,011.64
(ii)	Adjustments :		
	Incentive schemes	829.73	705.62
	Transport cost	602.38	526.49
	Revenue from sale of products/services	**42,685.85**	**37,779.53**

Notes to the Consolidated Financial Statements (Contd.)

48 Additional Information on Net Assets and Share of Profits and Other Comprehensive Income for the year ended 31-03-2025

Rupees in crores

Name of the entity	Net Assets (Total Assets - Total Liabilities)		Share in profit or (loss)		Share in other comprehensive income		Share in total comprehensive income	
	As % of consolidated net assets	Amount ₹ in crores	As % of consolidated profit or loss	Amount ₹ in crores	As % of consolidated other comprehensive income	Amount ₹ in crores	As % of consolidated total comprehensive income	Amount ₹ in crores
1	2	3	4	5	6	7	8	9
Parent								
TVS Motor Company Limited, Chennai	8.24%	778.48	113.17%	2,693.25	69.08%	32.62	112.31%	2,725.87
Subsidiaries - Indian								
Sundaram Auto Components Limited, Chennai*	0.69%	65.13	-0.26%	(6.19)	-0.40%	(0.19)	-0.26%	(6.38)
Sundaram Auto Components Limited, Chennai^	0.00%	-	1.26%	29.91	0.00%	-	1.23%	29.91
TVS Credit Service Limited, Chennai	42.40%	4,003.17	26.18%	623.05	-25.90%	(12.23)	25.17%	610.82
TVS Motor Service Limited, Chennai	3.52%	332.04	-0.15%	(3.61)	0.00%	-	-0.15%	(3.61)
TVS Digital Limited, Chennai (Formerly known as TVS Housing Limited, Chennai) (up to 15.09.2024)	0.00%	-	0.00%	(0.05)	0.00%	-	0.00%	(0.05)
TVS Electric Mobility ltd, chennai	0.01%	1.00	0.00%	-	0.00%	-	0.00%	-
Drivex Mobility private limited, Coimbatore (from 23.12.2024)	2.60%	245.39	-0.45%	(10.82)	0.00%	-	-0.45%	(10.82)
Subsidiaries - Foreign								
TVS Motor (Singapore) Pte Limited, Singapore	7.43%	701.35	-6.87%	(163.39)	16.62%	7.85	-6.41%	(155.54)
TVS Motor Company Europe B.V. Amsterdam	0.00%	(0.02)	-0.06%	(1.54)	0.13%	0.06	-0.06%	(1.48)
PT. TVS Motor Company Indonesia, Jakarta	6.15%	580.82	0.82%	19.54	-14.59%	(6.89)	0.52%	12.65
The Norton Motorcycle Co.Limited, UK	4.56%	430.58	-16.26%	(387.07)	17.87%	8.44	-15.60%	(378.63)
TVS Digital Pte Limited, Singapore	1.15%	108.56	-1.89%	(44.89)	22.22%	10.49	-1.42%	(34.40)
The GO AG, Zurich	1.26%	119.19	-2.66%	(63.38)	-3.41%	(1.61)	-2.68%	(64.99)
Swiss E-Mobility Group (Holding) AG,Nuremberg	4.44%	418.90	-14.83%	(352.98)	11.20%	5.29	-14.33%	(347.69)
Celerity Motor GmbH, Germany	0.48%	45.02	0.01%	0.24	11.52%	5.44	0.23%	5.68
EBCO Limited, UK	0.15%	13.81	-0.72%	(17.18)	-5.17%	(2.44)	-0.81%	(19.62)
TVS Motor company DMCC, Dubai	4.69%	443.07	-0.22%	(5.21)	6.86%	3.24	-0.08%	(1.97)
Non-controlling Interest in all subsidiaries	9.94%	938.89	6.06%	144.25	-6.04%	(2.85)	5.83%	141.40
Associates - Indian								
(Investment as per the equity method)								
Ultraviolette Automotive Private Limited, Bengaluru	0.67%	63.49	-1.49%	(35.45)			-1.46%	(35.45)
Drivex Mobility Private Limited, Coimbatore (up to 22.12.2024)	0.53%	49.77	-0.79%	(18.88)			-0.78%	(18.88)
Indian Foundation for Quality Management, Bengaluru (up to 10.03.2025)	0.00%	0.00	0.00%	-			0.00%	-

Notes to the Consolidated Financial Statements (Contd.)

Rupees in crores

Name of the entity	Net Assets (Total Assets - Total Liabilities)		Share in profit or (loss)		Share in other comprehensive income		Share in total comprehensive income	
	As % of consolidated net assets	Amount ₹ in crores	As % of consolidated profit or loss	Amount ₹ in crores	As % of consolidated other comprehensive income	Amount ₹ in crores	As % of consolidated total comprehensive income	Amount ₹ in crores
Associates - Foreign								
Predictronics Corp, USA	0.18%	17.37	-0.02%	(0.48)			-0.02%	(0.48)
Tag Box Pte limited, Singapore (up to 19.06.2024)	0.00%	0.00	0.00%	-			0.00%	-
Scienaptics Systems Inc., USA	0.00%	0.00	-0.02%	(0.55)			-0.02%	(0.55)
Altizon Inc, USA	0.24%	22.59	-0.03%	(0.68)			-0.03%	(0.68)
Killwatt GmbH	0.67%	63.68	-0.13%	(3.00)			-0.12%	(3.00)
ION Mobility (up to 31.03.2025)	0.00%	0.00	-0.63%	(15.08)			-0.62%	(15.08)
Total	**1.00**	**9,442.27**	**1.00**	**2,379.81**	**100.00%**	**47.22**	**100.00%**	**2,427.03**

* Continuing operations
^ Discontinued operations

49 Previous Year's Figures have been regrouped wherever necessary to conform to the Current Year's classification.

PROF SIR RALF DIETER SPETH
Chairman
DIN: 03318908

SUDARSHAN VENU
Managing Director
DIN: 03601690

K N RADHAKRISHNAN
Director & Chief Executive Officer
DIN: 02599393

As per our report annexed
For **Sundaram & Srinivasan**
Chartered Accountants
Firm Regn. No.004207S

Place : Chennai
Date : 28th April 2025

K GOPALA DESIKAN
Chief Financial Officer

K S SRINIVASAN
Company Secretary

S USHA
Partner
Membership No.:211785

Notes to the Consolidated Financial Statements (Contd.)

Annexure

Form AOC-I

Statement containing salient features of the financial statement of subsidiaries / associate companies.
(Pursuant to first proviso to sub-section (3) of section 129 read with rule 5 of Companies (Accounts) Rules, 2014)

Part A - Subsidiaries

Information in respect of each subsidiary

Rupees in crores

S.No	Particulars	Indian Subsidiaries								
		Sundaram Auto Components Limited	TVS Motor Services Limited	TVS Two-Wheeler Mall Private Limited	Harita ARC Private Limited	TVS Housing Finance Private Limited	TVS Electric Mobility Ltd	Drive-X	TVS Credit Services Limited	
		(1)	(2)	(4)	(5)	(6)	(7)	(8)	(3)	
1.	Date on which subsidiary was acquired	01-04-2003	07-09-2017	07-09-2017	07-09-2017	08-09-2017	13-12-2021	23-12-2024	07-09-2017	
2.	Reporting period								01-04-2024 to 31-03-2025	
3.	Reporting currency								Indian Rupees	
	Closing Exchange rate								Not applicable	
4.	Share capital	11.94	149.63	^	12.00	1.00	0.02		254.65	
5.	Reserves & Surplus	57.32	15.52	(0.02)	4.30	-	36.95		4693.27	
6.	Total assets	97.66	224.70	-	16.57	1.00	88.81		31052.46	
7.	Total Liabilities	28.40	59.55	0.02	0.27	-	51.84		26104.54	
8.	Investments	0.48	30.96	-	-	-	-		299.75	
9.	Turnover from Continuing operations	0.97	0.09	-	1.08	-	15.28		6630.04	
10.	Turnover from Discontinued operations	744.64	-	-	-	-	-		-	
11.	Profit before taxation from Continuing operations	(6.99)	(3.61)	-	1.08	-	(21.66)		1025.44	
12.	Profit before taxation from Discontinued operations	22.48	-	-	-	-	-		-	
13.	Provision for taxation from Continuing operations	(0.69)	-	-	0.27	-	(14.48)		258.19	
14.	Provision for taxation from Discontinued operations	(7.42)	-	-	-	-	-		-	
15.	Profit after taxation from Continuing operations	(6.30)	(3.61)	-	0.81	-	(7.18)		767.25	
16.	Profit after taxation from Discontinued operations	29.91	-	-	-	-	-		-	
17.	Proposed Dividend	-	-	-	-	-	-		-	
18.	% of shareholding	100	100	100	81.12	81.12	100	89.40	81.12	

^Share capital of ₹ 25,000.

Notes to the Consolidated Financial Statements (Contd.)

Rupees in crores

S.No	Particulars	Foreign Subsidiaries									
		TVS Motor Company (Europe) B.V.*	PT TVS Motor Company Indonesia	TVS Motor (Singapore) Pte. Ltd	The Norton Motorcycle Co. Limited	TVS Digital Pte Limited	The GO Corporation*	Swiss E-Mobility Group (Holding) AG *	Celerity Motor Gmbh*	EBCO Ltd	TVSM DMCC*
		(9)	(10)	(11)	(12)	(13)	(14)	(15)	(16)	(17)	(18)
1.	Date on which subsidiary was acquired	21-07-2005	05-09-2005	21-10-2005	03-04-2020	24-05-2021	16-09-2021	27-01-2022	06-12-2022	01-04-2022	27-06-2024
2.	Reporting period	01-04-2024 to 31-03-2025									
3.	Reporting currency	USD	IDR	SGD	GBP	SGD	CHF	CHF	EUR	GBP	AED
	Closing Exchange rate	₹ 85.48/USD	₹ 0.52/ IDR 100	₹ 63.71/SGD	₹ 110.70/ GBP	₹ 63.71/SGD	₹ 96.84/CHF	₹ 96.84/CHF	₹ 92.09/EUR	₹ 110.70/ GBP	₹ 23.27/AED
4.	Share capital	126.52	906.08	5308.10	1607.82	138.78	2.63	2.40	0.22	0.02	210.78
5.	Reserves & Surplus	(129.71)	(619.41)	(550.05)	(1225.70)	(205.35)	4.85	72.73	(17.62)	(1.81)	(1.97)
6.	Total assets	0.10	1087.42	5427.36	787.63	182.24	85.51	679.84	47.58	19.39	443.14
7.	Total Liabilities	3.29	800.75	669.31	405.51	248.81	78.03	604.71	64.98	21.18	234.33
8.	Investments	-	-	3581.72	-	-	-	-	-	-	-
9.	Turnover	-	914.52	254.73	41.54	8.93	21.94	506.40	28.92	12.35	0.16
10.	Profit before taxation	(1.54)	21.37	(377.88)	(395.57)	(69.25)	(53.74)	(324.75)	0.24	(17.18)	(5.21)
11.	Provision for taxation	-	1.83	(1.30)	(8.50)	-	0.03	6.35	-	-	-
12.	Profit after taxation	(1.54)	19.54	(376.58)	(387.07)	(69.25)	(53.77)	(331.10)	0.24	(17.18)	(5.21)
13.	Proposed Dividend	-	-	-	-	-	-	-	-	-	-
14.	% of shareholding	100	100	100	100	100	100	100	100	100	100

* Unaudited financial statement.

1. The GO AG, Switzerland includes the consolidation of its subsidiary viz, EGO Movement Stuttgart, GmbH, Germany.
2. Swiss E-Mobility Group (Holding) AG include the consolidation of its subsidiaries viz, Swiss E-Mobility Group (Schweiz) AG, Zurich, Switzerland, Colag E-Mobility GmBH, Nuremberg, Germany and Alexand'Ro Edouard'O Passion Vélo Sàrl ("Passion Vélo"), Germany.

Notes:

1. Subsidiaries which are yet to commence operations: (1) TVS Two Wheeler Mall Private Ltd, (2) Harita ARC Private Ltd, (3) TVS Electric Mobility Ltd.
2. Subsidiaries which have been sold during the year - TVS Digital Limited (Formerly known as TVS Housing Limited)

Notes to the Consolidated Financial Statements (Contd.)

Part B – Associates

Statement pursuant to Section 129 (3) of the Companies Act, 2013 related to Associate Companies

Rupees in crores

S.No	Name of Associate	Ultraviolette Automotive Private Limited*	Predictronics Corp*	Altizon Inc*	Kilwatt Gmbh*
1.	Latest audited Balance Sheet Date	31-03-2024	31-12-2023	**	**
2.	Date on which the Associate was acquired	09-08-2018	17-08-2019	01-02-2021	04-04-2023
3.	Shares of Associate held by the company on the year end				
	(i) No. of shares	27,166	24,827	8,06,429	24,500
	(ii) Amount of investment in Associates/Joint Venture	121.00	22.36	25.34	71.50
	(iii) Extent of holding %	30.83	23.49	20.00	49.00
4.	Description of how there is significant influence.	Holding more than 20% of share capital	Subsidiary holding more than or equal to 20% of share capital		
5.	Reason why the associate/ joint venture is not consolidated		Not applicable		
6.	Net worth attributable to Shareholding as per latest audited Balance Sheet	112.98	0.35	0.46	31.98
7.	Profit / (Loss) for the year:				
	(i) Considered in consolidation	(35.45)	(0.48)	(0.68)	(3.00)
	(ii) Not considered in consolidation		Not Applicable		

* Unaudited financial statements up to 31-03-2025 has been consolidated.
** Audit of financial statements are not mandated by the regulations of the respective country in which the Company is incorporated.

Notes:

1. Associates which have been liquidated or sold during the year – Tag box Pte Limited.
2. TVS Motor (Singapore) Pte Limited, a wholly owned subsidiary, has divested its stake in ION Mobility Pte. Ltd., and thereby it ceased to be an associate of the Company and that of its wholly owned subsidiary.
3. Indian Foundation for Quality Management (IFQM) ceased to be an Associate of the Company as the Company's shareholding had reduced below 20% upon further allotment of shares to other Investors.
4. The Company has acquired further stake of 39.11% in the equity share capital in DriveX Mobility Private Limited, Coimbatore (Drive-X) and thereby the Company's holding in Drive-X has been increased to 87.38%; consequent to this acquisition, Drive-X has ceased to be an associate and become the subsidiary of the Company.
5. TVS Digital Pte Ltd, Singapore, a step down wholly owned subsidiary of the Company has redeemed part of its stake held in Scienaptic Systems Inc., (Scienaptic) and thereby Scienaptic ceased to be an associate of the Company and that of its step down wholly owned subsidiary.

PROF SIR RALF DIETER SPETH
Chairman
DIN: 03318908

SUDARSHAN VENU
Managing Director
DIN: 03601690

K N RADHAKRISHNAN
Director & Chief Executive Officer
DIN: 02599393

As per our report annexed
For **Sundaram & Srinivasan**
Chartered Accountants
Firm Regn. No.004207S

Place : Chennai
Date : 28th April 2025

K GOPALA DESIKAN
Chief Financial Officer

K S SRINIVASAN
Company Secretary

S USHA
Partner
Membership No.:211785

Notice of Annual General Meeting

NOTICE is hereby given that the 33rd Annual General Meeting of the Company ('AGM') will be held on Friday, the 22nd August 2025 at 12. 15 PM [Indian Standard Time ('IST')] through Video Conferencing ('VC') / Other Audio Visual Means ('OAVM') to transact the following businesses:

ORDINARY BUSINESS:

1. To consider passing the following resolution as an ordinary resolution:

   "RESOLVED THAT the standalone and consolidated audited financial statements for the year ended 31st March 2025, together with the Board's Report and the Auditors' Report thereon as circulated to the Members and presented to the meeting be and are hereby approved and adopted."

2. To consider passing the following resolution as an ordinary resolution:

   "RESOLVED THAT Mr Venu Srinivasan (holding DIN 00051523), Director, who retires by rotation and being eligible, offers himself for re-appointment, be and is hereby re-appointed as a Director of the Company."

SPECIAL BUSINESS:

3. To consider passing the following resolution as an ordinary resolution:

   "RESOLVED THAT the vacancy caused by retirement by rotation of Prof Sir Ralf Dieter Speth (DIN 03318908) Director, who does not offer himself for re-appointment, be not filled up."

4. To consider passing the following resolution as an ordinary resolution:

   "RESOLVED THAT pursuant to the provisions of Regulation 24A of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") as amended from time to time read with provisions of Section 204 and all other applicable provisions, if any, of the Companies Act, 2013 ("the Act, 2013") & Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 including any amendment, modification or variation thereof, based on the recommendation of the Audit Committee and the Board of Directors, M/s Sriram Krishnamurthy & Co, (formerly known as S. Krishnamurthy & Co.) Company Secretaries having firm registration number P1994TN045300 allotted by the Institute of Company Secretaries of India, who have confirmed their eligibility and have also given their consent for appointment as Secretarial Auditors in terms of Regulation 24A(1A) of the Listing Regulations and other applicable rules, be and are hereby appointed Secretarial Auditors of the Company for a term of five consecutive years to hold office from FY 2025-2026 till FY 2029-2030.

   RESOLVED FURTHER THAT the approval of the Shareholders be and is hereby accorded to the Board of Directors of the Company (including any Committee constituted thereof) to fix the remuneration during their term of appointment as may be mutually agreed between the Board of Directors of the Company (including any Committee constituted thereof) and the Secretarial Auditors, from time to time during their tenure of appointment, in addition to applicable taxes and reimbursement of traveling and other out of pocket expenses incurred by them and to avail any other services, certificates, or reports as may be permissible under applicable laws and to do all such acts, deeds and things as may be necessary, proper or expedient for the purpose of giving effect to this Resolution.

5. To consider passing the following resolution as an ordinary resolution:

   "RESOLVED THAT pursuant to Section 148 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) remuneration of ₹ 8,00,000/- (Rupees eight lakhs only) plus applicable taxes and reimbursement of travelling and other out of pocket expenses incurred by them, payable to M/s C S Adawadkar & Co, Practicing Cost Accountants, having Firm Registration No. 100401 allotted by The Institute of Cost Accountants of India, who were appointed as Cost Auditors of the Company for the financial year ending 31st March 2026 by the Board of Directors of the Company, as recommended by the Audit Committee be and is hereby ratified."

By order of the Board of Directors

Bengaluru
5th June 2025

K S SRINIVASAN
Company Secretary

Registered Office:
"Chaitanya"
No. 12, Khader Nawaz Khan Road,
Nungambakkam, Chennai - 600 006.

Notes:

A Statement pursuant to Section 102 of the Companies Act, 2013 (the Act, 2013), setting out the material facts in respect of the special business to be transacted at the Annual General Meeting (AGM), as listed out in the Notice, is annexed hereto.

1. Pursuant to the MCA Circular No 09/2024 dated 19th September 2024 read with MCA Circular Nos. 9/2023, 10/2022, 02/2022 and 20/2020 dated: 25th September 2023, 28th December 2022, 5th May 2022 and 5th May 2020 respectively, issued by the Ministry of Corporate Affairs (MCA) and all other relevant circulars issued from time to time, and SEBI Circulars SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated 3rd October 2024, issued by the Securities and Exchange Board of India (SEBI) and in compliance with the provisions of the Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), physical attendance of the Members is not required at a common venue and AGM can be held through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate in the ensuing AGM through VC/OAVM.

2. Pursuant to the Circular No. 14/2020 dated 8th April, 2020, issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, the Body Corporates are entitled to appoint authorised representatives as Members to attend the AGM through VC/OAVM and participate and cast their votes through e- Voting.

3. The Members can join the AGM through VC / OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC / OAVM will be made available to 1000 members on "first come first served" basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of "first come first served" basis.

4. The attendance of the Members attending the AGM through VC / OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Act, 2013.

5. Pursuant to the provisions of Section 108 of the Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of the Listing Regulations, and the Circulars issued by the Ministry of Corporate Affairs dated 8th April, 2020 , 13th April, 2020, 5th May, 2020, the Company is providing facility of remote e-Voting to its Members in respect of the businesses to be transacted at the AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-Voting system as well as voting at the meeting will be provided by NSDL.

6. In line with MCA Circular No. 17/2020 dated 13th April, 2020, the Notice calling the AGM has been uploaded on the website of the Company at www.tvsmotor.com. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively and the AGM Notice is also available on the website of NSDL (agency for providing the remote e-Voting facility) i.e. www.evoting.nsdl.com.

7. AGM has been convened through VC / OAVM in compliance with applicable provisions of the Act, 2013, read with Circulars issued by MCA and SEBI from time to time and the Company will provide one-way live webcast of the proceedings of the AGM, in terms of Regulation 44 of the Listing Regulations, being one of the top 100 listed Companies as at 31st March 2025.

8. The relevant details as set out under Item No. 2 of the Notice pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard - 2 on General Meetings issued by the Institute of Company Secretaries of India ("ICSI") in respect of the Director seeking re-appointment at this AGM, are also part of this Notice.

9. As the AGM shall be conducted through VC/OAVM, the facility for appointment of Proxy by the Members is not available for this AGM and hence the Proxy Form and Attendance Slip including Route Map are not annexed to this Notice.

Unclaimed Dividend

10. In terms of Section 124 of the Act, 2013, the dividend declared by the Company, for earlier years, which remain unclaimed for a continuous period of seven years will be transferred on due dates to the Investor Education and Protection Fund (IEPF), established by the Central Government. The particulars of due dates for transfer of such unclaimed dividends to IEPF are furnished in the Report on Corporate Governance, forming part of the Annual Report.

11. Members who have not encashed their dividend warrants in respect of the above period are requested to make their claim(s) by surrendering the un-encashed warrants immediately to the Company. The Company has also uploaded details of such Members whose shares are transferred to IEPF Account on its website at www.tvsmotor.com.

    Pursuant to The Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, the Company is providing / hosting the required details of unclaimed amount referred to under Section 124 of the Act, 2013 on its website.

General

12. As per Regulation 40 of Listing Regulations, all requests for transfer of securities including transmission and transposition, issue of duplicate share certificate; claim from unclaimed suspense account; renewal / exchange of share certificate; endorsement; sub-division/splitting of share certificate; consolidation of share certificates/ folios shall be processed only in dematerialized form.

    With a view to serve the Members better and for administrative convenience, Members who hold shares in identical names and in the same order of names in more than one folio are requested to write to the Company to consolidate their holdings into one folio.

13. Members may also note that the Annual Report will also be available on the Company's website viz., www.tvsmotor.com and on the websites of the stock exchanges viz., BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively for their download.

Members holding shares in electronic form

14. SEBI has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members are requested to submit their PAN to the Depository Participant(s) (DP) with whom they are maintaining their demat accounts.

15. Members are requested to intimate all changes pertaining to their bank details such as bank account number, name of the bank and branch details, MICR code and IFSC, Mandates, Nominations, Power of Attorney, Change of Address / Name / e-mail Address / Contact Numbers, etc., to their DP.

16. Electronic copy of the Annual Report and the Notice of the AGM inter-alia indicating the process and manner of e-Voting are being sent to all the Members whose e-mail IDs are registered with the Company / DPs for communication purposes. A letter providing the web-link for accessing the Annual Report, including the exact path, will be sent to those members who have not registered their email address with the Company.

Members holding shares in physical form

17. Members can submit their PAN details to the Company/ Share Transfer Agent (STA).

18. Members are requested to intimate all changes pertaining to their bank details such as bank account number, name of the bank and branch details, MICR code and IFSC, Mandates, Nomination as per Section 72 of the Act, 2013 by filling Form SH-13, Power of Attorney, Change of Address / Name / e-mail Address / Contact Numbers, etc., with the Company / STA. Blank forms (SH-13) will be sent by e-mail.

19. Members holding shares in physical form, in their own interest, are requested to dematerialize the shares to avail the benefits of electronic holding / trading.

Inspection of documents

20. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Act, the Register of Contracts or Arrangements in which the Directors are interested, maintained under Section 189 of the Act and the relevant documents referred to in the Notice will be available, electronically, for inspection by the Members during the AGM. All documents referred elsewhere in the Annual Report will also be available for inspection from the date of circulation of this Notice up to the date of AGM. Members seeking to inspect such documents can send an e-mail to contactus@tvsmotor.com.

Voting

21. The businesses set out in the Notice will be transacted through electronic voting system and the Company is providing facility for voting by electronic means. The Members may cast their votes using electronic voting system from a place other than the venue of the meeting ('remote e-Voting').

22. In case of joint holders attending AGM, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote.

23. In terms of Section 108 of the Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, ('the Rules') and Regulation 44 of the Listing Regulations, the Company has provided facility to exercise votes through electronic voting system to the Members holding shares as on 15th August 2025 being the "Cut-off Date" ("Cut- Off" for the purpose of Rule 20(4)(vii) of the Rules) fixed for determining voting rights of the Members entitled to participate in the remote e-Voting process through the platform provided by NSDL viz., www.evoting.nsdl.com .

The voting rights of the Members / Beneficial Owners will be reckoned on the Equity Shares held by them as on Cut-off date. Members as on the Cut-off date only shall be entitled to avail the facility of remote e-Voting or voting at the meeting.

The instructions for remote e-Voting and voting at the meeting are as under:

The remote e-Voting period begins on 19th August 2025 at 9:00 A.M. (IST) and ends on 21st August 2025 at 5:00 P.M. (IST). During this period, Members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date, may cast their vote by remote e-Voting. The remote e-Voting module shall be disabled by NSDL for voting thereafter. Members who have not cast their vote on any of the resolutions using the remote e- Voting facility can vote on those resolutions during the AGM. Once the vote on a resolution is cast by the Member, the member shall not be allowed to change it subsequently.

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email ID in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	1. For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID,8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or **e-Voting service provider i.e. NSDL** and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Existing **IDeAS** user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the **"Beneficial Owner"** icon under **"Login"** which is available under **'IDeAS'** section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on **"Access to e-Voting"** under e-Voting services and you will be able to see e-Voting page. Click on company name or **e-Voting service provider i.e. NSDL** and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 2. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select **"Register Online for IDeAS Portal"** or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or **e-Voting service provider i.e. NSDL** and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 4. Shareholders/Members can also download NSDL Mobile App **"NSDL Speede"** facility by scanning the QR code mentioned below for seamless voting experience. **NSDL Mobile App is available on** Download on the App Store GET IT ON Google Play
Individual Shareholders holding securities in demat mode with CDSL	1. Existing users who have opted for Easi / Easiest, they can login through their User ID and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System MyeasiTan and then use your existing my easi username and password. 2. After successful login the Easi / Easiest user will be also able to see the E-voting Menu. The menu will have links of e-voting service provider i.e. NSDL. Click on NSDL to cast your vote. 3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website HYPERLINK "http://www.cdslindia.com" www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on HYPERLINK "http://www.cdslindia.com" www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at 022 - 4886 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800-21-09911

B) Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/ Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

   Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at https://eservices.nsdl.com/ with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.
4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical		Your User ID is:
a)	For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12****** then your user ID is IN300***12******.
b)	For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12********** then your user ID is 12**********
c)	For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:
   a) If you are already registered for e-Voting, then you can user your existing password to login and cast your vote.
   b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
   c) How to retrieve your 'initial password'?
      (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
      (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered**.
6. If you are unable to retrieve or have not received the " Initial password" or have forgotten your password:
   a) Click on "Forgot User Details/Password?"(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
   b) Physical User Reset Password?" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
   c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
   d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join Meeting".
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. M/s B Chandra & Associates, Practicing Company Secretaries (Reg. No. P2017TN065700), have been appointed as the Scrutinizer to scrutinize the remote e-Voting process and casting vote through the e-Voting system during the meeting in a fair and transparent manner.
2. Institutional / Corporate shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to bchandraandassociates@gmail.com with a copy marked to evoting@nsdl.co.in. Institutional / Corporate shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on **"Upload Board Resolution / Authority Letter"** displayed under **"e-Voting"** tab in their login.
3. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.
4. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on 022 - 4886 7000 or send a request to NSDL official at evoting@nsdl.co.in

Process for those shareholders whose email IDs are not registered with the depositories for procuring user ID and password and registration of email IDs for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAAR (self attested scanned copy of Aadhaar Card) by email to einward@integratedindia.in
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID) or 16 AADHAAR, Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAAR (self attested scanned copy of Aadhaar Card) to einward@integratedindia.in. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.
3. Alternatively shareholder/members may send a request to evoting@nsdl.co.in for procuring user ID and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE AGM ARE AS UNDER:-

i. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.

ii. Only those Members / shareholders, who will be present in the AGM through VC / OAVM facility and have not cast their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.

iii. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.

iv. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:

i. Members will be provided with a facility to attend the AGM through VC / OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for Access to NSDL e-Voting system. After successful login, Members can see link of "VC/ OAVM link" placed under "Join meeting" menu against the Company name. You are requested to click on VC/ OAVM link placed under Join Meeting menu. The link for VC / OAVM will be available in shareholder / members login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.

ii. Members are encouraged to join the Meeting through Laptops for better experience.

iii. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.

iv. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.

v. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker and send their request mentioning their name, demat account number/folio number, email id, mobile number at srinivasan.ks@tvsmotor.com from 16th August 2025 (9.00 A.M. (IST)) to 20th August 2025 (5.00 P.M. (IST))

vi. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM.

vii. Members can submit questions with regard to the financial statements or any other matter to be placed at the AGM, from their registered e-mail address, mentioning their name, DP ID and Client ID number / folio number and mobile number, to reach the Company's e-mail address srinivasan.ks@tvsmotor.com atleast 48 hours in advance before the start of the meeting. Such questions by the Members shall be taken up during the meeting and replied by the Company suitably.

Other information to the Shareholders:

1. A person, whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-Voting or casting vote through e-Voting system during the meeting.

2. The Scrutinizer shall after the conclusion of e-Voting at the AGM, first download the votes cast at the AGM and thereafter unblock the votes cast through remote e-Voting and shall make a consolidated scrutinizer's report of the total votes cast in favour or against, invalid votes, if any, and whether the resolution has been carried or not, and such report shall then be sent to the Chairman or a person authorized in this regard, within two working days from the conclusion of the AGM, who shall then countersign and declare the result of the voting forthwith.

3. The results declared along with the report of the Scrutinizer shall be placed on the website of the Company at www.tvsmotor.com and on the website of NSDL at www.evoting.nsdl.com immediately after the declaration of results by the Chairman or a person authorized by him. The results shall also be immediately forwarded to BSE Limited, Mumbai and The National Stock Exchange of India Limited, Mumbai.

4. Pursuant to the Circulars issued by MCA and SEBI, owing to the difficulties involved in dispatching of physical copies of the Notice of the AGM and the Annual Report for the year 2024-25, the said documents are being sent only by email to the Members. Therefore, those Members, whose email address is not registered with the Company or with their respective Depository Participant/s, and who wish to receive the Notice of the AGM and the Annual Report for the year 2024-25 and all other communication sent by the Company, from time to time, can get their email address registered by following the steps as given below:

   a) For Members holding shares in physical form, please send scan copy of a signed request letter mentioning your folio number, complete address, email address to be registered along with scanned self-attested copy of the PAN and any document (such as Driving Licence, Passport, Bank Statement, AADHAAR) supporting the registered address of the Member, by email to the Company STA's email address einward@integratedindia.in.

   b) For Members holding shares in demat form, please update your email address through your respective Depository Participant/s.

   Further, as per Regulation 36 (1) (c) of the Listing Regulations, hard copy of the full annual report will be given to those shareholders who request for the same.

5. Pursuant to Finance Act, 2020, dividend income will be taxable in the hands of the shareholders w.e.f. 1st April 2020 and the Company is required to deduct tax at source ("TDS") from dividend paid to the Members at rates prescribed in the Income Tax Act, 1961 ("the IT Act"). In general, to enable compliance with TDS requirements, Members are requested to complete and / or update their Residential Status, PAN, Category as per the IT Act with their Depository Participants or in case shares are held in physical form, with the Company by sending email to the Company STA's email address einward@integratedindia.in alongwith the documents as stated below.

6. In order to receive dividend/s in a timely manner, Members holding shares in physical form who have not updated their mandate for receiving the dividends directly in their bank accounts through Electronic Clearing Service or any other means ("Electronic Bank Mandate"), can register their Electronic Bank Mandate to receive dividends directly into their bank account electronically or any other means, by sending scanned copy of the following details / documents by email to reach the company's email ID srinivasan.ks@tvsmotor.com or the email ID of STA einward@integratedindia.in.

   a. a signed request letter mentioning your name, folio number, complete address and following details relating to bank account in which the dividend is to be received:

      i. Name and Branch of Bank and Bank Account type;

      ii. Bank Account Number allotted by your bank after implementation of Core Banking Solutions;

      iii. 11 digit IFSC Code;

      iv. Self-attested scanned copy of cancelled cheque bearing the name of the Member or first holder, in case shares are held jointly;

      v. Self-attested scanned copy of the PAN Card; and

      vi. Self-attested scanned copy of any document (such as AADHAAR Card, Driving Licence, Election Identity Card, Passport) in support of the address of the Member as registered with the Company.

   b. For the Members holding shares in demat form, please update your Electronic Bank Mandate through your Depository Participant/s.

7. With effect from April 1, 2024, dividend to security holders (holding securities in physical form), shall be paid only through electronic mode. Such payment shall be made upon folio being KYC compliant i.e. the PAN, contact details including mobile no., bank account details and specimen signature are registered with the RTA/Company. [SEBI Master Circular No. SEBI/ HO/MIRSD/POD-1/P/CIR/2024/37 dated May 7, 2024, read with SEBI Circular No. SEBI/HO/MIRSD/ POD-1/P/ CIR/2024/81 dated June 10, 2024].

8. In accordance with the provisions of Article 66 of the Articles of Association of the Company, Mr Venu Srinivasan Director will retire by rotation at this AGM and being eligible offer himself for re-appointment.

9. In terms of the Regulation 36(3) of the Listing Regulations, read with Secretarial Standards on General Meeting, brief profile of Mr Venu Srinivasan, who is proposed to be re-appointed in this AGM, nature of his expertise in specific functional areas, other Directorships and Committee Memberships, his shareholding and relationship with other Directors of the Company along with listed entities from which the Director has resigned in the past three years are provided as part of this notice.

Statement of material facts pursuant to Section 102 of the Companies Act, 2013

The following statement sets out all material facts relating to the ordinary / special businesses mentioned in the accompanying Notice dated 5th June 2025 and shall be taken as forming part of the Notice.

Item No. 3

Prof Sir Ralf Dieter Speth has been a Director on the Board since 24th March 2021.

He is liable to retire by rotation and due for re-appointment in this AGM, in terms of the applicable provisions of the Companies Act, 2013.

Prof Sir Ralf Dieter Speth has requested not to consider his re-appointment at the Annual General Meeting and thereby he will cease to be a Director and also as Chairman of the Company effective the close of business hours of the AGM date. The Directors recorded their appreciation to Prof Sir Ralf Dieter Speth, for his remarkable contributions, mentorship, dedication to engineering excellence, global expansion and in shaping the company's strategic direction. The Board does not propose filling the vacancy arising from the retirement of Prof Sir Ralf Dieter Speth.

None of the Directors or Key Managerial Personnel of the Company or their relatives is concerned or interested financially or otherwise, in the resolution as set out in Item No.3 of this Notice.

Accordingly, the Board recommends the ordinary resolution as set out in Item No.3 for approval of the members.

Item No. 4

As per Regulation 24A of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time read with provisions of Section 204 of the Companies Act, 2013 &

Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, every listed entity is required to appoint a Peer reviewed firm of Practicising Company Secretaries, as Secretarial Auditor, with the approval of its shareholders in its Annual General Meeting. Further, the tenure of appointment of a Secretarial Audit firm as Secretarial Auditor shall not be more than two terms of five consecutive years.

In compliance with the above-said provisions, and based on the evaluation and recommendation of the Audit Committee, the Board of Directors at its meeting held on 28th April, 2025, approved the appointment of M/s. Sriram Krishnamurthy & Co., a Peer reviewed firm of Company Secretaries, Chennai, having Firm Registration No. P1994TN045300 and Peer Review No: 6684/2025, as Secretarial Auditors of the Company for a term of five consecutive years to hold office from FY 2025-26 till FY 2029-30, subject to the approval of the members, at a fees of Rs. 6 lakh (Rupees Six Lakhs Only) excluding applicable taxes and reimbursement of travelling and out of pocket expenses incurred by them in connection with the Secretarial Audit of the Company for the financial year 2025-26. The audit fee for subsequent financial years shall be mutually agreed upon between the Secretarial Auditors and the Board of Directors of the Company (duly constituted Committee) from time to time.

M/s. Sriram Krishnamurthy & Co, have furnished their consent to act as Secretarial Auditors and have also provided a certificate to the effect that their appointment, if approved, shall be in accordance with the conditions laid down and that they satisfy the criteria provided under the SEBI Listing Regulations and within the limits specified by Institute of Company Secretaries of India.

The Secretarial Auditors have reported their independence from the Company according to the standards issued by the Institute of Company Secretaries of India ('ICSI') and the ethical requirements relevant to audit and the same has been reviewed by the Audit Committee of the Company.

In the view of the Audit Committee and Board of Directors of the Company, M/s. Sriram Krishnamurthy & Co has the necessary capabilities and competencies to perform their duties as Secretarial Auditors of the Company considering the nature and scope of activities undertaken by the Company.

No Orders have been passed against M/s. Sriram Krishnamurthy & Co by ICSI/SEBI/MCA/any other competent authority / Court, both in India or outside India, in past 5 (five) years.

M/s. Sriram Krishnamurthy & Co have not rendered any services prohibited under SEBI Circular dated 31st December, 2024 directly or indirectly to the Company or its holding company or subsidiary or any associate.

Besides the secretarial audit services, the Company may also obtain certifications or reports from M/s Sriram Krishnamurthy & Co as required by statutory and regulatory authorities, audit related services and other permissible non-secretarial audit services as required from time to time, for which they will be remunerated separately on mutually agreed terms, as approved by the Board of Directors in consultation with the Audit Committee. The above fee excludes the proposed remuneration to be paid for the purpose of secretarial audit of subsidiaries, if any. M/s. Sriram Krishnamurthy & Co., Company Secretaries, were paid a fee of ₹ 6 lakh for the FY 2024-25 and hence there is no material change in the fee payable to the Secretarial Auditors.

Apart from the Company, M/s Sriram Krishnamurthy & Co are the Secretarial Auditors of a subsidiary company,viz., Sundaram Auto Components Limited and were paid a fee of Rs . 1 Lakh for the Secretarial Audit of FY 2024-25.

Brief Profile of Secretarial Auditors

M/s Sriram Krishnamurthy & Co (formerly known as M/s S. Krishnamurthy & Co.) is a Peer-reviewed Firm of Company Secretaries in Practice (holding Firm Unique Identification No. P1994TN045300 issued by The Institute of Company Secretaries of India) with 28 years of experience in Corporate Law practice. They serve clients across various sectors, having an excellent track record in the field of Corporate Laws, Securities Laws, Foreign Exchange Management Laws, Industrial, Labour, Environment, Health and Safety Laws as well as Specific Laws applicable to Export Oriented Units, and Special Economic Zones, Software Technology Parks of India, Deposit-taking listed NBFC, Cement and Sugar industries.

The firm handles Secretarial Audits, Corporate Governance Audits, Due Diligence, Corporate restructuring, Preferential issues, ESOS, Internal Audit of Registrar and Transfer Agent and also provides legal opinions/ consulting/ advisory/ certification services on corporate law matters.

None of the Directors or Key Managerial Personnel of the Company or their relatives is concerned or interested financially or otherwise, in the resolution as set out in Item No.4 of this Notice.

The Directors, therefore, recommend the ordinary resolution, as set out in Item No.4 of this Notice for the appointment of Secretarial Auditors of the Company.

Item No. 5

As recommended by the Audit Committee, the Board at its meeting held on 28th April 2025, re-appointed M/s C S Adawadkar & Co, Practicing Cost Accountants, having Firm Registration No. 100401, as Cost Auditor of the Company. In terms of Section 148 of the Companies Act, 2013 (the Act,2013) to carry out an audit of cost records maintained for the production of goods covered under the specific Customs Tariff Act headings specified under Table B "Non-regulated sector" of Section 3 of the Companies (Cost Records and Audit) Rules, 2014, and fixed a sum of ₹ 8,00,000/- (Rupees Eight Lakhs only) as remuneration payable to them subject to applicable taxes and in addition to the reimbursement of travel and out of pocket expenses for the financial year 2025-26, subject to ratification by the Shareholders of the Company.

In terms of Section 148 (3) of the Act, 2013, read with the Companies (Audit and Auditors) Rules 2014, the remuneration payable to the Cost Auditor, as recommended by the Audit Committee and approved by the Board of Directors at their respective meetings held on 25th April 2025 and 28th April 2025, is required to be ratified by the shareholders of the Company in this AGM of the Company.

None of the Directors or Key Managerial Personnel of the Company or their relatives is concerned or interested financially or otherwise, in the resolution as set out in Item No.5 of this Notice.

The Directors, therefore, recommend the ordinary resolution, as set out in Item No.5 of this Notice for ratification of remuneration payable to the Cost Auditor of the Company.

By order of the Board of Directors

Bengaluru
5th June 2025

K S SRINIVASAN
Company Secretary

Registered Office:
"Chaitanya"
No. 12, Khader Nawaz Khan Road,
Nungambakkam, Chennai - 600 006.

DETAILS OF DIRECTORS SEEKING APPOINTMENT / RE-APPOINTMENT

[Pursuant to Regulation 36(3) of the SEBI Listing Regulations and Secretarial Standard – 2 on General Meetings]

Particulars	Details
Name of the Director	Mr Venu Srinivasan
DIN	00051523
Age	72 years
Date of first appointment on the Board	27th January 2000
Qualifications	• Engineering Degree from the College of Engineering, Chennai • Master's Degree in Management from Purdue University, USA.
Experience	More than 4 decades in Automotive sector
Expertise in specific functional areas	• In all spheres of management including strategic planning, business administration and unparalleled contribution to Indian manufacturing industry. • Always strives for excellence in both quality and cost along with customer satisfaction and takes advantage of emerging opportunities. • Very resourceful in his approach and implementation of strategies. • He is the Chairman of TVS Holdings Limited and also the Chairman Emeritus and Managing Director of Sundaram Clayton Limited.
Skills and capabilities required for the role and the manner in which the Independent Directors meet the requirements	NA
Terms and conditions of appointment / re-appointment	Re-appointment as Director retiring by rotation. Shareholder vide Special resolution dated 21st March 2025 approved the re-appointment of Mr Venu Srinivasan, as Chairman Emeritus and Managing Director, for a term of five years pursuant to Regulation 17(1A) of SEBI (LODR) Regulations, 2015.
Details of remuneration last drawn (FY 2024-25)	INR 1 Crore
Details of remuneration sought to be paid	NA
Directorships in other Companies/ entities	**Indian Companies:** 1. TVS Holdings Limited 2. Sundaram Clayton Limited 3. TVS Credit Services Limited 4. TATA Sons Private Limited 5. TATA Indian Institute of Skills 6. TVS Electric Mobility Limited 7. Sundaram Auto Components Limited 8. T.V. Sundram Iyengar & Sons Private Limited 9. TVS Housing Finance Private Limited 10. LV Trustee Private Limited 11. S. Venu Trustee Private Limited 12. VS Trustee Private Limited 13. Venu Srinivasan Trustee Private Limited 14. Cheema Educational Foundation 15. Namma School Foundation 16. Indian Foundation For Quality Management 17. TVS Cheema Scholarship Foundation 18. Reserve Bank of India **Foreign Companies:** 1. The Norton Motorcycle Co. Limited 2. TVS Motor (Singapore) Pte Limited, Singapore 3. TVS Digital Pte. Ltd., Singapore 4. Swiss E-Mobility Group (Holding) AG 5. Swiss E-Mobility Group (Schweiz) AG 6. Sundaram Holding USA Inc., USA
Membership/ Chairpersonship of Committees in other companies	Chairman of Corporate Social Responsibility Committee in TVS Holdings Limited, TVS Credit Services Limited and Sundaram Clayton Limited.
Listed entities from which the Director has resigned from Directorship in last 3 (three) years	Nil
No. of Board Meetings attended during FY2024-25	5
Inter-se relationship with other Directors and Key Managerial Personnel of the Company	Mr Venu Srinivasan is the father of Mr Sudarshan Venu, Managing Director.
Brief resume	As set out in the Profile of Mr. Venu Srinivasan below.
Shareholding details:	
(a) Own	NIL
(b) For other persons on a beneficial basis and	
(c) As a Beneficial Owner	

Profile of Mr Venu Srinivasan

Mr. Venu Srinivasan is Chairman Emeritus and Managing Director of the Company and Sundaram-Clayton Limited. He is the Chairman of TVS Holdings Limited and is also the Vice Chairman of Tata Trusts, India's most respected and largest philanthropic foundation and the majority shareholder of the Tata Group. He also serves on the Board of T V Sundram Iyengar & Sons Private Limited, Tata Sons Private Ltd., the holding company of the conglomerate Tata Group. He is a Director on the Central Board of Reserve Bank of India.

Mr Venu Srinivasan has experience of more than 4 decades in Automotive sector and has expertise in all spheres of management including strategic planning, business administration and unparalleled contribution to Indian automotive industry. He always strives for excellence in both quality and cost along with customer satisfaction and takes advantage of emerging opportunities and has been very resourceful in his approach and implementation of strategies.

He has held various important positions in the Indian Industry, such as the President, Confederation of Indian Industry and the President, Society of Indian Automobile Manufacturers.

He has several prestigious awards to his credit including the Padma Bhushan, the third-highest civilian award of India. The distinguished civilian honour "Order of Diplomatic Merit" (Heung-In Medal) was conferred by the President of Korea for his valuable contribution to promote Korea-India bilateral relations.

He was awarded the Deming Distinguished Service Award for Dissemination and Promotion (Overseas) Award (2019) by Japanese Union of Scientists and Engineers (JUSE); the Ishikawa-Kano Award (2012) by the Asian Network of Quality, the apex body for quality in Asia. Under his leadership, his companies were awarded the Deming Prize and the Japanese Quality Medal in 2002.

In 2023, he was presented with the Outstanding Institution Builder of the Year award by All India Management Association (AIMA) for displaying exceptional vision and leadership in building an institution. He was conferred with Lifetime Achievement award by CNBC-TV18's India Business Leadership Awards (IBLA) in 2023.

In 2024, Ernst & Young, recognized him with the Lifetime Achievement award for his decades of entrepreneurial excellence in revolutionizing the two-wheeler industry in India.

In 2024, he was honoured with the Lifetime Achievement Award by the prestigious ET Awards for Corporate Excellence. The award honors Mr Venu Srinivasan's "unparalleled contributions to Indian manufacturing, leadership and corporate social responsibility".

Mr Srinivasan's dedication to the transformation of rural India by empowering women in the rural areas can be seen through his passion towards setting up the Srinivasan Services Trust which has touched the lives of 1.6 million people in 2500 villages across the country in the last 29 years.

Mr Venu Srinivasan is the Chairman of InKo Centre (The Indo-Korean Cultural and Information Centre) which is a non-profit society set up in 2006 with support from TVS Motor Company Limited and Hyundai Motor India Limited to promote a sustainable, meaningful intercultural dialogue between India and South Korea.

Glossary

Abbreviation	Full Form
ACC	Advanced Chemistry Cell
AGM	Annual General Meeting
BHP	Brake Horsepower
BRSR	Business Responsibility and Sustainability Report
CE & MD	Chairman Emeritus and Managing Director
CFO	Chief Financial Officer
CS	Company Secretary
CSR	Corporate Social Responsibility
DP	Depository Participant
DIN	Director Identification Number
D&CEO	Director & Chief Executive Officer
EBITDA	Earnings before Interest, Tax, Depreciation and Amortisation
ESG	Environmental, Social, and Governance
EV	Electric Vehicle
FAME	Faster Adoption and Manufacturing of Hybrid and Electric Vehicles
FY	Financial Year
₹	Indian Rupee (₹) symbol used in accounting/ finance
IC	Internal Committee
IEPF	Investor Education and Protection Fund
IFSC	Indian Financial System Code
IND AS	Indian Accounting Standards
IQL	Institute for Quality & Leadership
KMP	Key Managerial Personnel
LC	Large Corporate
MICR	Magnetic Ink Character Recognition
MSI	My Sustainability Index
MD	Managing Director
MCA	Ministry of Corporate Affairs
MRV	Measurement, Reporting, and Verification
NE-ID	Non-Executive Independent Director
NRC	Nomination and Remuneration Committee
NSDL	National Securities Depository Limited
OAVM	Other Audio Visual Means
ORM	Online Reputation Management
OTP	One Time Password
PAN	Permanent Account Number
PAT	Profit after tax
PLI	Production Liked Incentive Scheme
PM-E Drive Enhancement	PM Electric Drive Revolution in Enhancement

Abbreviation	Full Form
POSH	Prevention of Sexual Harassment (Act)
PwD	Persons with Disabilities
R&D	Research & Development
RTA	Registrar and Transfer Agent
SEBI	Securities and Exchange Board of India
SMP	Senior Management Personnel
SRN	Service Request Number
STA	Share Transfer Agent
TVSM	TVS Motor Company
UPSI	Unpublished Price Sensitive Information
VC	Video Conference
FFT	Fast Fourier Transform
LTI	Lost Time Injury
SLA	Stereolithography
GTT	Glide Thru-Technology
ISG	Integrated Starter Generator
ISS	Idle Start Stop
SDG	Sustainable Development Goal
MSI	My Safety Index
TCFD	Task Force for Climate Related Financial Disclosure
IWP	Internal Water Pricing
ZWL	Zero Waste to Landfill
BIA	Biodiversity Impact and Risk Assessment
IBBI	Indian Business and Biodiversity Initiative (IBBI)
LCA	Lifecycle Analysis
UNDP	United Nations Development Programme
C&G	Car and General
LMS	Learning Management System
GPMD	Global Programme for Management Development
LPP	Leadership Plus Programme
ELP	Emerging Leaders' Programme
LTIFR	Lost Time Injury Frequency Rate

Notes

Notes



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Registered office:

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