

## PUBLIC ANNOUNCEMENT



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## TVS SUPPLY CHAIN SOLUTIONS LIMITED

Our Company was originally incorporated as "TVS Logistics Services Limited" in Madurai, a public limited company under the Companies Act, 1956, pursuant to a certificate of incorporation dated November 16, 2004 and certificate of commencement of business dated November 29, 2004 issued by the Registrar of Companies, Tamil Nadu. Thereafter, the name of our Company was changed to its present name, "TVS Supply Chain Solutions Limited", pursuant to a special resolution passed in the extraordinary general meeting of the Shareholders held on November 19, 2018. Consequently, a certificate of incorporation pursuant to change of name dated February 27, 2019 was issued by the RoC to reflect the change in name. For further details relating to the changes in registered office of our Company, see "History and Certain Corporate Matters" on page 282 of the Draft Red Herring Prospectus. ("DRHP").

**Registered Office:** 10 Jawahar Road, Chokkikulam, Madurai – 625 002, Tamil Nadu, India; Corporate Office: No.58, Eldams road, Teynampet, Chennai – 600 018, Tamil Nadu, India; **Tel:** + 91 44 66857777;

**Website:** www.tvsscs.com; **Contact Person:** P D Krishna Prasad, Company Secretary and Compliance Officer; **Tel.:** +91 44 6685 7777; **E-mail:** cs.compliance@tvsscs.com; **Corporate Identity Number:** U63011TN2004PLC054655

### NOTICE TO INVESTORS ("NOTICE")

**INITIAL PUBLIC OFFERING OF UP TO [●] EQUITY SHARES OF FACE VALUE OF ₹ 1 EACH ("EQUITY SHARES") OF TVS SUPPLY CHAIN SOLUTIONS LIMITED ("OUR COMPANY" OR THE "ISSUER") FOR CASH AT A PRICE OF ₹ [●] PER EQUITY SHARE (INCLUDING A PREMIUM OF ₹ [●] PER EQUITY SHARE) ("OFFER PRICE") AGGREGATING UP TO ₹ [●] MILLION ("OFFER").** THE OFFER COMPRISES OF A FRESH ISSUE OF UP TO [●] EQUITY SHARES AGGREGATING UP TO ₹ 7,500 MILLION (THE "FRESH ISSUE") AND AN OFFER FOR SALE OF UP TO 20,007,160 EQUITY SHARES AGGREGATING UP TO ₹ [●] MILLION, COMPRISING OF UP TO 50,000 EQUITY SHARES AGGREGATING UP TO ₹ [●] MILLION BY TVS MOBILITY PRIVATE LIMITED AND UP TO 50,000 EQUITY SHARES AGGREGATING UP TO ₹ [●] MILLION BY T.S. RAJAM RUBBERS PRIVATE LIMITED (COLLECTIVELY, THE "PROMOTER SELLING SHAREHOLDERS"), UP TO 15,858,470 EQUITY SHARES AGGREGATING UP TO ₹ [●] MILLION BY OMEGA TC HOLDINGS PTE. LTD., UP TO 1,454,880 EQUITY SHARES AGGREGATING UP TO ₹ [●] MILLION BY TATA CAPITAL FINANCIAL SERVICES LIMITED, UP TO 100,000 EQUITY SHARES AGGREGATING UP TO ₹ [●] MILLION BY KOTAK SPECIAL SITUATIONS FUND, UP TO 100,000 EQUITY SHARES AGGREGATING UP TO ₹ [●] MILLION BY MAHOGANY SINGAPORE COMPANY PTE. LTD AND UP TO 100,000 EQUITY SHARES AGGREGATING UP TO ₹ [●] MILLION BY TVS MOTOR COMPANY LIMITED (COLLECTIVELY THE, "INVESTOR SELLING SHAREHOLDER"), AND UP TO 2,293,810 EQUITY SHARES AGGREGATING UP TO ₹ [●] MILLION BY OTHER SELLING SHAREHOLDERS AS SET OUT UNDER ANNEXURE A ("OTHER SELLING SHAREHOLDERS"). THE PROMOTER SELLING SHAREHOLDERS, INVESTOR SELLING SHAREHOLDERS AND OTHER SELLING SHAREHOLDERS, COLLECTIVELY REFERRED AS "SELLING SHAREHOLDERS" AND SUCH OFFER FOR SALE BY THE SELLING SHAREHOLDERS, THE "OFFER FOR SALE"). THE OFFER WILL CONSTITUTE [●]% OF OUR POST-OFFER PAID-UP EQUITY SHARE CAPITAL.

Potential Bidders may note the following:

- a) As disclosed on page 81 of the DRHP, our Company, in consultation with the BRLMs, was considering a further issue of specified securities aggregating up to ₹ 1,500.00 million, through a private placement, preferential offer or any other method as may be permitted under applicable law to any person(s), at its discretion, prior to filing of the Red Herring Prospectus with the RoC ("Pre-IPO Placement"). The Pre-IPO Placement included proposed allotment of 5,555,557 Series E CCPS aggregating to ₹ 1,000.00 million as follows: 2,777,778 Series E CCPS aggregating to ₹ 500.00 million to Allianz Fin Net Private Limited, 2,222,223 Series E CCPS aggregating to ₹ 400.00 million to Satta Securities Private Limited and 555,556 Series E CCPS aggregating to ₹ 100.00 million to Western India Logistics Company Private Limited, as per the terms of the share subscription agreements each dated March 25, 2023, read with first amendment agreements each dated April 19, 2023 ("Pre-IPO SSAs").
- b) Pursuant to a resolution dated July 3, 2023 of our Board of Directors and second amendment agreements dated June 26, 2023 and June 30, 2023 entered into with Satta Securities Private Limited and Western India Logistics Company Private Limited, respectively, read together with the Pre-IPO SSAs, our Company has allotted Series E CCPS in the Pre-IPO Placement in the manner as set forth below:

Date of allotment	Number of Series E CCPS	Price per Series E CCPS (₹)	Total consideration (₹ in million)	Name of the allottee
July 3, 2023	2,777,778	180.00	500.00	Allanzers Fin Net Private Limited
	555,555	180.00	100.00	Western India Logistics Company Private Limited
	833,333	180.00	150.00	Satta Securities Private Limited
<b>Total</b>	<b>4,166,666</b>		<b>750.00</b>	

The Series E CCPS shall be converted into Equity Shares prior to the filing of the Red Herring Prospectus with the RoC, in accordance with Regulation 5(2) of the SEBI ICDR Regulations.

- c) Except as disclosed below, the allottees are not connected to our Company, Promoters, Promoter Group, Directors, KMPs, Subsidiaries or Group Companies and their directors or key managerial personnel in any manner: Allianzers Fin Net Private Limited is a shareholder in one of our Group Companies, namely, TVS Industrial and Logistics Parks Private Limited. Further, Ravikumar Swaminathan, a shareholder and a director on the board of directors of TVS Industrial and Logistics Parks Private Limited, is a majority shareholder and a director on the board of directors of Allianzers Fin Net Private Limited.

### BOOK RUNNING LEAD MANAGERS

### REGISTRAR TO THE OFFER

JM FINANCIAL	AXIS CAPITAL	J.P.Morgan	BNP PARIBAS	nuvama	equirus	LINKIntime
<b>JM Financial Limited</b> 7 <sup>th</sup> Floor, Cnergy, Appasaheb Marathe Marg, Prabhadevi, Mumbai – 400 025, Maharashtra, India <b>Tel.:</b> +91 22 6630 3030 <b>E-mail:</b> tvsscs.ipo@jmf.com <b>Investor Grievance E-mail:</b> grievance.idb@jmf.com <b>Website:</b> www.jmf.com <b>Contact Person:</b> Prachee Dhuri <b>SEBI Registration No.:</b> INM000010361	<b>Axis Capital Limited</b> 1 <sup>st</sup> Floor, Axis House, C-2 Wadia International Center, Pandurang Budhkar Marg Worli, Mumbai – 400 025, Maharashtra, India <b>Tel.:</b> +91 22 4325 2183 <b>E-mail:</b> tvs.ipo@axiscap.in <b>Investor Grievance E-mail:</b> complaints@axiscap.in <b>Website:</b> www.axiscapital.co.in <b>Contact Person:</b> Pavan Naik <b>SEBI Registration No.:</b> INM000012029	<b>J. P. Morgan India Private Limited</b> J.P. Morgan Tower, Off C.S.T Road, Kalina, Santacruz East Mumbai – 400 098 Maharashtra, India <b>Tel.:</b> +91 22 6157 3000 <b>E-mail:</b> tvsscs_ipo@jpmorgan.com <b>Investor Grievance E-mail:</b> investorsmb.jpmip@jpmorgan.com <b>Website:</b> www.jpmip.com <b>Contact Person:</b> Nidhi Wangnoo /Saarthak Soni <b>SEBI Registration No.:</b> INM000002970	<b>BNP Paribas</b> BNP Paribas House, 1-North Avenue, Maker Maxity, Bandra-Kurla Complex Bandra (E) Mumbai – 400 051 Maharashtra, India <b>Tel.:</b> +91 22 3370 4000 <b>E-mail:</b> dl.tvsscs.ipo@asia.bnpparibas.com <b>Investor Grievance E-mail:</b> indiainvestors.care@asia.bnpparib as.com <b>Website:</b> www.bnpparibas.co.in <b>Contact Person:</b> Anurag Verma / Soumya Guha <b>SEBI Registration No.:</b> INM000011534	<b>Nuvama Wealth Management Limited*</b> (formerly known as Edelweiss Securities Limited) 801 - 804, Wing A, Building No 3, Inspire BKC, G Block, Bandra Kurla Complex, Bandra East, Mumbai - 400 051, Maharashtra, India <b>Telephone:</b> +91 22 4009 4400 <b>Email:</b> tvs.ipo@nuvama.com <b>Investor grievance email:</b> customerservice.mb@nuvama.com <b>Website:</b> www.nuvama.com <b>Contact Person:</b> Lokesh Singh / Lokesh Shah <b>SEBI registration no:</b> INM000013004	<b>Equirus Capital Private Limited</b> 12 <sup>th</sup> Floor, C Wing, Marathon Futurex, N M Joshi Marg, Lower Parel, Mumbai – 400013 Maharashtra, India <b>Tel.:</b> +91 22 4332 0734 <b>E-mail:</b> tvs.ipo@equirus.com <b>Investor Grievance E-mail:</b> investorsgrievance@equirus.com <b>Website:</b> www.equirus.com <b>Contact Person:</b> Mrunal Jadhav <b>SEBI Registration No.:</b> INM000011286	<b>Link Intime India Private Limited</b> C 101, 1 <sup>st</sup> Floor, 247 Park L.B.S. Marg, Vikhroli West Mumbai – 400 083, Maharashtra, India <b>Tel.:</b> +91 810 811 4949 <b>E-mail:</b> tvs.ipo@linkintime.co.in <b>Investor Grievance Email:</b> tvs.ipo@linkintime.co.in <b>Website:</b> www.linkintime.co.in <b>Contact Person:</b> Shanti Gopalkrishnan <b>SEBI Registration No.:</b> INR000004058

\*Pursuant to order passed by Hon'ble National Company Law Tribunal, Mumbai Bench dated April 27, 2023, the merchant banking business of Edelweiss Financial Services Limited ("Edelweiss") has demerged and now transferred to Nuvama Wealth Management Limited ("Nuvama") and therefore the said merchant banking business is part of Nuvama.

All capitalized terms used herein and not specifically defined shall have the same meaning as ascribed to them in the DRHP.

For and on behalf of TVS Supply Chain Solutions Limited

Place: Chennai  
Date: July 7, 2023

Sd/-  
P D Krishna Prasad  
Company Secretary and Compliance Officer

TVS SUPPLY CHAIN SOLUTIONS LIMITED is proposing, subject to applicable statutory and regulatory requirements, receipt of requisite approvals, market conditions and other considerations, to make an initial public offering of its Equity Shares and has filed the DRHP with SEBI on April 27, 2023. The DRHP is available on the website of SEBI at www.sebi.gov.in, as well as on the websites of the Stock Exchanges i.e. BSE and NSE at www.bseindia.com and www.nseindia.com, respectively, and is available on the websites of the BRLMs, i.e. JM Financial Limited, Axis Capital Limited, J. P. Morgan India Private Limited, BNP Paribas, Edelweiss Financial Services Limited and Equirus Capital Private Limited at www.jmf.com, www.axiscapital.co.in, www.jpmip.com, www.bnpparibas.co.in, www.edelweissfin.com and www.equirus.com, respectively. Any potential investor should note that investment in equity shares involves a high degree of risk and for details relating to such risk, please see the section entitled "Risk Factors" beginning on page 83 of the DRHP. Potential investors should not rely on the DRHP filed with SEBI for making any investment decision. The Equity Shares have not been and will not be registered under the United States Securities Act of 1933, as amended ("U.S. Securities Act") or any other applicable law of the United States and, unless so registered, may not be offered or sold within the United States except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities Act and applicable state securities laws. Accordingly, the Equity Shares are being offered and sold (a) in the United States only to "qualified institutional buyers" (as defined in Rule 144A under the U.S. Securities Act and referred to in the Draft Red Herring Prospectus as "U.S. QIBs"), in private transactions exempt from the registration requirements of the U.S. Securities Act, and (b) outside of the United States in offshore transactions as defined in and in compliance with Regulation S and the applicable laws of the jurisdiction where those offers and sales are made. There will be no public offering in the United States.