



Registered Office:
"Chaitanya",
No. 12, Khader Nawaz Khan Road,
Nungambakkam,
Chennai – 600006
PH: 044 28332115

TVS Holdings Limited

[Formerly known as Sundaram-Clayton Limited]

21st October 2023

BSE Limited,
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai 400 001.
Equity Scrip code: 520056
NCRPS Scrip code: 717505

National Stock Exchange of India Limited,
Exchange Plaza, 5th Floor,
Bandra-Kurla Complex,
Bandra (E), Mumbai 400 051.
Equity & NCRPS Scrip code: TVSHLTD

Dear Sir / Madam,

Reg : Intimation of the results of Postal Ballot as per Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (SEBI (LODR) 2015)

Please refer to our letter dated 18th September 2023, informing about the proposal to seek the approval of the shareholders of the Company by way of an ordinary/special resolution, through postal ballot / e-Voting for:

- Approving the appointment of Mr Sudarshan Venu (DIN: 03601690) as Managing Director, for a period of 5 (five) years effective 11th September 2023;
- Approving the appointment of Mr Timm Tiller (DIN: 10289596) as a Non-Executive Independent Director for a term of 5 (five) years effective 11th September 2023; and
- Approving the re-appointment of Ms Sasikala Varadachari (DIN: 07132398), as a Non-Executive Independent Director for a second term of 3 (three) years effective 24th October 2023.

Pursuant to Regulation 44 and Regulation 30 of the SEBI (LODR) 2015, we send herewith the announcement of the results (Annexure-1) and consolidated scrutinizer report (Annexure-2) of the postal ballot including e-voting.

We also wish to inform you that aforesaid resolutions have been approved by the shareholders with requisite majority.

Kindly acknowledge receipt.

Thanking You,

Yours faithfully,
For TVS Holdings Limited

R Raja Prakash
Company Secretary
Encl.: a/a

TVS HOLDINGS LIMITED

Annexure - 1

Results of voting through electronic means and postal ballot

Date of Postal Ballot	20-10-2023
Total number of shareholders on record date (14/09/2023)	23,168
No. of shareholders present in the meeting either in person or through proxy: Promoters and Promoter Group: Public:	N.A.
No. of Shareholders attended the meeting through Video Conferencing Promoters and Promoter Group: Public:	N.A.

Resolution 1	Approving the appointment of Mr Sudarshan Venu (DIN: 03601690) as Managing Director, for a period of 5 (five) years	
Resolution required: (Ordinary/ Special)	Ordinary	
Whether promoter / promoter group are interested in the agenda / resolution?	No	

Category	Mode of Voting	No. of shares held (1)	No. of votes cast (2)	% of Votes cast on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes in favour (4)	No. of Votes against (5)	% of Votes in favour on votes cast (6)=[(4)/(2)]* 100	% of Votes against on votes cast (7)=[(5)/(2)]* 100
Promoter and Promoter Group	E-Voting	1,50,63,398	1,48,98,355	98.9043	1,48,98,355	-	100.0000	-
	Postal Ballot		-	-	-	-	-	
	Total	1,50,63,398	1,48,98,355	98.9043	1,48,98,355	-	100.0000	-
Public-Institutions	E-Voting	27,45,570	23,05,849	83.9843	17,86,955	5,18,894	77.4966	22.5034
	Postal Ballot		-	-	-	-	-	
	Total	27,45,570	23,05,849	83.9843	17,86,955	5,18,894	77.4966	22.5034
Public- Non Institutions	E-Voting	24,23,136	4,50,188	18.5787	4,48,413	1,775	99.6057	0.3943
	Postal Ballot		2,871	0.1185	2,871	-	100.0000	-
	Total	24,23,136	4,53,059	18.6972	4,51,284	1,775	99.6082	0.3918
Total		2,02,32,104	1,76,57,263	87.2735	1,71,36,594	5,20,669	97.0512	2.9488

TVS HOLDINGS LIMITED

Annexure - 1

Results of voting through electronic means and postal ballot

Resolution 2	Approving the appointment of Mr Timm Tiller (DIN: 10289596) as a Non-Executive Independent Director for a term of 5 (five) years
Resolution required: (Ordinary/ Special)	Special
Whether promoter / promoter group are interested in the agenda / resolution?	No

Category	Mode of Voting	No. of shares held (1)	No. of votes cast (2)	% of Votes cast on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes in favour (4)	No. of Votes against (5)	% of Votes in favour on votes cast (6)=[(4)/(2)]* 100	% of Votes against on votes cast (7)=[(5)/(2)]* 100
Promoter and Promoter Group	E-Voting	1,50,63,398	1,48,98,355	98.9043	1,48,98,355	-	100.0000	-
	Postal Ballot		-	-	-	-	-	
	Total	1,50,63,398	1,48,98,355	98.9043	1,48,98,355	-	100.0000	-
Public-Institutions	E-Voting	27,45,570	23,05,849	83.9843	23,05,849	-	100.0000	-
	Postal Ballot		-	-	-	-	-	
	Total	27,45,570	23,05,849	83.9843	23,05,849	-	100.0000	-
Public- Non Institutions	E-Voting	24,23,136	4,50,188	18.5787	4,47,756	2,432	99.4598	0.5402
	Postal Ballot		2,789	0.1151	2,789	-	100.0000	-
	Total	24,23,136	4,52,977	18.6938	4,50,545	2,432	99.4631	0.5369
Total		2,02,32,104	1,76,57,181	87.2731	1,76,54,749	2,432	99.9862	0.0138

TVS HOLDINGS LIMITED

Annexure - 1

Results of voting through electronic means and postal ballot

Resolution 3	Approving the re-appointment of Ms Sasikala Varadachari (DIN: 07132398), as an Independent Director for a second term of 3 (three) years.	
Resolution required: (Ordinary/ Special)	Special	
Whether promoter / promoter group are interested in the agenda / resolution?	No	

Category	Mode of Voting	No. of shares held (1)	No. of votes cast (2)	% of Votes cast on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes in favour (4)	No. of Votes against (5)	% of Votes in favour on votes cast (6)=[(4)/(2)]* 100	% of Votes against on votes cast (7)=[(5)/(2)]* 100
Promoter and Promoter Group	E-Voting	1,50,63,398	1,48,98,355	98.9043	1,48,98,355	-	100.0000	-
	Postal Ballot		-	-	-	-	-	-
	Total	1,50,63,398	1,48,98,355	98.9043	1,48,98,355	-	100.0000	-
Public-Institutions	E-Voting	27,45,570	23,05,849	83.9843	21,46,054	1,59,795	93.0700	6.9300
	Postal Ballot		-	-	-	-	-	-
	Total	27,45,570	23,05,849	83.9843	21,46,054	1,59,795	93.0700	6.9300
Public- Non Institutions	E-Voting	24,23,136	4,50,188	18.5787	4,47,738	2,450	99.4558	0.5442
	Postal Ballot		2,789	0.1151	2,739	50	98.2072	1.7928
	Total	24,23,136	4,52,977	18.6938	4,50,477	2,500	99.4481	0.5519
Total		2,02,32,104	1,76,57,181	87.2731	1,74,94,886	1,62,295	99.0809	0.9191



B.CHANDRA & ASSOCIATES
PRACTISING COMPANY SECRETARIES

AG3 RAGAMALIKA,
No.26, Kumaran Colony Main Road,
Vadapalani,
Chennai – 600026
REGN NO P2017TN065700

E-mail: bchandraandassociates@gmail.com
bchandracoasecy@gmail.com
H/P: 9840276313, 9840375053

SCRUTINIZER'S REPORT

To

The Chairman,
TVS HOLDINGS LIMITED
"Chaitanya", No.12, Khader Nawaz Khan Road,
Nungambakkam Chennai TN 600006

Subject: Passing of resolution by means of Postal Ballot through Physical and E-voting process in terms of Section 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, framed thereunder with regard to the Ordinary & Special Resolutions under the Companies Act 2013 and SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 (the Regulations)

Dear Sir,

Please refer to your resolution dated 11th September 2023 appointing us as the Scrutinizers for the purpose of ascertaining the result of the Postal Ballot process for passing Special resolution in respect of item mentioned elsewhere in this report pursuant to Section 110 read with Rule 22 of the Companies (Management and Administration) Rules, 2014 (the Rules) under the Companies Act, 2013 (the Act). As per the information furnished by the Company and after carrying out the scrutiny of the e-voting by the Members of the Company, we hereby submit our report as under:

1.1	The Company on 20 th September 2023 completed dispatch of the Notice of Postal Ballot dated 11 th September 2023 along with explanatory statement with material facts, self-addressed postage prepaid envelope, by post, to its members whose names appeared on the Register of Members/list of beneficial owners provided by the Depositories as on 14 th September 2023 and whose email IDs are not registered with the Company. In respect of other members whose email IDs are available with the Registrar & Transfer Agent, Integrated Registry Management Services Private Limited (RTA), by way of email on 18 th September 2023. Members were given the option to vote electronically on the e-voting platform, provided by the National Securities Depository Limited (NSDL).
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1.2	The company had given Public Advertisement, with respect to dispatch of postal ballots, which was published on Business Standard and Makkal Kural dated 21st September 2023. In this Notice, Members were informed about the availability of the notice in the Websites of the Company, NSDL and the Stock Exchanges and the facility to write to the RTA to get a copy through E-mail.
1.3	In terms of the Notice, the E-voting commenced on 21 st September 2023 (9.00 AM) and ended on 20 th October 2023 (5.00 P.M)
1.4	Particulars of all the postal ballot forms received physically and votes cast electronically have been entered in a register separately maintained for the purpose.
1.5	RTA has confirmed that votes cast by e-voting were matched with the Register of Members of the company/ list of beneficiaries.
1.6	All votes cast through e-voting and physical ballots up to 5.00 PM on 20 th October 2023, the last date and time fixed by the Company for postal ballot, were considered for our scrutiny. The postal ballot forms were kept under our safe custody.
1.7	The postal ballot forms were duly scrutinized in our presence and scrutinized and the shareholding was matched / confirmed with the Register of Members of the company/list of beneficiaries as on 14 th September 2023 as maintained by the Company. Votes cast by e-voting were matched with the Register of Members of the company/ list of beneficiaries and checked for duplication viz, voting by both physical and electronic mode. The votes downloaded from the e-Voting system were collated on 20 th October 2023 after 5.00 P.M. No Duplicate votes were found.
1.8	No envelope received after the time and date stipulated above were considered for our scrutiny. As confirmed by RTA/Company, 716 emails bounced and 250 notices dispatched through post were returned undelivered. As per the information provided by the Company and the Registrar and Transfer Agent, there were no defaced or mutilated ballot papers
1.9	Corporate members who have casted their votes without Board resolutions were invalidated.

2. A summary of the postal ballot forms processed is given below:

S.No	Resolution	Nature of Resolution
1	Approving the appointment of Mr Sudarshan Venu (DIN: 03601690) as Managing Director, for a period of 5 (five) years	Ordinary
2	Approving the appointment of Mr Timm Tiller (DIN: 10289596) as a Non-Executive Independent Director for a term of 5 (five) years	Special



3	Approving the re-appointment of Ms Sasikala Varadachari (DIN: 07132398), as an Independent Director for a second term of 3 (three) years.	Special
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A summary of the voting by e-voting for the above resolutions are given below:

RESOLUTION No 1		Voter Count	No of votes	% to total valid votes	
Postal ballot	In favour	39	2871		
	Against	0	0		
	Invalid	5	108		
E-voting	In favour	411	17133723		
	Against	50	520669		
	Invalid	12	71808		
Total	In favour	450	17136594		97.05
	Against	50	520669		2.95
	Invalid	17	71916		
	VALID VOTES		17657263		

Since the number of votes cast in favour exceeded the number of votes cast against in respect of resolution number 1, we hereby report that the resolution was duly passed with requisite majority as Ordinary resolution.

RESOLUTION No 2		Voter Count	No of votes	% to total valid votes	
Postal ballot	In favour	38	2789		
	Against	0	0		
	Invalid	5	108		
E-voting	In favour	447	17651960		
	Against	14	2432		
	Invalid	12	71808		
Total	In favour	485	17654749		99.99
	Against	14	2432		0.01
	Invalid	17	71916		
	VALID VOTES		17657181		



RESOLUTION No 3		Voter Count	No of votes	% to total valid votes
Postal ballot	In favour	37	2739	
	Against	1	50	
	Invalid	5	108	
E-voting	In favour	414	17492147	
	Against	50	162245	
	Invalid	12	71808	
Total	In favour	451	17494886	99.08
	Against	51	162295	0.92
	Invalid	17	71916	
	VALID VOTES		17657181	

Since the number of votes cast in favour exceeded by three times the number of votes cast against in respect of the resolutions 2 & 3, we hereby report that the resolutions were duly passed with requisite majority as Special Resolution.

- 3 You may accordingly declare the result of the voting by Postal Ballot as having been passed with requisite majority which shall be deemed to have been passed on 20th October 2023.
- 4 The Postal ballot forms, e-voting data and all other connected records relating to the aforesaid postal ballot/e-voting process received are under our safe custody and the same, for preserving safely, will be handed over to the Company after the Chairman signs the Minutes.

Thanking you,

Yours faithfully,

B Chandra



B Chandra
Partner
B CHANDRA AND ASSOCIATES
Company Secretaries in Practice
CP No. 7859
UDIN A020879E001409398

Date 21.10.2023