

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

TVS Holdings Limited

[Formerly known as Sundaram-Clayton Limited]

5th December 2024

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

National Stock Exchange of India Limited,
Exchange Plaza, 5th Floor,
Bandra-Kurla Complex,
Bandra (E), Mumbai 400 051.
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")

Ref. : Our letter dated 5th November 2024

We wish to inform that the Company on 5th November 2024, intimated that a postal ballot notice was sent to the shareholders of the Company seeking their consent for approving the following special resolutions:

1. Increasing the limits of borrowing by the Board of Directors of the Company under Section 180(1)(c) of the Companies Act, 2013; and;
2. Seeking approval under Section 180(1)(a) of the Companies Act, 2013, inter alia, for creation of mortgage or charge on the assets, properties or undertaking(s) of the Company.

In this regard, we enclose herewith the announcement of the results (**Annexure-1**) and scrutinizers report (**Annexure-2**), pursuant to Regulations 44 and 30 of the SEBI (LODR) 2015.

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

Date and time of event: 5th December 2024 at 6:32 p.m. (IST).

Kindly acknowledge receipt.

Thanking You,

Yours faithfully,

For TVS Holdings Limited

R Raja Prakash
Company Secretary
Encl.: a/a

Voting results

| | |
|---|------------|
| Record date | 01-11-2024 |
| Total number of shareholders on record date | 32505 |
| No. of shareholders present in the meeting either in person or through proxy | |
| a) Promoters and Promoter group | |
| b) Public | |
| No. of shareholders attended the meeting through video conferencing | |
| a) Promoters and Promoter group | |
| b) Public | |
| No. of resolution passed in the meeting | 2 |

Resolution (1)

| Resolution required: (Ordinary / Special) | | | | Special | | | | | |
|--|-------------------------------|--------------------|---------------------|---|--------------------------|------------------------|--------------------------------------|------------------------------------|--------|
| Whether promoter/promoter group are interested in the agenda/resolution? | | | | No | | | | | |
| Description of resolution considered | | | | Approval for increasing the limits of borrowing by the Board of Directors of the Company under Section 180(1)(c) of the Companies Act, 2013 | | | | | |
| Category | Mode of voting | No. of shares held | No. of votes polled | % of Votes polled on outstanding shares | No. of votes – in favour | No. of votes – against | % of votes in favour on votes polled | % of Votes against on votes polled | |
| | | (1) | (2) | (3)=[(2)/(1)]*100 | (4) | (5) | (6)=[(4)/(2)]*100 | (7)=[(5)/(2)]*100 | |
| Promoter and Promoter Group | E-Voting | 15063398 | 15063398 | 100.0000 | 15063398 | 0 | 100.0000 | 0.0000 | |
| | Poll | | | | | | | | |
| | Postal Ballot (if applicable) | | | | | | | | |
| | Total | | 15063398 | 15063398 | 100.0000 | 15063398 | 0 | 100.0000 | 0.0000 |
| Public- Institutions | E-Voting | 2604496 | 2166884 | 83.1978 | 2148175 | 18709 | 99.1366 | 0.8634 | |
| | Poll | | | | | | | | |
| | Postal Ballot (if applicable) | | | | | | | | |
| | Total | | 2604496 | 2166884 | 83.1978 | 2148175 | 18709 | 99.1366 | 0.8634 |
| Public- Non Institutions | E-Voting | 2564210 | 447072 | 17.4351 | 446304 | 768 | 99.8282 | 0.1718 | |
| | Poll | | | | | | | | |
| | Postal Ballot (if applicable) | | | | | | | | |
| | Total | | 2564210 | 447072 | 17.4351 | 446304 | 768 | 99.8282 | 0.1718 |
| Total | | 20232104 | 17677354 | 87.3728 | 17657877 | 19477 | 99.8898 | 0.1102 | |
| Whether resolution is Pass or Not. | | | | | | | Yes | | |

| Resolution (2) | | | | | | | | |
|--|-------------------------------|--------------------|---------------------|--|--------------------------|------------------------|--------------------------------------|------------------------------------|
| Resolution required: (Ordinary / Special) | | | | Special | | | | |
| Whether promoter/promoter group are interested in the agenda/resolution? | | | | No | | | | |
| Description of resolution considered | | | | Seeking approval under Section 180(1)(a) of the Companies Act, 2013, inter alia, for creation of mortgage or charge on the assets, properties or undertaking(s) of the Company | | | | |
| Category | Mode of voting | No. of shares held | No. of votes polled | % of Votes polled on outstanding shares | No. of votes – in favour | No. of votes – against | % of votes in favour on votes polled | % of Votes against on votes polled |
| | | (1) | (2) | (3)=[(2)/(1)]*100 | (4) | (5) | (6)=[(4)/(2)]*100 | (7)=[(5)/(2)]*100 |
| Promoter and Promoter Group | E-Voting | 15063398 | 15063398 | 100.0000 | 15063398 | 0 | 100.0000 | 0.0000 |
| | Poll | | | | | | | |
| | Postal Ballot (if applicable) | | | | | | | |
| | Total | 15063398 | 15063398 | 100.0000 | 15063398 | 0 | 100.0000 | 0.0000 |
| Public-Institutions | E-Voting | 2604496 | 2166884 | 83.1978 | 2148175 | 18709 | 99.1366 | 0.8634 |
| | Poll | | | | | | | |
| | Postal Ballot (if applicable) | | | | | | | |
| | Total | 2604496 | 2166884 | 83.1978 | 2148175 | 18709 | 99.1366 | 0.8634 |
| Public- Non Institutions | E-Voting | 2564210 | 447064 | 17.4348 | 446117 | 947 | 99.7882 | 0.2118 |
| | Poll | | | | | | | |
| | Postal Ballot (if applicable) | | | | | | | |
| | Total | 2564210 | 447064 | 17.4348 | 446117 | 947 | 99.7882 | 0.2118 |
| Total | | 20232104 | 17677346 | 87.3728 | 17657690 | 19656 | 99.8888 | 0.1112 |
| Whether resolution is Pass or Not. | | | | | | | Yes | |



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
bchandracosecy@gmail.com
H/P: 9840276313, 9840375053

SCRUTINIZER'S REPORT

To

The Chairman,
TVS HOLDINGS LIMITED
(formerly known as Sundaram Clayton Limited)
"Chaitanya", No.12, Khader Nawaz Khan Road,
Nungambakkam, Chennai TN 600006

Subject: Passing of resolution by means of Postal Ballot through 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 Special Resolutions under Companies Act 2013

Dear Sir,

Please refer to your resolution dated 23rd October 2024 appointing us as the Scrutinizers for the purpose of ascertaining the result of the Postal Ballot through e-voting process for passing Special resolutions in respect of items mentioned elsewhere in this report in line with Circular Nos.14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 10/2021 dated June 23, 2021, 03/2022 dated May 5, 2022, 11/2022 dated 28th December, 2022, 09/2023 dated 25th September 2023 and 09/2024 dated 19th September 2024 issued by the Ministry of Corporate Affairs.

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 5 th November 2024, completed dispatch of the Notice of Postal Ballot dated 23 rd October 2024 along with explanatory statement with material facts, to its members whose names appeared on the Register of Members/list of beneficial owners provided by the Depositories as on 1 st November 2024. The Notice was sent to the members in electronic form only to those members whose e-mail addresses are registered with their Depository Participants (in case of electronic shareholding) / the Company's Registrar and Share Transfer Agent (in case of physical shareholding). Members were given the option to vote electronically on the e-voting platform, provided by the |
|-----|--|

| | |
|-----|---|
| | National Securities Depository Limited (NSDL). As confirmed by RTA/Company, notices were sent to 30506 emails sent to the shareholders, out of which 2765 emails got bounced. |
| 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 6 th November 2024. 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. The required paper advertisement, also inter alia, sought updation of mail ids by those shareholders who had not updated the details. |
| 1.3 | In terms of the Notice, the E-voting commenced on 6 th November, 2024 [9.00 A.M] to 5 th December, 2024 [5.00 P.M] |
| 1.4 | Particulars of 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 up to 5.00 PM on 5 th December, 2024, the last date and time fixed by the Company for e-voting were considered for our scrutiny. |
| 1.7 | The votes downloaded from the e-Voting system were collated on 5 th December 2024 after 5.00 P.M. |
| 1.8 | Corporate members who have casted their votes without Board resolutions were invalidated. |

2. A gist of the resolution placed for voting by e-voting process is given below:

| S. No | Resolution | Nature of Resolution |
|-------|--|----------------------|
| 1 | To increase the limits of borrowing by the Board of Directors of the Company under Section 180(1)(c) of the Companies Act, 2013. | Special |
| 2 | To seek approval under Section 180(1)(a) of the Companies Act, 2013 inter alia for creation of mortgage or charge on the assets, properties or undertaking(s) of the Company | Special |

A summary of the voting by e-voting for the above resolutions are given below:

| Resolution no 1 To increase the limits of borrowing by the Board of Directors of the Company under Section 180(1)(c) of the Companies Act, 2013 | | Voter Count | No of votes | % to total valid votes |
|---|-------------|-------------|-------------|------------------------|
| E-voting | In favour | 409 | 17657877 | 99.89 |
| | Against | 25 | 19477 | 0.11 |
| | Valid Votes | 434 | 17677354 | 100 |
| | Invalid | 7 | 105695 | |

Since the number of votes cast in favour exceeded three times 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 a Special resolution.

| RESOLUTION No 2: To seek approval under Section 180(1)(a) of the Companies Act, 2013 inter alia for creation of mortgage or charge on the assets, properties or undertaking(s) of the Company | | Voter Count | No of votes | % to total valid votes |
|---|-------------|-------------|-------------|------------------------|
| E-voting | In favour | 405 | 17657690 | 99.89 |
| | Against | 27 | 19656 | 0.11 |
| | Valid Votes | 432 | 17677346 | 100 |
| | Invalid | 7 | 105695 | |

Since the number of votes cast in favour exceeded three times the number of votes cast against in respect of resolution number 2, we hereby report that the resolution was duly passed with requisite majority as a Special resolution.

- 3 You may accordingly declare the result of the evoting as having been passed with requisite majority which shall be deemed to have been passed on 5th December 2024.
- 4 The e-voting data and all other connected records relating to the aforesaid 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,

BALASUBRA
MANIAN
CHANDRA

Digitally signed by
BALASUBRAMANIAN
CHANDRA
Date: 2024.12.05
18:31:16 +05'30'

B Chandra
Partner
B CHANDRA AND ASSOCIATES
Company Secretaries in Practice
CP No. 7859
UDIN A020879F003279310
Date 05.12.2024