



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

TVS Holdings Limited
[Formerly known as Sundaram-Clayton Limited]

27th July 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: SUNCLAYLTD

Dear Sir(s)/Madam,

Sub: Intimation on the Outcome of Annual General Meeting – Voting Results and Scrutinizer Report

We wish to inform you that the 61st Annual General Meeting of the Company (AGM) was held on 25th July 2023 through Video Conferencing and the businesses mentioned in the Notice dated 5th May 2023 convening the AGM were transacted.

In this connection, we enclose the following:

Voting Results of AGM in compliance with Regulation 44 (3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.	Annexure – I
Scrutinizer's Report in compliance with Rule 20 of the Companies (Management and Administration) Rules, 2014.	Annexure – II

The said results declared by the Chairman of the meeting and the report submitted by the scrutinizer are also placed on the Company's Website and Notice board.

This is for your information and record.

Kindly acknowledge receipt.

Thanking you,
For TVS Holdings Limited
(Formerly known as Sundaram-Clayton Limited)

R Raja Prakash
Company Secretary
Encl.: a/a

TVS HOLDINGS LIMITED
(FORMERLY KNOWN AS SUNDARAM-CLAYTON LIMITED)

Annexure - I

Results of voting through electronic means

Date of the AGM	25th July 2023
Total number of shareholders on record date (18.07.2023)	23,245
No. of shareholders present in the meeting either in person or through proxy: Promoters and Promoter Group: Public:	Nil Nil
No. of Shareholders attended the meeting through Video Conferencing Promoters and Promoter Group:	2
Public:	109

Resolution 1	Adoption of audited financial statements including the consolidated financial statements of the Company for the financial year ended 31st March 2023 together with the reports of the Board of Directors and Auditors thereon.
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	1,50,65,293	1,47,33,293	97.80	1,47,33,293	-	100.00	-
	Poll		-	-	-	-	-	-
	Postal Ballot		-	-	-	-	-	-
	Total		1,47,33,293	97.80	1,47,33,293	-	100.00	-
Public- Institutions	E-Voting	26,86,784	22,28,930	82.96	22,28,930	-	100.00	-
	Poll		-	-	-	-	-	-
	Postal Ballot		-	-	-	-	-	-
	Total		22,28,930	82.96	22,28,930	-	100.00	-
Public- Non Institutions	E-Voting	24,80,008	4,28,394	17.27	4,27,897	497	99.88	0.12
	Poll		-	-	-	-	-	-
	Postal Ballot		-	-	-	-	-	-
	Total		4,28,394	17.27	4,27,897	497	99.88	0.12
Total		2,02,32,085	1,73,90,617	85.96	1,73,90,120	497	100.00	0.00

Resolution 2	Re-appointment of Mr Venu Srinivasan (DIN 00051523) as director who retires by rotation
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	1,50,65,293	1,47,33,293	97.80	1,47,33,293	-	100.00	-
	Poll		-	-	-	-	-	-
	Postal Ballot	1,50,65,293	-	-	-	-	-	-
	Total		1,47,33,293	97.80	1,47,33,293	-	100.00	-
Public-Institutions	E-Voting	26,86,784	22,30,512	83.02	18,67,634	3,62,878	83.73	16.27
	Poll		-	-	-	-	-	-
	Postal Ballot	26,86,784	-	-	-	-	-	-
	Total		22,30,512	83.02	18,67,634	3,62,878	83.73	16.27
Public- Non Institutions	E-Voting	24,80,008	4,28,394	17.27	4,27,765	629	99.85	0.15
	Poll		-	-	-	-	-	-
	Postal Ballot	24,80,008	-	-	-	-	-	-
	Total		4,28,394	17.27	4,27,765	629	99.85	0.15
Total		2,02,32,085	1,73,92,199	85.96	1,70,28,692	3,63,507	97.91	2.09

Resolution 3	Re-appointment of Mr Rajesh Narasimhan (DIN 07824276) as director who retires by rotation.	
Resolution required: (Ordinary/ Special)	Ordinary	
Whether promoter / promoter group are interested in the agenda /	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	1,50,65,293	1,47,33,293	97.80	1,47,33,293	-	100.00	-
	Poll		-	-	-	-	-	-
	Postal Ballot	1,50,65,293	-	-	-	-	-	-
	Total		1,47,33,293	97.80	1,47,33,293	-	100.00	-
Public-Institutions	E-Voting	26,86,784	22,30,512	83.02	21,15,373	1,15,139	94.84	5.16
	Poll		-	-	-	-	-	-
	Postal Ballot	26,86,784	-	-	-	-	-	-
	Total		22,30,512	83.02	21,15,373	1,15,139	94.84	5.16
Public- Non Institutions	E-Voting	24,80,008	4,28,394	17.27	4,27,897	497	99.88	0.12
	Poll		-	-	-	-	-	-
	Postal Ballot	24,80,008	-	-	-	-	-	-
	Total		4,28,394	17.27	4,27,897	497	99.88	0.12
Total		2,02,32,085	1,73,92,199	85.96	1,72,76,563	1,15,636	99.34	0.66

Resolution 4	Ratification of remuneration payable to C S Adawadkar and Co Practising Cost Accountant as Cost Auditor for the financial year 2023-24	
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	1,50,65,293	1,47,33,293	97.80	1,47,33,293	-	100.00	-
	Poll		-	-	-	-	-	-
	Postal Ballot		-	-	-	-	-	-
	Total		1,47,33,293	97.80	1,47,33,293	-	100.00	-
Public- Institutions	E-Voting	26,86,784	22,30,512	83.02	22,30,512	-	100.00	-
	Poll		-	-	-	-	-	-
	Postal Ballot		-	-	-	-	-	-
	Total		22,30,512	83.02	22,30,512	-	100.00	-
Public- Non Institutions	E-Voting	24,80,008	4,28,394	17.27	4,27,765	629	99.85	0.15
	Poll		-	-	-	-	-	-
	Postal Ballot		-	-	-	-	-	-
	Total		4,28,394	17.27	4,27,765	629	99.85	0.15
Total		2,02,32,085	1,73,92,199	85.96	1,73,91,570	629	100.00	0.00



FORM NO. MGT - 13

Report of the Scrutinizer(s) [Pursuant to rule section 108 &109 of the Companies Act, 2013 and rule 20 & 21(2) of the Companies (Management and Administration) Rules, 2014 as amended upto date]

Dated 26.07.2023

To

The Chairman,

of the Annual General Meeting of TVS HOLDINGS LIMITED (FORMERLY KNOWN AS SUNDARAM -CLAYTON LIMITED - Change in name of the Company pursuant to the Composite Scheme of Arrangement amongst Sundaram Clayton Limited and TVS Holdings Private Limited and VS Investments Private Limited and Sundaram - Clayton DCD Limited on 17.7.2023), held on July 25, 2023, at 3PM [Indian Standard Time (IST)] through Video Conferencing /Other Audio- Visual Means.

Subject: Voting at Annual General Meeting - Ordinary Resolution(s) under different provisions of the Companies Act, 2013 read with Rules made there under – Voting through electronic means in terms of Section 108 of the Companies Act, 2013 read with Rule 20 read with Rule 21 of the Companies (Management & Administration) Rules, 2014 as amended till date.

Dear Sir,

I, **B Chandra**, partner of **B.Chandra & Associates**, Practising Company Secretaries, having our office at AG3, Ragamaliika, No.26 Kumaran Colony Main Road, Vadapalani, Chennai 600 026, appointed as Scrutinizer as per the Board resolution dated 5th May 2023 for the purpose of remote e- voting and e-voting provided for holding the Annual General Meeting through Video Conferencing (VC) / other audio visual means (OAVM) of Equity Shareholders, at the Annual General Meeting of **TVS HOLDINGS LIMITED (FORMERLY KNOWN AS SUNDARAM -CLAYTON LIMITED)**, held on July 25, 2023 at 3.00 PM (IST) in line with the Circular No.14/2020 dated April 8 2020 and, Circular No.17/2020 dated April 13, 2020 and No.20/2020 dated May 5, 2020, Circular No.02/2021 dated January 13,2021, Circular No. 03/2022 dated May 5, 2022 and circular No. 11/2022 dated December 28, 2022 on the below mentioned resolutions, hereby submit my report as under:



a.	<p>Pursuant to Sections 101, 108 of the Companies Act 2013 and Rule 20 of the Companies (Management & Administration) Rules, 2014, as amended upto date, the notice convening the meeting have been dispatched to those members (both Equity and Preference) of the Company, who have their e mail ids registered with the Company/ RTA, through electronic means on June 29, 2023. Subsequently, the Notice was also placed on the website of the Company.</p> <p>The required paper advertisement with respect to other shareholders inter alia by way of seeking updation of mail ids to a dedicated email id was given in English in Business Standard and in Hindu Tamil vernacular newspaper on May 25, 2023. The members of the Company were given an option to vote electronically on e-voting platform, provided by the National Securities Depository Limited (NSDL).</p>
b.	The Public Advertisement with respect to dispatch of notices and conducting of voting through electronic means was published in an English newspaper "BUSINESS STANDARD" on June 30, 2023 and a vernacular newspaper "HINDU TAMIL" on the same date.
c.	The remote e-voting period commenced on July 22, 2023 at 9:00 AM and ended on the close of July 24, 2023 at 5:00 PM
d.	Accordingly, the electronic votes cast were taken into account and at the end of the voting period i.e., on July 24, 2023 at 5:00 PM, the NSDL portal was blocked for voting.
e.	The List of shareholders who cast their votes through remote e voting were unblocked in the presence of two witnesses on July 25, 2023.
f.	The Corporate members who had participated in the remote e-voting and who had provided the scanned copy of the resolution passed at the Board of Directors / Power of Attorney for authorization to exercise their votes through e voting have been taken into account.
g.	Pursuant to Composite Scheme of Arrangement amongst Sundaram Clayton Limited and TVS Holdings Private Limited and VS Investments Private Limited and Sundaram - Clayton DCD Limited, the shareholders of TVS Holdings Private Limited (since dissolved) were allotted shares in the company subsequent to the date of the notice as well as cut off date and the votes of the said shareholders were considered based on the effective date of this part of the Scheme.

At the Annual general meeting held at the scheduled time through VC/OAVM, the Chairman informed the members that a 15 minute voting period even after the close of the meeting was provided to those members who have not voted earlier through Remote e-voting to cast their votes by participating through VC/OAVM evoting pursuant to circulars mentioned aforesaid and the provisions of law as well as the Companies (Management & Administration) Rules, 2014 as amended till date by the Ministry of Corporate Affairs dated 23-09-2016.



Five Shareholders had cast their votes electronically at the meeting through VC/OAVM procedure available which was taken into account. The resolutions for which this Annual General Meeting of the shareholders was held were as follows:

S.No	Resolutions	Nature of Resolution
1	Adoption of Standalone & Consolidated audited financial statements for the year ended 31 st March 2023	Ordinary
2	Re- appointment of Mr. Venu Srinivasan (holding DIN 00051523) as Director who retires by rotation.	Ordinary
3	Re-appointment of Mr. Rajesh Narasimhan (holding DIN 07824276), as Director who retires by rotation	Ordinary
4	Ratification of remuneration payable to C S ADAWADKAR & CO, Practising Cost Accountant as Cost Auditor for the year 2023-24	Ordinary

On the conclusion of the Annual General Meeting and after the 15 minutes time period provided for e-voting by members through VC/OAVM, the votes cast through remote e-voting was unblocked and were available for viewing by the undersigned.

The results of the remote e-voting and e-voting at AGM through VC/OAVM are summarised as follows in terms of the Count and Number of votes cast for and against out of the total valid votes is given below.

REMOTE EVOTING AND VOTING DURING AGM							
Resolution No	COUNT OF VOTES CAST IN FAVOUR	NUMBER OF VOTES CAST IN FAVOUR	COUNT OF VOTES CAST AGAINST	NUMBER OF VOTES CAST AGAINST	TOTAL VALID VOTES	ASSENT %	DISSENT%
1	235	17390120	5	497	17390617	99.9971	0.0029
2	218	17028692	25	363507	17392199	97.9099	2.0901
3	205	17276563	39	115636	17392199	99.3351	0.6649
4	235	17391570	6	629	17392199	99.9964	0.0036

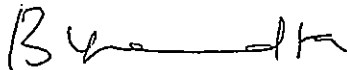


Since the requisite no. of votes cast in favour exceeded the no. of votes cast against in respect of resolutions in S No.1-4, I hereby report that the above resolutions as passed with requisite majority as Ordinary resolutions.

The data sheet relating to remote e-voting and e-voting after AGM through VC/OAVM, records are in the safe custody of the undersigned, and that they will be handed over to the Chairman of the Company, once the Minutes are approved and signed.

Thanking you,

Yours Sincerely,



**B CHANDRA,
PARTNER
B CHANDRA & ASSOCIATES
PRACTISING COMPANY SECRETARIES
UDIN: A020879E000678151**