

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

TVS Holdings Limited

[Formerly known as Sundaram-Clayton Limited]

15th October 2024

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

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

Dear Sir / Madam,

Sub : Intimation under Regulation 30 read with Schedule III of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (SEBI LODR) – Amendments to Memorandum and Articles of Association of the Company

Ref : Our letter dated 13th September 2024 confirming dispatch of Postal Ballot notice to shareholders

We wish to inform that the Company on 13th September 2024, intimated that a postal ballot notice was sent to the shareholders of the Company seeking their consent by way of special resolutions for:

1. Approval for the amendment to Objects Clause of the Memorandum of Association (MoA) of the Company;
2. Approval for the adoption of Memorandum of Association as per the provisions of Companies Act, 2013; and
3. Approval for the adoption of new set of Articles of Association (AoA) of the Company as per the provisions of Companies Act, 2013.

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

The brief details of amendments to Memorandum and Articles of association of the Company, as required under Regulation 30 of the SEBI Listing Regulations, read with Schedule III thereto and the SEBI Master Circular No. SEBI/HO/CFD/PoD2/CIR/P/2023/120 dated July 11, 2023 are provided as **Annexure 1**.

This is for your information and record.

Date and time of event: 15th October 2024 at 10:40 p.m. (IST).

Thanking You,

Yours faithfully,
For TVS Holdings Limited

R Raja Prakash
Company Secretary
Encl.: a/a

Annexure -1
TVS HOLDINGS LIMITED

Disclosure under Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (SEBI LODR)

| S.No | Particulars | Brief Details |
|------|---|---|
| 1. | Amendment to Objects Clause of the Memorandum of Association (MoA) of the Company | <p>The Company has registered itself as a Core Investment Company ("CIC") with the Reserve Bank of India (RBI) effective 14th March 2024.</p> <p>The Reserve Bank of India (RBI) had stipulated certain conditions upon grant of registration to the Company as a CIC which includes, inter-alia, winding up of trading in automotive spare parts by April 2025.</p> <p>Clause III - Object clause of the Memorandum of Association ("MoA") of the Company contained primarily the description of objects carried out by the Company prior to the Demerger of its manufacturing division.</p> <p>Hence, the Clause III - Object clause of the Memorandum of Association ("MoA") has been substituted and replaced as Clause 3 (a) with the new objects reflecting its status as a Core Investment Company and by removing all clauses in relation to its erstwhile manufacturing and related businesses.</p> <p>In addition to the above, the provisions necessary for the furtherance of the objects outlined in Clause 3(a) of the MoA have been incorporated into Clause 3(b) of the MoA. These provisions in Clause 3(b) primarily address facilitative and procedural aspects.</p> <p>The amended Clause 3 of the MoA is included as part of the updated MoA, which is available on the Company's website at https://www.tvsholdings.com/PostalBallot.htm</p> |

| S.No | Particulars | Brief Details | | | | | | | | | | | | | | | | | | | | | |
|-----------------------------|---|---|-----------------------------|-----------------------------|----------------------------|---|---|---------------------------|----|---|--|-----|---|--|----|---|--|---|---|---------------------------|----|---|--|
| 2. | Adoption of Memorandum of Association as per the provisions of the Companies Act, 2013 | <p>The existing Memorandum of Association ("MoA") of the Company was adopted in line with the requirements under the Companies Act, 1956 prevalent at the time of incorporation of the Company and was amended as required from time to time.</p> <p>The Companies Act, 2013 prescribed a new format of MoA for a Company limited by shares in Table A to Schedule I of the Companies Act, 2013. With a view to align with the format prescribed under the Companies Act, 2013, the existing MoA has been substituted and replaced with a new MoA.</p> <p>A summary of the key changes made in the MoA is detailed below:</p> <table border="1" style="width: 100%; border-collapse: collapse;"> <thead> <tr> <th style="background-color: yellow;">Clause ref. in existing MoA</th> <th style="background-color: yellow;">Clause ref. in proposed MoA</th> <th style="background-color: yellow;">Summary of the key changes</th> </tr> </thead> <tbody> <tr> <td style="text-align: center;">I</td> <td style="text-align: center;">1</td> <td>a) Clause renumbered as 1</td> </tr> <tr> <td style="text-align: center;">II</td> <td style="text-align: center;">2</td> <td>a) Clause renumbered as 2 b) State of situation of Registered Office changed as "Tamil Nadu" instead of "Madras".</td> </tr> <tr> <td style="text-align: center;">III</td> <td style="text-align: center;">3</td> <td>a) Clause renumbered and split as 3 (a) and 3 (b) b) Objects clause amended as per details contained in Statement of material facts to Item No. 1 of the Notice</td> </tr> <tr> <td style="text-align: center;">IV</td> <td style="text-align: center;">4</td> <td>a) Clause renumbered as 4 b) Reworded as per Table A to Schedule I of the Companies Act, 2013</td> </tr> <tr> <td style="text-align: center;">V</td> <td style="text-align: center;">5</td> <td>a) Clause renumbered as 5</td> </tr> <tr> <td style="text-align: center;">VI</td> <td style="text-align: center;">6</td> <td>a) Clause renumbered as 6 b) Reworded as per Table A to Schedule I of the Companies Act, 2013</td> </tr> </tbody> </table> <p>The updated MoA is available on the Company's website at https://www.tvsholdings.com/PostalBallot.htm</p> | Clause ref. in existing MoA | Clause ref. in proposed MoA | Summary of the key changes | I | 1 | a) Clause renumbered as 1 | II | 2 | a) Clause renumbered as 2 b) State of situation of Registered Office changed as "Tamil Nadu" instead of "Madras". | III | 3 | a) Clause renumbered and split as 3 (a) and 3 (b) b) Objects clause amended as per details contained in Statement of material facts to Item No. 1 of the Notice | IV | 4 | a) Clause renumbered as 4 b) Reworded as per Table A to Schedule I of the Companies Act, 2013 | V | 5 | a) Clause renumbered as 5 | VI | 6 | a) Clause renumbered as 6 b) Reworded as per Table A to Schedule I of the Companies Act, 2013 |
| Clause ref. in existing MoA | Clause ref. in proposed MoA | Summary of the key changes | | | | | | | | | | | | | | | | | | | | | |
| I | 1 | a) Clause renumbered as 1 | | | | | | | | | | | | | | | | | | | | | |
| II | 2 | a) Clause renumbered as 2 b) State of situation of Registered Office changed as "Tamil Nadu" instead of "Madras". | | | | | | | | | | | | | | | | | | | | | |
| III | 3 | a) Clause renumbered and split as 3 (a) and 3 (b) b) Objects clause amended as per details contained in Statement of material facts to Item No. 1 of the Notice | | | | | | | | | | | | | | | | | | | | | |
| IV | 4 | a) Clause renumbered as 4 b) Reworded as per Table A to Schedule I of the Companies Act, 2013 | | | | | | | | | | | | | | | | | | | | | |
| V | 5 | a) Clause renumbered as 5 | | | | | | | | | | | | | | | | | | | | | |
| VI | 6 | a) Clause renumbered as 6 b) Reworded as per Table A to Schedule I of the Companies Act, 2013 | | | | | | | | | | | | | | | | | | | | | |
| 3. | Adoption of new set of Articles of Association (AoA) of the Company as per the provisions of the Companies Act, 2013. | <p>The Company's Articles of Association ("AoA") was in force since its incorporation of the Company and have been amended several times over the years to cater to the specific requirements of the Company. The AoA was in line with the erstwhile Companies Act, 1956 and various regulations contained in the AoA contain references to the erstwhile Act, which are thus no longer in conformity with the Companies Act, 2013.</p> | | | | | | | | | | | | | | | | | | | | | |

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

TVS Holdings Limited

[Formerly known as Sundaram-Clayton Limited]

| S.No | Particulars | Brief Details |
|-------------|--------------------|--|
| | | <p>The Companies Act, 2013 prescribed a new format of AoA for a Company limited by shares in Table F to Schedule I of the Companies Act, 2013.</p> <p>With a view to align with the format prescribed under the Companies Act, 2013, the Company has adopted a new set of AoA as per Table F of the Companies Act, 2013, which sets out the model Articles of Association for a Company limited by shares, instead of amending each clause of the AoA and incorporating the provisions of the Companies Act, 2013.</p> <p>The updated AoA is available on the Company's website at https://www.tvsholdings.com/PostalBallot.htm</p> |

oOo