

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

# **TVS Holdings Limited**

[Formerly known as Sundaram-Clayton Limited]

9<sup>th</sup> August 2024

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

National Stock Exchange of India Ltd.,  
Exchange Plaza, 5<sup>th</sup> Floor,  
Bandra-Kurla Complex,  
Bandra (E), Mumbai 400 051.  
**Scrip code: TVSHLTD**

Dear Sir/Madam,

**Sub : Voting Results and Scrutinizer's Report of the 62<sup>nd</sup> Annual General Meeting (AGM) held on 8<sup>th</sup> August 2024**

**Ref : Our Letters dated 15<sup>th</sup> July 2024 and 8<sup>th</sup> August 2024**

Pursuant to Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we submit herewith the following for the businesses transacted at 62<sup>nd</sup> AGM of the Company held on Thursday, 8<sup>th</sup> August 2024 through Video Conference:

- (a) Voting results of the AGM (**Annexure -I**); and
- (b) Scrutinizer's Report in compliance with Rule 20 of the Companies (Management and Administration) Rules, 2014 (**Annexure -II**)

All Resolutions as set out in the Notice have been duly approved by the Shareholders with requisite majority.

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

This is for your information and record.

Thanking You

Yours faithfully,

**For TVS Holdings Limited**

**R Raja Prakash**  
**Company Secretary**

Encl: a/a

# Annexure 1

## Resolution No.1

Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Adoption of the Audited Financial Statements (standalone & consolidated) of the Company and the reports of the Board of Directors and the Auditors for the year ended 31st March 2024				
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	14898355	98.9043	14898355	0	100.0000	0.0000
	Poll							
	Postal Ballot (if applicable)							
	<b>Total</b>	15063398	14898355	98.9043	14898355	0	100.0000	0.0000
Public-Institutions	E-Voting	2635993	2172714	82.4249	2172714	0	100.0000	0.0000
	Poll							
	Postal Ballot (if applicable)							
	<b>Total</b>	2635993	2172714	82.4249	2172714	0	100.0000	0.0000
Public- Non Institutions	E-Voting	2532713	16110	0.6361	15699	411	97.4488	2.5512
	Poll							
	Postal Ballot (if applicable)							
	<b>Total</b>	2532713	16110	0.6361	15699	411	97.4488	2.5512
<b>Total</b>		20232104	17087179	84.4558	17086768	411	99.9976	0.0024

## Resolution No.2

Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Re-appointment of Mr K Gopala Desikan, as a Director, liable to retire by rotation				
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	14898355	98.9043	14898355	0	100.0000	0.0000
	Poll							
	Postal Ballot (if applicable)							
	<b>Total</b>	15063398	14898355	98.9043	14898355	0	100.0000	0.0000
Public- Institutions	E-Voting	2635993	2173330	82.4482	1960449	212881	90.2048	9.7952
	Poll							
	Postal Ballot (if applicable)							
	<b>Total</b>	2635993	2173330	82.4482	1960449	212881	90.2048	9.7952
Public- Non Institutions	E-Voting	2532713	15979	0.6309	15542	437	97.2652	2.7348
	Poll							
	Postal Ballot (if applicable)							
	<b>Total</b>	2532713	15979	0.6309	15542	437	97.2652	2.7348
<b>Total</b>		20232104	17087664	84.4582	16874346	213318	98.7516	1.2484

## Resolution No.3

Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Appointment of Statutory Auditor to fill casual vacancy				
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	14898355	98.9043	14898355	0	100.0000	0.0000
	Poll							
	Postal Ballot (if applicable)							
	<b>Total</b>	15063398	14898355	98.9043	14898355	0	100.0000	0.0000
Public-Institutions	E-Voting	2635993	2173330	82.4482	2173330	0	100.0000	0.0000
	Poll							
	Postal Ballot (if applicable)							
	<b>Total</b>	2635993	2173330	82.4482	2173330	0	100.0000	0.0000
Public- Non Institutions	E-Voting	2532713	16000	0.6317	15538	462	97.1125	2.8875
	Poll							
	Postal Ballot (if applicable)							
	<b>Total</b>	2532713	16000	0.6317	15538	462	97.1125	2.8875
<b>Total</b>		20232104	17087685	84.4583	17087223	462	99.9973	0.0027

## Resolution No.4

Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Appointment of Statutory Auditor 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	14898355	98.9043	14898355	0	100.0000	0.0000
	Poll							
	Postal Ballot (if applicable)							
	<b>Total</b>	15063398	14898355	98.9043	14898355	0	100.0000	0.0000
Public-Institutions	E-Voting	2635993	2173330	82.4482	2173330	0	100.0000	0.0000
	Poll							
	Postal Ballot (if applicable)							
	<b>Total</b>	2635993	2173330	82.4482	2173330	0	100.0000	0.0000
Public- Non Institutions	E-Voting	2532713	16000	0.6317	15523	477	97.0188	2.9813
	Poll							
	Postal Ballot (if applicable)							
	<b>Total</b>	2532713	16000	0.6317	15523	477	97.0188	2.9813
<b>Total</b>		20232104	17087685	84.4583	17087208	477	99.9972	0.0028



**B CHANDRA & ASSOCIATES**  
**PRACTISING COMPANY SECRETARIES**  
 Regn. No : P2017TN065700

**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 09.08.2024

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 August 8, 2024, at 3.15 PM [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 9<sup>th</sup> May 2024 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 August 8, 2024 at 3.15 PM (IST) in line with the Circular No14/2020 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, circular No. 11/2022 dated December 28, 2022 and circular No.09/2023 dated 25th September 2023 on the below mentioned resolutions, hereby submit my report as under:



AG 3, RAGAMALIKA,  
 No.26, Kumaran Colony Main Road,  
 Vadapalani,  
 Chennai - 600026.

E-mail : bchandraandassociates@gmail.com  
 bchandracoasecy@gmail.com  
 H/P : 9840276313, 9840375053  
 Phone : 044-23620157

a.	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 of the Company, who have their e mail ids registered with the Company/ RTA, through electronic means on July 15, 2024. Subsequently, the Notice was also placed on the website of the Company. 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 July 3, 2024. The members of the Company were given an option to vote electronically on e-voting platform, provided by the National Securities Depository Limited (NSDL).
b.	The Public Advertisement with respect to dispatch of notices and conducting of voting through electronic means was published in an English newspaper "BusinessStandard" on July 16, 2024 and a vernacular newspaper "Dinamani" on the same date.
c.	The remote e-voting period commenced on August 5, 2024 at 9:00 AM and ended on the close of August 7, 2024 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 August 7, 2024 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 August 7, 2024.
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.

At the Annual general meeting held at the scheduled time through VC/OAVM, the Chairman informed the members that a 15 minutes 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 <sup>st</sup> March 2024	Ordinary



2	Re- appointment of Mr. K Gopala Desikan (holding DIN 00067107) as Director who retires by rotation.	Ordinary
3	Appointment of N C Rajagopal & Co as Statutory Auditors of the company under Casual vacancy from the closing business hours of 10 <sup>th</sup> May 2024 till the conclusion of this Annual General Meeting	Ordinary
4	Appointment of N C Rajagopal & Co as Statutory Auditors of the company for a term of three consecutive years from the conclusion of this Annual General Meeting	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	308	17086768	3	411	17087179	99.997	0.003
2	253	16874346	58	213318	17087664	98.752	1.248
3	302	17087223	9	462	17087685	99.997	0.003
4	301	17087208	10	477	17087685	99.997	0.003

Since the requisite number of votes cast in favour exceeded the number 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*



**B CHANDRA,**  
**PARTNER**  
**B CHANDRA & ASSOCIATES**  
**PRACTISING COMPANY SECRETARIES**  
**UDIN: A020879F000937751**