

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,

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 13th September 2024

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 for approving the following special resolutions:

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.

In this regard, we enclose herewith the announcement of the results (Annexure-1) and scrutinizers report (Annexure-2), pursuant to Regulation 44 and Regulation 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: 15th October 2024 at 10.40 p.m. (IST).

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

Date of Postal Ballot	15-10-2024
Total number of shareholders on record date (06/09/2024)	30,625
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	Approval for the amendment to Objects Clause of the Memorandum of Association (MoA) of the Company
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	1,48,40,612	98.5210	1,48,40,612	-	100.0000	-
	Postal Ballot		-	-	-	-	-	-
	Total	1,50,63,398	1,48,40,612	98.5210	1,48,40,612	-	100.0000	-
Public-Institutions	E-Voting	26,20,116	21,66,636	82.6924	21,66,636	-	100.0000	-
	Postal Ballot		-	-	-	-	-	-
	Total	26,20,116	21,66,636	82.6924	21,66,636	-	100.0000	-
Public- Non Institutions	E-Voting	25,48,590	4,76,564	18.6991	4,76,370	194	99.9593	0.0407
	Postal Ballot		-	-	0	-	-	-
	Total	25,48,590	4,76,564	18.6991	4,76,370	194	99.9593	0.0407
Total		2,02,32,104	1,74,83,812	86.4162	1,74,83,618	194	99.9989	0.0011

TVS HOLDINGS LIMITED

Annexure - 1

Results of voting through electronic means

Date of Postal Ballot	15-10-2024
Total number of shareholders on record date (06/09/2024)	30,625
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 2	Approval for the adoption of Memorandum of Association as per the provisions of the Companies Act, 2013
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	1,48,40,612	98.5210	1,48,40,612	-	100.0000	-
	Postal Ballot		-	-	-	-	-	-
	Total	1,50,63,398	1,48,40,612	98.5210	1,48,40,612	-	100.0000	-
Public- Institutions	E-Voting	26,20,116	21,32,048	81.3723	21,32,048	-	100.0000	-
	Postal Ballot		-	-	-	-	-	-
	Total	26,20,116	21,32,048	81.3723	21,32,048	-	100.0000	-
Public- Non Institutions	E-Voting	25,48,590	4,76,552	18.6987	4,76,357	195	99.9591	0.0409
	Postal Ballot		-	-	0	-	-	-
	Total	25,48,590	4,76,552	18.6987	4,76,357	195	99.9591	0.0409
Total		2,02,32,104	1,74,49,212	86.2452	1,74,49,017	195	99.9989	0.0011

TVS HOLDINGS LIMITED

Annexure - 1

Results of voting through electronic means

Date of Postal Ballot	15-10-2024
Total number of shareholders on record date (06/09/2024)	30,625
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 3	Approval for the adoption of new set of Articles of Association (AoA) of the Company as per the provisions of the Companies Act, 2013
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	1,48,40,612	98.5210	1,48,40,612	-	100.0000	-
	Postal Ballot		-	-	-	-	-	-
	Total	1,50,63,398	1,48,40,612	98.5210	1,48,40,612	-	100.0000	-
Public-Institutions	E-Voting	26,20,116	21,32,048	81.3723	20,34,545	97,503.00	95.4268	4.5732
	Postal Ballot		-	-	-	-	-	-
	Total	26,20,116	21,32,048	81.3723	20,34,545	97,503	95.4268	4.5732
Public- Non Institutions	E-Voting	25,48,590	4,76,486	18.6961	4,76,291	195	99.9591	0.0409
	Postal Ballot		-	-	-	-	-	-
	Total	25,48,590	4,76,486	18.6961	4,76,291	195	99.9591	0.0409
Total		2,02,32,104	1,74,49,146	86.2448	1,73,51,448	97,698	99.4401	0.5599



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 and SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 (the Regulations)

Dear Sir,

Please refer to your resolution dated 8th August 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 13 th September 2024 completed dispatch of the Notice of Postal Ballot dated 8 th August 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 6 th September 2024. The Notice was sent to the members in electronic form only
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	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 28,709 emails sent to the shareholders, out of which 1067 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 14 th September 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 Monday, September 16, 2024 [9.00 A.M] to Tuesday, October 15, 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 Tuesday, October 15, 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 Tuesday, October 15, 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	Approval for the amendment to Objects Clause of the Memorandum of Association (MoA) of the Company.	Special
2	Approval for the adoption of Memorandum of Association as per the provisions of the Companies Act, 2013	Special
3	Approval for the adoption of new set of Articles of Association (AoA) of the Company as per the provisions of the Companies Act, 2013	Special

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A summary of the voting by e-voting for the above resolution is given below:

RESOLUTION No 1 Approval for the amendment to Objects Clause of the Memorandum of Association (MoA) of the Company		Voter Count	No of votes	% to total valid votes
E-voting	In favour	475	17483618	99.9989
	Against	11	194	0.0011
	Invalid	10	120331	

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: Approval for the adoption of Memorandum of Association as per the provisions of the Companies Act, 2013		Voter Count	No of votes	% to total valid votes
E-voting	In favour	461	17449017	99.9989
	Against	12	195	0.0011
	Invalid	10	120331	

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.

RESOLUTION No 3 : Approval for the adoption of new set of Articles of Association (AoA) of the Company as per the provisions of the Companies Act, 2013		Voter Count	No of votes	% to total valid votes
E-voting	In favour	457	17351448	99.4401
	Against	16	97698	0.5599
	Invalid	10	120331	

Since the number of votes cast in favour exceeded three times the number of votes cast against in respect of resolution number 3, we hereby report that the resolution was duly passed with requisite majority as a Special resolution.

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- 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 15th October 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,

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B Chandra
Partner
B CHANDRA AND ASSOCIATES
Company Secretaries in Practice
CP No. 7859
UDIN A020879F001573738

Date 15-10-2024