

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

TVS Holdings Limited

[Formerly known as Sundaram-Clayton Limited]

29th March 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 27th February 2024

We wish to inform that the Company on 27th February 2024, intimated that a postal ballot notice was sent to the shareholders of the Company seeking their consent for approving the request received from T.V. Sundram Iyengar & Sons Private Limited for re-classification of their status from 'Promoter' category to 'Public' category in terms of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, by way of ordinary resolution.

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 aforesaid resolution has been approved by the shareholders with requisite majority.

Date and time of event: 29th March 2024 at 07.11 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	29-03-2024
Total number of shareholders on record date (23/02/2024)	24,804
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	Approving the request received from T.V. Sundram Iyengar & Sons Private Limited for re-classification of their status from 'Promoter' category to 'Public' category in terms of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
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	1,50,63,398	1,50,63,398	100.0000	1,50,63,398	-	100.0000	-
	Postal Ballot		-	-	-	-	-	
	Total	1,50,63,398	1,50,63,398	100.0000	1,50,63,398	-	100.0000	-
Public- Institutions	E-Voting	27,13,329	22,08,610	81.3985	22,08,610	-	100.0000	-
	Postal Ballot		-	-	-	-	-	
	Total	27,13,329	22,08,610	81.3985	22,08,610	-	100.0000	-
Public- Non Institutions	E-Voting	24,55,377	4,37,955	17.8366	4,37,418	537	99.8774	0.1226
	Postal Ballot		-	-	-	-	-	
	Total	24,55,377	4,37,955	17.8366	4,37,418	537	99.8774	0.1226
Total		2,02,32,104	1,77,09,963	87.5340	1,77,09,426	537	99.9970	0.0030

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 Ordinary Resolution under SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 (the Regulations)

Dear Sir,

Please refer to the resolution of the Board of Directors passed on 25th January 2024, appointing us as the Scrutinizers for the purpose of ascertaining the result of the Postal Ballot through evoting process for passing Ordinary resolution in respect of item mentioned elsewhere in this report in line with Circular Nos.14/2020 dated 8th April, 2020, 17/2020 dated 13th April, 2020, 10/2021 dated 23rd June, 2021, 03/2022 dated 5th May, 2022, 11/2022 dated 28th December, 2022 and 09/2023 dated 25th September 2023 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 27 th February 2024, sent the Notice of Postal Ballot dated 25 th January 2024 along with explanatory statement and material facts, to its members whose names appeared on the Register of Members/list of beneficial owners provided by the Depositories as on 23 rd February 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
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	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, 1,589 e-mails got bounced.
1.2	The Company had given Public Advertisement, with respect to dispatch of postal ballots, which was published in Business Standard (English) and Makkal Kural (Tamil) dated 28 th February 2024. In this Notice, Members were informed about the availability of the notice on 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 Thursday, 29 th February 2024 (9.00 AM) and ended on Friday, 29 th March 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 Friday, 29 th March 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 Friday, 29 th March 2024 after 5.00 P.M.
1.8	Corporate members who have casted their votes without Board resolutions were invalidated.
1.9	None of the promoter(s) seeking reclassification and persons related to the promoter(s) (Body Corporate) seeking reclassification pursuant to clause 2(1)(pp) of SEBI (Issue of capital and disclosure Requirements) Regulations, together, hold more than one percent of the total voting rights in the listed entity.

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

S.No	Resolution	Nature of Resolution
1	Approving the request received from T.V. Sundram Iyengar & Sons Private Limited for re-classification of their status from 'Promoter' category to 'Public' category in terms of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.	Ordinary

BALASUBRAMA
NIAN CHANDRA

Digitally signed by
BALASUBRAMANIAN CHANDRA
Date: 2024.03.29 19:10:12 +05'30'

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

RESOLUTION No 1		Voter Count	No of votes	% to total valid votes
E-voting	In favour	409	17709426	99.997
	Against	14	537	0.003
	Invalid	7	104554	

Since the number of votes cast in favour exceeded 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 an Ordinary resolution.

- 3 You may accordingly declare the result of the e-voting as having been passed with requisite majority which shall be deemed to have been passed on 29th March 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: 2024.03.29
19:10:24 +05'30'

B Chandra
Partner
B CHANDRA AND ASSOCIATES
Company Secretaries in Practice
CP No. 7859
UDIN A020879E003650516
Peer review no 1711/2022

Date 29.3.2024