



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

TVS Holdings Limited

[Formerly known as Sundaram-Clayton Limited]

18th September 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: TVSHLTD

Dear Sir/Madam,

**Reg: Regulation 30 - Disclosure of events or information under SEBI
(Listing Obligations and Disclosure Requirements) Regulations,
2015**

Sub: Postal Ballot seeking consent of the shareholders of the Company

* * *

In terms of Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (SEBI (LODR) Regulations, 2015), we enclose the Postal Ballot Notice and Form sent to the shareholders of the Company today, seeking their consent, by way of Ordinary / Special resolutions:

1. Approving the appointment of Mr Sudarshan Venu (DIN: 03601690) as Managing Director, for a period of 5 (five) years;
2. Approving the appointment of Mr Timm Tiller (DIN: 10289596) as a Non-Executive Independent Director for a term of 5 (five) years; and
3. Approving the re-appointment of Ms Sasikala Varadachari (DIN: 07132398), as a Non-Executive Independent Director for a second term of 3 (three) years.

This is for your kind information.

Thanking you,
Yours faithfully,

For TVS Holdings Limited
(formerly known as Sundaram-Clayton Limited)

R Raja Prakash
Company Secretary

TVS HOLDINGS LIMITED

(Formerly Known as Sundaram-Clayton Limited)

Regd. Office: "Chaitanya", No. 12, Khader Nawaz Khan Road, Nungambakkam, Chennai - 600 006.

Website: www.tvsholdings.com; e-mail: corpsec@sundaramclayton.com Tel: 044-2833 2115

CIN: L35999TN1962PLC004792

POSTAL BALLOT NOTICE

(Pursuant to Section 110 of the Companies Act, 2013)

Dear Member(s)

NOTICE is hereby given pursuant to Section 110 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act 2013") read with Rule 22 of the Companies (Management and Administration) Rules, 2014 ("the Rules") (including any statutory modification or re-enactment thereof for the time being in force), the General Circular Nos. 14/2020 dated April 8, 2020 and 17/2020 dated April 13, 2020 read with other relevant circulars, including General Circular No. 3/2022 dated May 5, 2022 and 11/2022 dated December 28, 2022 issued by the Ministry of Corporate Affairs ("MCA Circulars") and Regulation 44 of Securities and Exchange Board of India ("SEBI") (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("the Listing Regulations, 2015") and other applicable provisions, if any, of the Listing Regulations 2015, for obtaining approval of the members, by way of Ordinary / Special Resolution, through Postal Ballot, including electronic means (e-Voting), for the business as set out in this Notice.

The drafts of the resolution to be passed together with the Statement of material facts explaining the reasons therefor pursuant to Section 102(1), 110 and other applicable provisions of the Act, 2013, are being sent to the members in electronic form to their email IDs registered with the Company / Depositories. Physical copies of the same are also being sent by permitted mode along with a Postal Ballot Form and self-addressed postage pre-paid envelope, to those members who have not registered e-mail addresses, to enable them to convey their assent or dissent in writing by postal ballot means.

The Company is pleased to provide the facility for voting through 'electronic means' to enable members to cast their votes for e-Voting by selecting appropriate options for the Resolutions, in accordance with the provisions of the Act, 2013 and Regulation 44 of the Listing Regulations, 2015.

The Company, for this purpose, has engaged National Securities Depository Limited (NSDL), an agency authorized by the Ministry of Corporate Affairs (MCA), for facilitating the members to communicate their assent or dissent through "electronic means" in respect of the resolutions.

The detailed procedures for voting through "electronic means" are given in the Notes attached herewith.

The voting rights of the shareholders shall be in proportion to their shares in the paid-up equity share capital of the Company as on the cut-off date, Thursday, 14th September 2023. A person who is not a member as on the cut-off date should treat this notice for information purposes only. The voting rights in respect of unclaimed shares held in TVS Holdings Limited Unclaimed Suspense Account and Investors Education Protection Fund stand frozen in terms of Regulation 39 read with Schedule VI of the Listing Regulations, 2015 and Section 124 of the Act, 2013, respectively.

The Board of Directors (the Board) have appointed M/s B Chandra & Associates, Practising Company Secretaries, Chennai, as the Scrutinizer, at its meeting held on Monday, 11th September 2023, for conducting the Postal Ballot Process (voting by "post" and through "electronic means") in a fair and transparent manner and they have communicated their willingness to be appointed and will be available for the said purpose.

Members are, therefore, requested to carefully read and follow the instructions for voting by "post" or through "electronic means", namely by

- (i) returning the postal ballot form duly completed as per the instructions contained in the Postal Ballot Form, in the attached self-addressed postage pre-paid envelope, so as to reach the Scrutinizer not later than 5.00 P.M (IST) on Friday, 20th October 2023; or
- (ii) casting their votes electronically from Thursday, 21st September 2023 [9.00 A.M (IST)] to Friday, 20th October 2023 [5.00 P.M (IST)] by following the procedures as explained in the Notes hereinbelow.

TVS Holdings Limited

The Scrutinizers will submit their consolidated report on the results of voting by means of "post" and through "electronic means" to the Chairman or any one of the directors of the Company as authorised, after completion of the scrutiny of Postal Ballot Form and voting by electronic means.

The results will be announced by the Chairman or any one of the directors of the Company, as authorized, at its registered office on Saturday, 21st October 2023.

The last date of voting, i.e., Friday, 20th October 2023 will be taken as the date of passing of the said Resolutions by the members of the Company, subject to the votes cast in favour of the ordinary resolution being more than the votes cast against the resolution; and votes cast in favour of the special resolution being not less than three times the votes cast against the resolution, respectively.

The result of e-Voting shall be intimated to Stock Exchanges where the Company's shares are listed and the results would also be uploaded on the website of the Company at www.tvsholdings.com.

Members requiring any clarification may contact Mr R Raja Prakash, Company Secretary at the registered office of the Company or through e-mail viz., rrp@sundaramclayton.com or corpsec@sundaramclayton.com

All documents, referred to in this Notice and in the Statement of material facts referred to under Section 102(1) of the Act, 2013, are open for inspection at the Registered Office of the Company during office hours on all working days between 10.00 A.M. (IST) and 12.00 Noon (IST) upto Friday, 20th October 2023.

The said Notice of Postal Ballot and Ballot Form have also been placed on the Company's website viz, www.tvsholdings.com for use by the Members.

SPECIAL BUSINESSES

Item No. 1

Approving the appointment of Mr Sudarshan Venu (DIN: 03601690) as Managing Director, for a period of 5 (five) years

To consider providing your assent or dissent for passing the following resolution as an Ordinary Resolution:

"RESOLVED THAT subject to the provisions of Sections 196, 197 and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (the Act, 2013), the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modifications or re-enactment(s) thereof for the time being in force) ("the Listing Regulations, 2015"), Articles of Association and subject to the approval of the Central Government and such terms and conditions including modifications as may be prescribed or imposed, if any, approval of the members of the Company be and is hereby accorded for the appointment of Mr Sudarshan Venu (DIN: 03601690), as Managing Director of the Company for a period of five years with effect from 11th September 2023, subject to retirement by rotation, upon such terms and conditions as recommended by the Nomination and Remuneration Committee and the Board of Directors (the Board) as set out in the Statement of material facts, which is hereby specifically sanctioned with authority to the Board (which term shall be deemed to include any duly authorized committee thereof for the time being exercising the power conferred on the Board by this Resolution) to alter and vary the terms and conditions of the said appointment as it may deem fit and as may be agreed to between the Board and Mr Sudarshan Venu."

"RESOLVED FURTHER THAT the terms of remuneration be decided as and when deemed fit by the Board subject to the recommendation of the Nomination and Remuneration Committee of the Company and approval of the members and Statutory Authorities, if any."

"RESOLVED FURTHER that the Board be and is hereby authorised to take all such steps as may be necessary for obtaining any approvals statutory, contractual or otherwise, in relation to the above, and to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient and proper to give effect to this resolution."

Item No. 2

Approving the appointment of Mr Timm Tiller (DIN: 10289596) as a Non-Executive Independent Director for a term of 5 (five) years

To consider providing your assent or dissent for passing the following resolution as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 149 (read with Schedule IV of the Companies Act, 2013), 150, 152, 160, 161, 164 and other applicable provisions, if any, of the Companies Act, 2013 (the Act, 2013), (including

TVS Holdings Limited

any statutory modification(s) or re-enactment(s) thereof for the time being in force) and the Companies (Appointment and Qualifications of Directors) Rules, 2014, Regulations 17, 25(2A) and other applicable regulations of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 based on the recommendation of the Nomination and Remuneration Committee (NRC) and the Board of Directors of the Company, approval of the members be and is hereby accorded for the appointment of Mr Timm Tiller (DIN: 10289596), as a Non-Executive Independent Director (NE-ID) of the Company, for a term of five consecutive years effective 11th September 2023, and whose office shall not be liable to retire by rotation during his tenure, and in respect of whom the Company has received a notice in writing from a shareholder under Section 160 of the Act, 2013, and to receive remuneration by way of profit related commission, if any, within the permissible limit in terms of Section 197 of the Act, 2013, as determined by the Board, from time to time reimbursement of expenses and fees for participation in the meetings of the Board and / or Committees in terms of applicable provisions of the Act, 2013."

"RESOLVED FURTHER THAT the Board be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

Item No. 3

Approving the re-appointment of Ms Sasikala Varadachari (DIN: 07132398), as an Independent Director for a second term of 3 (three) years.

To consider providing your assent or dissent for passing the following resolution as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 149 (read with Schedule IV of the Companies Act, 2013), 150, 152, 160, 161, 164 and other applicable provisions, if any, of the Companies Act, 2013 (the Act, 2013), (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and the Companies (Appointment and Qualifications of Directors) Rules, 2014, Regulations 17 and other applicable regulations of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 based on the recommendation of the Nomination and Remuneration Committee (NRC) and the Board of Directors of the Company, Ms Sasikala Varadachari (DIN: 07132398), who was appointed as an Independent Director and who holds office as an Independent Director up to 23rd October 2023 and being eligible, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation and to hold office for the second term of three consecutive years, i.e. from 24th October 2023 to 23rd October 2026 and to receive remuneration by way of fees, reimbursement of expenses for participation in the meetings of the board and / or committees and profit related commission in terms of Section 197 of the Act, 2013, as determined by the Board, from time to time."

"RESOLVED FURTHER THAT the Board be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

By order of the Board
For **TVS Holdings Limited**

Place : Chennai
Date : 11th September 2023

R Raja Prakash
Company Secretary

Encl:

- (1) A Statement of material facts in terms of Section 102 (1) of the Act, 2013 and the procedures for voting through "electronic means" and "post".
- (2) Details of directors seeking appointment / re-appointment pursuant to Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard - 2 on General Meetings
- (3) Postal Ballot Form & self-addressed postage pre-paid envelope.

NOTES:

- (1) A Statement of material facts pursuant to the provisions of Section 102(1) of the Act, 2013 setting out the material facts relating to the businesses to be transacted is annexed hereto. The relevant details, pursuant to Listing Regulations, 2015 and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, in respect of the Directors' seeking appointment and re-appointment is annexed.
- (2) Notice along with the Postal Ballot Form is being sent to the members whose names appear in the register of members / list of beneficial owners on National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) as on **Thursday, 14th September 2023** (Cut-off date)

TVS Holdings Limited

- (3) The Notice along with the Postal Ballot Form is being sent to the members in electronic form to the e-mail addresses registered with their Depository Participants (in case of electronic shareholding) / the Company's Registrar and Share Transfer Agent (in case of physical shareholding). For members whose e-mail addresses are not registered, physical copies of the Notice are being sent by permitted mode along with a self-addressed postage pre-paid envelope.
- (4) Members, who have received the Notice by e-mail and who wish to vote through physical Form may download the Postal Ballot Form attached to the e-mail or from the Company's website: www.tvsholdings.com, where the Postal Ballot Notice is displayed and send the duly completed and signed postal ballot form, so as to reach the Scrutinizer on or before **Friday, 20th October 2023 (5.00 P.M.)**
- (5) Member(s) whose names appear in the Register of Members / List of Beneficial Owners as on the cut-off date will be considered for e-Voting. A person who is not a Member as on the cut-off date should treat this Notice for information purpose only.
- (6) Resolutions passed by the members through voting by electronic means shall be deemed to have been passed as if it has been passed at a general meeting of the members convened in that behalf.
- (7) Pursuant to the provisions of Section 110 of the Act, 2013 read with the Companies (Management and Administration) Rules, 2014 and in terms of Regulation 44 of the Listing Regulations, 2015, the Company has provided facility to members to exercise their votes through electronic means and have engaged the services of NSDL as the Authorised Agency to provide e-Voting facility. Instructions for the process to be followed for voting through "electronic means" are annexed to the Notice.
- (8) The members holding shares in physical form can opt for only one mode of voting, i.e., either by physical ballot or e-Voting. In case members cast their votes through both the modes, voting done by e-Voting shall prevail and votes cast through physical postal ballot forms will be treated as invalid. There will be only one postal ballot form irrespective of number of joint holders.
- (9) Voting rights shall be reckoned on the paid-up value of shares registered in the name of the member / beneficial owner (in case of electronic shareholding) as on the cut-off date, being the date fixed for determining the voting rights of members entitled to participate in the e-Voting process through e-Voting platform provided by NSDL by typing the URL: <https://www.evoting.nsdl.com>.
- (10) A member cannot exercise his / her vote by proxy on Postal Ballot.
- (11) The Board of Directors have appointed M/s B Chandra & Associates, Practising Company Secretaries, as Scrutinizer to conduct the Postal Ballot voting process including voting through electronic means, in a fair and transparent manner.
- (12) The Scrutinizer will submit their report to the Chairman or any one of the directors as authorized by Chairman after the completion of scrutiny, and the results of voting through electronic means will be declared by placing it along with the Scrutinizer's report on the Company's website www.tvsholdings.com and communicated to the Stock Exchanges.
- (13) The resolution, if approved with the requisite majority shall be deemed to have been passed on the last date of voting, i.e., **Friday, 20th October 2023**.
- (14) In case of any query, members may refer to the Frequently Asked Questions (FAQs) for members and e-Voting user manual for members available at Downloads Section of www.evoting.nsdl.com or contact NSDL at the following telephone no. 022-24994600
- (15) Members who have not registered their e-mail addresses are requested to register the same with the Company's Registrar and Share Transfer Agent / Depository Participant(s) for sending future communication(s) in electronic form. Members who have registered their e-mail addresses are requested to ensure that the same is operational and if not provide the correct e-mail address.

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

Step 1: Access to NSDL e-Voting system





A) Login method for e-Voting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

TVS Holdings Limited

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Type of shareholders	Login Method
	<ol style="list-style-type: none"> If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS Portal" or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder / Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password / OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. <p style="text-align: right;">NSDL Mobile App is available on</p> <p>4. Shareholders / Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience.</p> <div style="display: flex; justify-content: space-around; align-items: center;"> <div style="text-align: center;">   </div> <div style="text-align: center;">   </div> </div>

Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then use your existing my easi username & password. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. If the user is not registered for Easi / Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home
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TVS Holdings Limited

	page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the e-Voting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at 022 - 4886 7000 and 022 - 2499 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

B) Login Method for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the Company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

TVS Holdings Limited

5. Password details for shareholders other than Individual shareholders are given below:
 - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
 - c) How to retrieve your 'initial password'?
 - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - (ii) If your email ID is not registered, please follow steps mentioned below **in process for those shareholders whose email ids are not registered**
6. If you are unable to retrieve or have not received the " Initial password" or have forgotten your password:
 - a) Click on "**Forgot User Details/Password?**" (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) Physical User Reset Password?" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

Step 2: Cast your vote electronically on NSDL e-Voting system.

How to cast your vote electronically on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify / modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF / JPG Format) of the relevant Board Resolution / Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to bchandraandassociates@gmail.com with a copy marked to evoting@nsdl.co.in.

TVS Holdings Limited

2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-Voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details / Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password. TVS Holdings Limited.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-Voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request to Ms. Pallavi Mhatre Manager at evoting@nsdl.co.in

Process for those shareholders whose email ids are not registered with the depositories for procuring user ID and password and registration of e mail ids for e-Voting for the resolution set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAAR (self attested scanned copy of Aadhar Card) by email to corpsec@sundaramclayton.com
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAAR (self attested scanned copy of Aadhaar Card) to corpsec@sundaramclayton.com. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at step 1 (A) i.e. **Login method for e-Voting for Individual shareholders holding securities in demat mode.**
3. Alternatively shareholder / members may send a request to evoting@nsdl.co.in for procuring user id and password for e-Voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

Annexure to the Notice of Postal Ballot dated 11th September 2023

STATEMENT OF MATERIAL FACTS PURSUANT TO SECTION 102 (1) OF THE COMPANIES ACT, 2013

The following statement sets out all the material facts relating to the Special Businesses mentioned in the accompanying Notice dated 11th September 2023 and shall be taken as forming part of the Notice.

Item No.1

The Board at its meeting held on 11th September 2023, proposed to appoint Mr Sudarshan Venu as Managing Director for a period of five years from 11th September 2023 to 10th September 2028, in accordance with the provisions the Act, 2013 and the Listing Regulations 2015 on such terms and conditions of his appointment, as recommended by the Nomination and Remuneration Committee of directors (NRC) at their meeting held on 11th September 2023.

The Company has received from Mr Sudarshan Venu, his consent to act as Managing Director of the Company along with a declaration to the effect that he is not disqualified from being appointed as a Director in terms of Section 164(2) of the Act, 2013 and has not been debarred or disqualified from being appointed or continuing as Director of a company by the SEBI, MCA or any such other statutory authority.

Mr Sudarshan Venu, is also the Managing Director of TVS Motor Company Limited and the Chairman of TVS Credit Services Limited, subsidiaries of the Company.

Mr Sudarshan Venu holds a Graduate Degree with Honors in the Jerome Fisher Program in Management and Technology from the University of Pennsylvania, USA. He holds B.S. in Mechanical Engineering from the School of Engineering and Applied Sciences and B.S. in Economics from the Wharton School. He has also completed M.Sc. in International Technology Management from the Warwick Manufacturing Group attached to University of Warwick in U.K.

TVS Holdings Limited

Being an automotive enthusiast, he grew up amidst the roar of engines in India's oldest factory racing team. Driven by passion, he has motorbiked in four continents. Over the last few years, he has been charting the future of one of India's leading two-wheeler manufacturer, TVS Motor Company Limited (TVSM), and has made it the most awarded two-wheeler company. It is a testimony to Sudarshan's focus, that TVSM has been voted No. 1 in Customer Satisfaction for four years in a row by the prestigious J. D. Power Awards.

Mr Sudarshan Venu has now set his vision of transforming TVSM into a leading global mobility player. To this effect, he has set in motion global expansion through both organic & inorganic means. Under his leadership, TVSM acquired UK's iconic motorcycle brand Norton Motorcycles and has also setup a completely new manufacturing facility in UK. He also strongly believes in staying ahead of the emerging trends - electrification and personal mobility are two big areas of focus. He is looking to build a strategic personal e-mobility ecosystem by scaling unique brands, and recently led TVSM to acquire European e-bike brand EGO Movement and Switzerland's largest e-bike company, Swiss E-Mobility Group. MrSudarshan has also played a pivotal role in TVSM's growth in Africa, ASEAN & Latam.

With the vision of enriching the life of every Indian, Mr Sudarshan Venu is also leading the change at TVS Credit Services Limited, a non-deposit Non-Banking Finance Company. Keeping the customer at the center, he wants the NBFC to become a partner in the customer's aspirations. He also has been instrumental in setting up and in the success of Emerald Haven Realty Ltd, and TVS Digital, a subsidiary of TVSM incorporated in Singapore, focused on providing technology solutions for digital transformation.

NRC has considered Mr Sudarshan Venu's significant industry-specific knowledge, experience and expertise well-suited to lead the Company. His track record and skills can be seen as valuable assets for effective leadership. He has a clear and compelling strategic vision for the Company's future growth and success and his leadership qualities and ability to make decisions in the best interests of the Company and its stakeholders.

NRC recommended the appointment of Mr Sudarshan Venu as Managing Director of the Company considering the above attributes.

The proposed appointment is further subject to the approval of the shareholders of the Company in terms of Sections 196 and 203 read with Schedule V of the Act, 2013 and the Listing Regulations, 2015 and the Central Government in terms of Schedule V of the Act, since he is a person resident outside India.

The terms of his remuneration will be decided as and when deemed fit by the board based on the recommendation of the Nomination and Remuneration Committee and approval of the members and Statutory Authorities, if any.

He does not hold any memberships / chairmanships of committees in the Company.

Subject to the control and supervision of the Board of Directors, Mr Sudarshan Venu shall be in charge of the management of the affairs of the Company; and he shall perform such duties and exercise such powers as may be entrusted to him from time to time by the Board and shareholders.

Mr Sudarshan Venu is deemed to be concerned / interested in this resolution, since it relates to his appointment as Managing Director and Mr Venu Srinivasan, Chairman is also deemed to be interested, being his relative.

None of the other Directors or Key Managerial Personnel of the Company or their relatives is concerned or interested, financially or otherwise, in the resolution as set out in Item no. 1 of this Postal Ballot Notice.

The board, therefore, recommends the Ordinary Resolution, as set out in Item no.1, for approval by the members of the Company.

Item No. 2

The Board at its meeting held on 11th September 2023, based on recommendation of the Nomination and Remuneration Committee of Directors (NRC), appointed Mr Timm Tiller (DIN: 10289596) as a Non-Executive Independent Director (NE-ID) of the Company for a term of Five years effective 11th September 2023, in terms of Sections 149 (read with Schedule IV to the Act, 2013), 150, 152, 160, 161, 164 and other applicable provisions of the Act, 2013 and Companies (Appointment and Qualification of Directors) Rules 2014 and Regulation 17, 25(2A) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations, 2015). In the opinion of the NRC and the Board, Mr Timm Tiller, fulfils the conditions specified under the Act, 2013 and the rules made thereunder and Listing Regulations, 2015 for the appointment as a NE-ID of the Company and he is independent of the management of the Company.

TVS Holdings Limited

Mr Timm Tiller, aged 42 years, holds a Master of Arts in Business Economics from Witten / Herdecke University in Germany. He is the co-founder of the Owners Forum in 2007 and created a professional platform to bring a network of family businesses globally to handle corporate succession planning, crisis and conflict management. Currently, the Owners Forum consists of more than 250 leading family enterprises globally.

NRC at its meeting held on 11th September 2023, felt that his knowledge on global trends would be of great value to the Company. Further, considering that the Company is going global, his outlook and relationships would be very helpful to the Company in exploring partnerships and investors.

The NRC also evaluated qualification, skills, experience, integrity and knowledge of Mr Timm Tiller and felt that it would be sufficient/ satisfactory to recommend his appointment as a NE-ID on the Board, as per the Nomination and Remuneration (NR) Policy of the Company.

He has also enrolled with the database for Independent Directors as specified under the Section 150 of the Companies Act, 2013.

In terms of Regulation 25(2A) of Listing Regulations, 2015, appointment of Mr Timm Tiller as a Non-Executive Independent Director (NE-ID) requires approval of the members of the Company through a special resolution. In terms of proviso to Regulation 25(2A) of the Listing Regulations, 2015, where a special resolution for the appointment of an independent director fails to get the requisite majority of votes, but the votes cast in favour of the resolution exceed the votes cast against the resolution and the votes cast by the public shareholders in favour of the resolution exceed the votes cast against the resolution, then the appointment of such an independent director shall be deemed to have been made under this regulation. Further, in terms of Regulation 17(1C) of Listing Regulations, the appointment of NE-ID will be required to be approved by the members of the Company, within a period of 3 months from the date of appointment or next General Meeting, whichever is earlier.

Mr Timm Tiller was appointed as a Non-Executive Independent Director of the Company to hold office for a term of 5 consecutive years from 11th September 2023 and not liable to retire by rotation during his tenure of appointment, subject to approval of the members of the Company.

The Company has also received a notice from a member under Section 160 of the Act, 2013, proposing the candidature of Mr Timm Tiller for the office of director of the Company.

The Company has received a consent in writing from Mr Timm Tiller to act as a Director in Form DIR-2, intimating to the effect that he is not disqualified to be appointed as a director, and a declaration in writing that he meets the criteria of independence and he is not aware of any circumstance or situation, which exists or may be reasonably anticipated, that could impair or impact his ability to discharge his duties with an objective independent judgement and without any external influence as provided under Section 149(6) of the Act, 2013 and also under the Listing Regulations, 2015.

Since he was appointed by the Directors at the board meeting held on 11th September 2023 only, he has not attended any meetings of the board during the year and also did not receive any remuneration during the year from the Company.

Mr Timm Tiller is entitled to receive remuneration by way of sitting fees and reimbursement of expenses for participation in the meetings of the board and / or committees and profit related commission, if any in terms Section 197 and other applicable provisions of the Act, 2013, as determined by the board from time to time, within the overall limits specified under the Act, 2013 as well as the Listing Regulations.

He is currently, not a member of any of the committees of the Board of the Company.

The draft letter of appointment setting out the terms and conditions of appointment of NE-ID will be available for inspection without any fee by the members at the Registered Office of the Company, "Chaitanya", No. 12, Khader Nawaz Khan Road, Nungambakkam, Chennai - 600006, Tamil Nadu, India, during office hours as stated above and shall also be uploaded on the website of the Company at www.tvsholdings.com.

Except Mr Timm Tiller, none of the other Directors or any Key Managerial Personnel or any of their relatives is, in anyway, concerned or interested, financially or otherwise in the above resolution as set out in Item no. 2 of this notice.

The Board, therefore, recommended the Special Resolution as set out in Item no. 2 of this Notice, for appointment of Mr Timm Tiller, as a Non-Executive Independent Director (NE-ID) of the Company, for approval of the members.

Item No.3

Ms Sasikala Varadachari was appointed as Independent Director (ID) of the Company and she holds office as ID of the Company up to 23rd October 2023 ("first term").

Accordingly, it is proposed to re-appoint her as ID, not liable to retire by rotation, for the second term of three consecutive years w.e.f. 24th October 2023. As per Section 149 of the Companies Act, 2013, such re-appointment requires the approval of the shareholders by way of a special resolution.

Both the Nomination and Remuneration Committee of directors and the board were of the opinion, after evaluating their performance and other attributes, that her continued association would be of immense benefit to the Company and it is desirable to continue to avail her services as ID considering her rich and vast experience in the finance and banking sector.

Ms Sasikala Varadachari, aged 68 years, is a retired banker with over 37 years of experience in the fields of banking operations both in India and Overseas. She holds a post graduate degree in Economics.

Ms Sasikala Varadachari worked as Chief General Manager of State Bank of India (SBI), spearheading the strategic training unit, SBI, corporate center Mumbai, having profound knowledge in Credit and Merchant Banking.

Ms Sasikala was the first CEO of SBI in Israel and was responsible for setting up SBI's Commercial Operations there.

She is a member of Audit Committee, Nomination and Remuneration Committee and Administrative Committee of the Company.

Ms Sasikala Varadachari fulfils the terms and conditions specified under the Act, 2013 and rules made thereunder for her re-appointment as ID and is independent of the management. She meets the criteria of independence as prescribed both under Section 149(6) of the Act, 2013 and under regulation 16 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations, 2015").

Ms Sasikala Varadachari is entitled to receive remuneration by way of sitting fees and reimbursement of expenses for participation in the meetings of the board and / or committees and profit related commission, if any in terms Section 197 and other applicable provisions of the Act, 2013, as determined by the board from time to time, within the overall limits specified under the Act, 2013 as well as the Listing Regulations, 2015.

The draft letter of re-appointment of Ms Sasikala Varadachari setting out the terms and conditions of re-appointment is available for inspection by the members at the registered office of the Company, "Chaitanya", No. 12, Khader Nawaz Khan Road, Nungambakkam, Chennai - 600006, Tamil Nadu, India, during office hours as stated above and shall also be uploaded on the website of the Company at www.tvsholdings.com.

Except Ms Sasikala Varadachari, none of the other Directors or Key Managerial Personnel of the Company or their relatives is concerned or interested, financially or otherwise, in their respective resolutions for re-appointment as set out in Item no. 3.

The Board therefore recommends the Special Resolution as set out at Item no. 3 of the Notice for approval by the members of the Company.

By order of the Board
For **TVS Holdings Limited**

Place : Chennai
Date : 11th September 2023

R Raja Prakash
Company Secretary

TVS HOLDINGS LIMITED

(Formerly Known as Sundaram-Clayton Limited)

Regd. Office: "Chaitanya", No. 12, Khader Nawaz Khan Road, Nungambakkam, Chennai - 600006.

Website: www.tvsholdings.com; e-mail: corpsec@sundaramclayton.com Tel: 044-2833 2115

CIN: L35999TN1962PLC004792

DETAILS OF DIRECTORS SEEKING APPOINTMENT / RE-APPOINTMENT

[Pursuant to Regulation 36(3) of the Listing Regulations, 2015 and Secretarial Standard - 2 on General Meetings]

Name of the Director (M/s.)	Sudarshan Venu	Timm Tiller	Sasikala Varadachari
DIN	03601690	10289596	07132398
Age	34 years	42 years	68 years
Date of first appointment on the Board	2 nd September 2011	11 th September 2023	24 th October 2018
Qualifications	<ul style="list-style-type: none"> • Graduate Degree with Honors in the Jerome Fisher Program in Management and Technology from the University of Pennsylvania, USA; • B.S. in Mechanical Engineering from the School of Engineering and Applied Sciences; • B.S. in Economics from the Wharton School; • M.Sc. in International Technology Management from the Warwick Manufacturing Group attached to University of Warwick in U.K. 	Master of Arts in Business Economics	M.A Economics
Experience	More than 12 years	16 years	37 years
Expertise in specific functional areas	<ul style="list-style-type: none"> • In all spheres of management including strategic planning, business administration and digital platform; • Always strives for excellence in both quality and cost along with customer satisfaction and take advantage of emerging opportunities and catch new waves of wealth creation • Very resourceful in his approach and implementation of strategies; • He is the Managing Director of TVS Motor Company Limited and also the Chairman of TVS Credit Services Limited, the subsidiary company; • Made extra-ordinary efforts to improve TVS's presence in global market; 	<ul style="list-style-type: none"> • He is the co-founder of the Owners Forum in 2007 and created a professional platform to bring a network of family businesses globally to handle corporate succession planning, crisis and conflict management. • Currently, the Owners Forum consists of more than 250 leading family enterprises globally. 	<ul style="list-style-type: none"> • Ms Sasikala Varadachari is a retired banker with over 37 years of experience in the fields of banking operations both in India and overseas; • She has spearheaded the strategic training unit, SBI, corporate center Mumbai, having profound knowledge in Credit and Merchant Banking; • She was the first CEO of SBI in Israel and was responsible for setting up SBI's commercial operations there; and • She is presently on the board of Sundaram-Clayton Limited, Tube Investments of India Limited, Cholamandalam Securities Limited and CG Power & Industrial Solutions Limited.

TVS Holdings Limited

Name of the Director (M/s.)	Sudarshan Venu	Timm Tiller	Sasikala Varadachari
Skills and capabilities required for the role and the manner in which the Independent Directors meet the requirements	Not applicable	Refer Item no. 2 of the Statement of material facts.	Refer Item no. 3 of the Statement of material facts.
Terms and conditions of appointment / re-appointment	Appointment as Managing Director for a period of five years from 11 th September 2023 to 10 th September 2028, in accordance with the Companies Act, 2013 (the Act, 2013) and the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 (the Listing Regulations, 2015) on such terms and conditions of his appointment, as recommended by the Nomination and Remuneration Committee of directors (NRC) at their meeting held on 11 th September 2023 (refer Item no. 1 of the Statement of material facts.)	Appointment as Independent Director for a period of five years from 11 th September 2023 (refer Item No. 2 of the Statement of material facts.)	Re-appointment as Independent Director for a period of three years from 24 th October 2023 (refer Item no. 3 of the Statement of material facts.)
Details of remuneration last drawn (FY 2022-23)	₹ 50,000 as sitting fees	Not Applicable since his appointment effective 11 th September 2023 only	₹ 19.80 Lakhs from the Company towards profit related commission and sitting fees for attending meetings of the board and committees.
Details of remuneration sought to be paid	The terms of his remuneration will be decided as and when deemed fit by the board based on the recommendation of the Nomination and Remuneration Committee and approval of the members and Statutory Authorities, if any.	Mr Timm Tiller is entitled to receive remuneration by way of sitting fees and reimbursement of expenses for participation in the meetings of the board and / or committees, if any and profit related commission, if any in terms Section 197 and other applicable provisions of the Act, 2013, as determined by the board from time to time, within the overall limits specified under the Act, 2013 as well as the Listing Regulations, 2015.	Ms Sasikala Varadachari is entitled to receive remuneration by way of sitting fees and reimbursement of expenses for participation in the meetings of the board and / or committees, if any and profit related commission, if any in terms Section 197 and other applicable provisions of the Act, 2013, as determined by the board from time to time, within the overall limits specified under the Act, 2013 as well as the Listing Regulations, 2015.
Directorships in other Companies	<ol style="list-style-type: none"> 1. TVS Motor Company Limited 2. TVS Credit Services Limited 3. Coromandel International Limited 4. TVS Electric Mobility Limited 5. TVS Housing Finance Private Limited 6. S. Venu Trustee Private Limited 7. Veeyes Charities Foundation 8. Cheema Educational Foundation 	Nil	<ol style="list-style-type: none"> 1. Sundaram-Clayton Limited 2. Tube Investments of India Limited 3. CG Power and Industrial Solutions Limited 4. TVS Motor Services Limited 5. Cholamandalam Securities Limited

TVS Holdings Limited

Name of the Director (M/s.)	Sudarshan Venu	Timm Tiller	Sasikala Varadachari
	9. Jupiter Cultural and Heritage Foundation 10. TVS Motor (Singapore) Pte Limited, Singapore 11. TVS Digital Pte Limited, Singapore 12. Swiss E- Mobility Group (Holding) AG, Switzerland 13. Swiss E- Mobility Group (Schweiz) AG, Switzerland 14. The Norton Motorcycle Co. Limited, UK		
Membership / Chairpersonship of Committees in other companies	TVS Motor Company Limited: a) Risk Management Committee b) Corporate Social Responsibility Committee c) Stakeholders' Relationship Committee	Nil	Sundaram-Clayton Limited a) Risk Management Committee* b) Audit Committee c) Nomination and Remuneration Committee d) Corporate Social Responsibility Committee e) Administrative Committee
	TVS Credit Services Limited: a) Nomination and Remuneration Committee b) Asset Liability Management Committee c) IT Strategy Committee d) Credit Sanction Committee		Tube Investments of India Limited: a) Stakeholders' Relationship Committee* b) Corporate Social Responsibility Committee* c) Nomination and Remuneration Committee
	Coromandel International Limited: Stakeholders' Relationship Committee *		CG Power and Industrial Solutions Limited: a) Audit Committee b) Corporate Social Responsibility Committee
Listed entities from which the Director has resigned from Directorship in last 3 (three) years	Nil	Nil	Nil
No. of Board Meetings attended during FY 2023-24 (upto the date of this Notice)	3	Not Applicable	3
Inter-se relationship with other Directors and Key Managerial Personnel of the Company	He is the son of Mr Venu Srinivasan, Chairman of the Company.	Nil	Nil

TVS Holdings Limited

Name of the Director (M/s.)	Sudarshan Venu	Timm Tiller	Sasikala Varadachari
No. of shares held:			
(a) Own	Nil	Nil	Nil
(b) For other persons on a beneficial basis	Nil	Nil	Nil

* Refers to committees in which the Director holds position as Chairman.

By order of the Board
For **TVS Holdings Limited**

Place : Chennai
Date : 11th September 2023

R Raja Prakash
Company Secretary

TVS Holdings Limited

(Formerly Known as Sundaram -Clayton Limited)

Regd. Office: "Chaitanya", No. 12, Khader Nawaz Khan Road, Nungambakkam, Chennai - 600006.

Website: www.tvsholdings.com; e-mail: corpsec@sundaramclayton.com Tel: 044-2833 2115 Fax: 044 - 2833 2113

CIN: L35999TN1962PLC004792

Postal Ballot Form

1. Name (s) of Member(s) [including joint holders, if any]	
2. Registered address of the sole / first named member	
3. Registered Folio No./ Client ID No.* *(Applicable to Member(s) holding shares in dematerialized form)	
4. Number of shares held	

I / we hereby exercise my / our vote in respect of the Ordinary/Special Resolutions to be passed through postal ballot for the business stated in the notice of the Company. I/we have marked my/our assent or dissent to the said resolution by placing the mark (✓) at the appropriate box below:

S.NO	Particulars	No. of shares	I / We assent to the resolution (FOR)	I / We dissent to the resolution (AGAINST)
1.	Approving the appointment of Mr Sudarshan Venu (DIN: 03601690) as Managing Director, for a period of 5 (Five) Years.			
2.	Approving the Appointment of Mr Timm Tiller (DIN: 10289596) as a Non- Executive Independent Director (NE-ID) for a term of 5 (Five) Years.			
3.	Approving the Re-Appointment of Ms Sasikala Varadachari (DIN 07132398), as an Independent Director for a Second Term of 3 (Three) Years.			

Place :

Date :

Signature of the member

ELECTRONIC VOTING PARTICULARS

EVEN (E-Voting Event Number)	USER ID	PASSWORD / PIN

Note: Please read the instructions given overleaf carefully before exercising your vote.

Facility to exercise vote by postal ballot including voting through electronic means will be available during the following period:

Commencement of voting : From 9.00 a.m. (IST) on Thursday, the 21st September 2023

End of voting : Up to 5.00 p.m. (IST) on Friday the 20th October 2023

TVS Holdings Limited

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Regd. Office: "Chaitanya", No. 12, Khader Nawaz Khan Road, Nungambakkam, Chennai - 600006.

Website: www.tvsholdings.com; e-mail: corpsec@sundaramclayton.com Tel: 044-2833 2115 Fax: 044 - 2833 2113

CIN: L35999TN1962PLC004792

Notes / Instructions:

- (1) A member desiring to exercise his/her vote by postal ballot may complete this postal ballot form and send it to the Scrutinizer at the address of the Company in the attached postage pre-paid self-addressed envelope. The postage will be borne and paid by the Company. The Company shall, also accept envelopes containing postal ballot forms, if deposited with the Company in person or if sent by courier at the expenses of the member. Members residing outside India should stamp the envelopes appropriately.
- (2) Notice is being dispatched to the members by post (electronically by e-mail to those members who have registered their e-mail IDs with the Company), whose name appears in the Register of Members / Record of Depositories as on the date, namely, Thursday, 14th September 2023
- (3) **The Company has appointed M/s. B Chandra & Associates, Practising Company Secretaries**, as the Scrutinizer for conducting the postal ballot process in a fair and transparent manner. The name and address of the Scrutinizer to whom the Postal ballot papers are to be sent are given below:

**M/s. B Chandra & Associates,
Practising Company Secretaries,
Scrutinizer,
C/o. Share Transfer Agent
Integrated Registry Management Services Private Limited,
2nd Floor, Kences Towers,
No.1, Ramakrishna Street,
North Usman Road, T Nagar,
Chennai - 600 017**
- (4) This form should be completed and signed (as per specimen signature recorded with the Company/ Depositories) by the members. In case of joint shareholding, this form should be completed and signed by the first named member and in his/her absence, by the next named member. In case, holders of power of attorney sign the Postal Ballot form, reference to the Power of attorney registration by the Company should be mentioned in the Postal Ballot form.
- (5) Duly completed postal ballot forms should reach to the Scrutinizer not later than by the close of working hours at 5.00 p.m., Friday, 20th October 2023. Postal ballot forms received, after this date, will be strictly treated as if the reply from such member has not been received.
- (6) In the case of shares held by bodies corporate, the duly completed postal ballot form should be accompanied by a certified true copy of the relevant resolution / authorization.
- (7) Voting rights shall be reckoned on the paid-up value of the shares registered in the name of the members as of 14th September 2023.
- (8) Members are requested not to send any other paper along with the postal ballot form such as envelopes to the Scrutinizer and the Scrutinizer would destroy any extraneous paper found in such envelope.
- (9) Votes will be considered invalid on the following grounds:
 - (a) A form other than one issued by the Company has been used;
 - (b) It has not been signed by or on behalf of the members;
 - (c) Signature on the postal ballot form does not match with the specimen signature with the Company / Depositories;
 - (d) It is not possible to determine without any doubt the assent or dissent of the member;
 - (e) Neither assent or dissent is mentioned;
 - (f) Any competent authority has given directions in writing to the Company to freeze the Voting Rights of the member;
 - (g) The envelope containing the postal ballot form is received after the last date prescribed;
 - (h) The postal ballot form, signed in a representative capacity, is not accompanied by a certified copy of the relevant specific authority;
 - (i) It is defaced or mutilated in such a way that its identity as a genuine form cannot be established;
 - (j) Member has made any amendment to the Resolution or imposed any condition, while exercising his / her vote; and
 - (k) On such other grounds, which in the opinion of the Scrutinizer makes the votes invalid.

A postal ballot form, which is otherwise complete in all respects and is lodged within the prescribed time limit but is undated shall be considered valid.
- (10) The Scrutinizer's decision on the validity of a Postal Ballot Form will be final.
- (11) The results of the Postal Ballot will be announced by Chairman or any one of the Director of the Company, as authorized, at the Registered Office of the Company, at "Chaitanya" No.12, Khader Nawaz Khan Road, Chennai - 600 006, Tamilnadu, India, Saturday, 21st October 2023. However, Ordinary/Special resolutions, if passed by requisite majority, shall be deemed to have been passed on the last date specified by the Company for receipt of the duly completed postal ballot forms or e-Voting, namely, Friday, 20th October 2023.
- (12) The results will thereafter be published in the Website of the Company, www.tvsholdings.com and sent to the stock exchanges where the Company's shares are listed.