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

TVS Holdings Limited

[Formerly known as Sundaram-Clayton Limited]

26th May 2026

BSE Limited
Phiroze Jeejeebhoy Towers
Dalal Street, Fort
Mumbai 400 001
BSE Scrip Code: 520056

National Stock Exchange of India Limited
Exchange Plaza, Plot No. C - 1, G - Block
Bandra-Kurla Complex, Bandra (East)
Mumbai 400 051
NSE Symbol: TVSHLTD

Dear Sir/Madam,

Reg : Submission of Annual Secretarial Compliance Report for the year ended 31st March 2026

Pursuant to Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we are attaching herewith the Annual Secretarial Compliance Report of the Company for the year ended 31st March 2026 issued by M/s. B Chandra & Associates, Practicing Company Secretaries and Secretarial Auditor of the Company.

Thanking You.

Yours sincerely,

For TVS Holdings Limited

R Raja Prakash

Digitally signed by R Raja Prakash
Date: 2026.05.26 18:42:24 +05'30'

R Raja Prakash
Company Secretary
Encl: a/a

B CHANDRA & ASSOCIATES
PRACTISING COMPANY SECRETARIES

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

E-mail: bchandraandassociates@gmail.com
bchandracosecy@gmail.com
H/P: 9840276313, 9840375053

Secretarial compliance report of
TVS HOLDINGS LIMITED
for the year ended 31.03.2026

We, B Chandra & Associates, Practising Company Secretaries have examined:

a) all the documents and records made available to us and explanation provided by M/s. TVS Holdings Limited ("the listed entity")
b) the filings/ submissions made by the listed entity to the stock exchanges,
c) website of the listed entity,
d) any other document/ filing, as may be relevant, which has been relied upon to make this certification,

for the year ended 31.03.2026 in respect of compliance with the provisions of:

a) the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and
b) the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI");

The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined, include:

a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
b) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
c) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
d) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
e) The Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021 and circulars/ guidelines issued thereunder;

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The company, during the year, was not required to comply with the following regulations and consequently not required to maintain any books, papers, minute books or other records or file any forms/ returns under:

a) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018;
b) Securities and Exchange Board of India (Share Based Employee Benefits and sweat equity) Regulations, 2021; and circulars/ guidelines issued thereunder;

and based on the above examination, I/We hereby report that, during the Review Period:

(a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder **As per Annexure A**

(b) The listed entity has taken the following actions to comply with the observations made in previous reports: **As per Annexure B**

(c) Additional Affirmations

S No	Particulars	Compliance status (Yes/No/NA)	Observations /Remarks by PCS*
1	**Secretarial Standard** The compliances of listed entities are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries of India (ICSI).	Yes	
2	**Adoption and timely updation of the Policies:** • All applicable policies under SEBI Regulations are adopted with the approval of board of directors of the listed entities All the policies are in conformity with SEBI Regulations and has been reviewed & timely updated as per the regulations/circulars/guidelines issued by SEBI	Yes	
3	**Maintenance and disclosures on Website:** • The Listed entity is maintaining a functional website • Timely dissemination of the documents/ information under a separate section on the website • Web-links provided in annual corporate governance reports under Regulation 27(2) are accurate and specific which redirects to the relevant document(s)/ section of the website	Yes	
4	**Disqualification of Director**:	Yes	

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S No	Particulars	Compliance status (Yes/No/NA)	Observations /Remarks by PCS*
	None of the Director of the Company are disqualified under Section 164 of Companies Act, 2013		
5	**To examine details related to Subsidiaries of listed entities:** (a) Identification of material subsidiary companies (b) Requirements with respect to disclosure of material as well as other subsidiaries	Yes	Home Credit India Finance P Ltd (HCIF) became a subsidiary on 03-02-2025 upon acquisition of 80.74% of the shares. Secretarial Audit report of the said company was not annexed to the Annual report of the listed entity. The Company has represented that in terms of Regulation 16(1)(c) of SEBI (LODR) Regulations, 2015, the compliances relating to material subsidiary in respect of Home Credit will be applicable from FY 2025–26 onwards
6	**Preservation of Documents:** The listed entity is preserving and maintaining records as prescribed under SEBI Regulations and disposal of records as per Policy of Preservation of Documents and Archival policy prescribed under SEBI LODR Regulations, 2015	Yes	
7	**Performance Evaluation:** The listed entity has conducted performance evaluation of the Board, Independent Directors and the Committees at the start of every financial year as prescribed in SEBI Regulations	Yes	
8	**Related Party Transactions:** (a) The listed entity has obtained prior approval of Audit Committee for all Related party transactions **(b)** In case no prior approval obtained, the listed entity shall provide detailed reasons along with confirmation whether the transactions were subsequently	Yes	

B CHANDRA Digitally signed by B CHANDRA Date: 2026.05.25 16:54:44 +05'30'

S No	Particulars	Compliance status (Yes/No/NA)	Observations /Remarks by PCS*
	approved/ratified/rejected by the Audit committee		
9	**Disclosure of events or information:** The listed entity has provided all the required disclosure(s) under Regulation 30 along with Schedule III of SEBI LODR Regulations, 2015 within the time limits prescribed thereunder.	Yes	
10	**Prohibition of Insider Trading:** The listed entity is in compliance with Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015	Yes	
11	**Actions taken by SEBI or Stock Exchange(s), if any:** No Actions taken against the listed entity/ its promoters/ directors/ subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under SEBI Regulations and circulars/ guidelines issued thereunder.	Yes	
12	Resignation of Statutory auditors from the listed entities or its material subsidiaries. In case of resignation of statutory auditor from the listed entity or any of its material subsidiaries during the financial year, the listed entity and / or its material subsidiary(ies) has / have complied with paragraph 6.1 and 6.2 of section V-D of chapter V of the Master Circular on compliance with the provisions of the LODR Regulations by listed entities.	NA	
13	**Additional Non-compliances, if any:** No any additional non-compliance observed for all SEBI regulation/circular/guidance note etc.		

We further, report that the listed entity is in compliance/ ~~not in compliance~~ with the disclosure requirements of Employee Benefit Scheme Documents in terms of regulation 46(2)(za) of the LODR Regulations. NA

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Assumptions & limitation of scope and review:

1. Compliance of the applicable laws and ensuring the authenticity of documents and information furnished, are the responsibilities of the management of the listed entity.
2. Our responsibility is to report based upon our examination of relevant documents and information. This is neither an audit nor an expression of opinion.
3. We have not verified the correctness and appropriateness of financial records and books of account of the listed entity.
4. This report is solely for the intended purpose of compliance in terms of Regulation 24A (2) of the SEBI (LODR) Regulations, 2015 and is neither an assurance as to the future viability of the listed entity nor of the efficacy or effectiveness with which the management has conducted the affairs of the listed entity.

Place: Chennai
Date: 25.05.2026

Signature: B CHANDRA Digitally signed by B CHANDRA Date: 2026.05.25 16:55:19 +05'30'

B Chandra Partner, CP No 7859
For B Chandra & associates
Practicing Company Secretaries
Firm Regn No P2017TN065700
Peer review 1711/2022
UDIN A020879H000458635

Annexure A for the year ended 31.3.2026

S No	Compliance Requirement (Regulations / circulars/ guidelines including specific clause	Regulation/ Circular No	Deviations	Action Taken by	Type of action	Fine amount	Observations /Remarks of the Practicing Company Secretary (PCS)	Management Response	Remarks
01	Half yearly reporting on Related Party transactions	Regulation 23 (9)	Certain transaction with the related party of the Listed Entity were omitted to be reported in the HY return for the period ended September 2025	NA	NA	NA	As in Col. 4	The omission of the transactions were inadvertent and the Company has revised the filing made with the Stock Exchanges.	

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Date: 2026.05.25 16:55:48 +05'30'

Annexure B for the year ended 31-03-2025

S No	Observations/ Remarks of the Practicing Company Secretary)	Observations made in the Secretarial Compliance report for the year ended ---	Compliance Requirements (Regulation / Circular/ Guidelines including specific Clause)	Details of violation / Deviations / Action taken/ Penalty Imposed	Remedial action if any by the listed entity	Comments of the PCS on the Action taken
NIL						

Place: Chennai
Date: 25.05.2026

Signature: B CHANDRA Digitally signed by B CHANDRA Date: 2026.05.25 16:56:06 +05'30'

B Chandra, Partner, CP No 7859
For B Chandra & associates
Practicing Company Secretaries
Firm Regn No P2017TN065700
Peer review 1711/2022
UDIN A020879H000458635