TVS Holdings Limited

[Formerly known as Sundaram-Clayton Limited]

"NCLT convened Meeting of Shareholders TVS Holdings Limited"

April 24, 2026

Participants: Mrs. Deepika Kumar –Honourable NCLT Appointed Chairperson
Mr. Anuj Shah - Independent Director - TVS Holding Limited
Mr. K Gopala Desikan - Director & Group Chief Financial Officer - TVS Holding Limited
Mr. R Raja Prakash - Company Secretary -TVS Holding Limited
Mr. V Sriram Ananth - Scrutinizer
Mr. S Arjun - Auditor

Raja Prakash: Good morning to all, 57 number of shareholders are present and attending the meeting and now I request Mrs. Deepika Kumari, Chairperson appointed by the Honorable NCLT Chennai to convene the meeting.

Deepika Kumari: Good morning, ladies and gentlemen, I, Deepika Kumari, Chairman of the meeting, call the meeting to order since the requisite quorum is present.

Raja Prakash: Thank you, Madam, now I request you to read out the statutory requirement for this meeting.

Deepika Kumari: This meeting is being convened pursuant to the order of the Honorable NCLT National Company Law Tribunal, Chennai, dated 18th March 2026. In compliance with the Honorable NCLT's order, this meeting is being convened through video conferencing, and the company has engaged NSDL for this purpose. Notice conveying the NCLT meeting including the scheme of arrangement and other annexures, soft copy of the register of directors and key managerial personnel and their shareholdings, register of contracts, register of members and debenture holders are accessible on the company's website www.tvsholdings.com during the continuation of the meeting. As the Honorable NCLT order, the company has sent a notice to this meeting to all its shareholders who have registered their e-mail addresses through e-mail and hard copies were sent to those shareholders upon request through speed post/courier. Shareholders participating in the meeting who have not cast their votes earlier through e-voting can exercise their votes by using the link provided on the NSDL website.

Raja Prakash: Thank you, Madam. Now I request the directors to introduce themselves who are attending through VC. Mr. K Gopal Desikan, Director and Group CFO.

Gopal Desikan: I am Gopala Desikan attending this meeting through VC. I am the Director of the company. Thank you.

Raja Prakash: Thank you. Mr. Anuj Shah, Independent Director.

Anuj Shah: Good morning, this is Anuj Shah. I am an Independent Director of your company, and I am joining through VC.

Raja Prakash: Thank you, sir. Now I will request the Chairman to continue the proceedings.

Deepika Kumari: The following resolution is being considered in this meeting. Approval of the scheme of arrangement between TVS Holdings Limited and its shareholders under sections 230 to 232 and other applicable provisions of the Companies Act 2013 for issuance of bonus, nonconvertible, redeemable, preference shares. Shareholders who have registered themselves as speakers are requested to speak one by one.

Raja Prakash: Thank you, Madam. I will call the shareholder's name. Speaker shareholder number one, Mr. Manoj Kumar Gupta. We will go to the second shareholder and he will come back again.

Moderator: Sir, could you please unmute your audio and video and go ahead with your question, Mr. Manoj Kumar Gupta.

Manoj Kumar Gupta: Good morning, respected Chairperson, my name is Manoj Kumar Gupta. I have joined this meeting from my residence, City of Joy, Kolkata. I feel proud to be a shareholder of TVS Holdings Limited. Madam, today I strongly support this scheme of arrangement because this is scheme of investors in the long term. So, I strongly support this meeting through VC. Thank you, Madam.

Raja Prakash: Thank you, Mr. Gupta. Now, we will go to the second shareholder, Mr. Praful Chavda.

Moderator: Mr. Praful Chavda, could you please unmute your audio and video and go ahead with your question.

Praful Chavda: Thank you, sir. Chairperson Madam, I am from Hyderabad. My name is Praful Chavda. My DPID, Client ID is 1201350000107177. I strongly support this scheme. I have been observing the company from the start. Whatever decision the company takes, whatever work the company does it benefits the shareholders of the company. So, I have a question for my Board of Directors. What will be the benefit to the employees of the company? If you have any information about this, please let me know. Thank you.

Raja Prakash: We have only two shareholders today. Deepika Madam, you can conclude the meeting. We have got the support of the shareholders. You can conclude.

Deepika Kumari: Thank you, all the shareholders, for participating in this meeting. The voting facility on the NSDL website will remain open upto 15 minutes from the conclusion of this meeting to enable the shareholders to cast their vote through e-voting. The result of e-voting will be declared on or before 27th April 2026 and the same will be made available on the website of the company, stock exchange and NSDL. That concludes the proceedings of the meeting, and I thank you all for your participation and declare the meeting as closed. Thank you.