

TVS HOLDINGS LIMITED

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

Website: www.tvsholdings.com; e-mail: corpsec@tvsholdings.com

Tel: 044-2833 2115 CIN: L64200TN1962PLC004792

POSTAL BALLOT NOTICE

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

Dear Member(s)

NOTICE is hereby given pursuant to Section 110, 108 read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 ("**the Rules**") under the Companies Act, 2013 ("**the Act 2013**"), the General Circular Nos. 14/2020 dated 8th April 2020 and 17/2020 dated 13th April 2020 read with other relevant circulars, including General Circular No. 3/2022 dated 5th May 2022, 11/2022 dated 28th December 2022, 09/2023 dated 25th September 2023, 09/2024 dated 19th September 2024 and 03/2025 dated 22nd September 2025 issued by the Ministry of Corporate Affairs ("**MCA Circulars**") and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**the Listing Regulations, 2015**") and other applicable provisions, if any, for the time being in force and as amended from time to time and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India ("**SS-2**"), for obtaining approval of the members, by way of Special Resolution, through Postal Ballot, **only through electronic voting ("e-Voting") process** for the business as set out in this Postal Ballot Notice ("**Notice**").

The draft of the resolution to be passed together with the Statement of material facts explaining the reasons thereof pursuant to Section 102(1) of the Act 2013, is being sent to the members in electronic form to their registered e-mail IDs and annexed to the Notice for your consideration.

The Company is pleased to provide the facility for voting through 'electronic means' only to enable members to cast their votes through e-Voting by selecting appropriate options, 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 resolution. 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, **Friday, the 2nd October 2026**. A person who is not a member 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.

Pursuant to Rule 22(5) of the Rules, the Board of Directors of the Company ("**the Board**") has appointed M/s B Chandra and Associates, Practicing Company Secretaries, Chennai, (Registration No. P2017TN065700) as the Scrutinizer, at its meeting held on Wednesday, the 23rd September 2026, for conducting the postal ballot process 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 through "electronic means", viz., by casting their votes electronically from **Wednesday, the 7th October 2026, 9.00 A.M (IST) to Thursday, the 5th November 2026, 5.00 P.M (IST)** by following the procedures as explained in the Notes hereinbelow.

The Scrutinizer will submit their report on the results of voting through "electronic means" to the Chairman or any one of the directors of the Company as authorised, after completion of the scrutiny of 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 or before **Monday, the 9th November 2026**. The results will also be intimated to the Stock Exchanges i.e. www.nseindia.com and www.bseindia.com, where the shares of the Company are listed and also uploaded on the website of the Company i.e. www.tvsholdings.com and on the website of NSDL at www.evoting.nsdl.com .

The last date of voting, i.e., **Thursday, the 5th November 2026**, will be taken as the date of passing of the said resolution by the members of the Company, subject to the votes cast in favour of the special resolution being not less than three times the votes cast against the resolution, if any.

Members requiring any clarification may contact Mr R Raja Prakash, Company Secretary at the registered office of the Company or through e-mail viz., corpsec@tvsholdings.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. and 12.00 Noon upto, Thursday, the 5th November 2026 and shall also be available on the website of the Company viz., www.tvsholdings.com

This Postal Ballot Notice has also been placed on the Company's website viz, www.tvsholdings.com for use by the Members and the said Notice can also be accessed from website of the Stock Exchanges i.e. www.nseindia.com and www.bseindia.com and the website of NSDL at www.evoting.nsdl.com.

SPECIAL BUSINESS

Item No. 1

Approving the appointment of Ms Revathy Iyer, (DIN 01952230) as a Non-Executive Independent Director for a period of 5 (five) consecutive 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, 150, 152, 160, 161 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act, 2013") read with Schedule IV to the Act, the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulations 17, 25(2A) and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") including any statutory modification(s) or re-enactment(s) thereof for the time being in force and 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 Ms Revathy Iyer, (DIN 01952230), as a Non-Executive Independent Director (NE-ID) of the Company, for a period of five consecutive years effective 23rd September 2026, and whose office shall not be liable to retire by rotation during her tenure as NE-ID 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 sitting fees for participation in the meetings of the Board and / or Committees, reimbursement of expenses and profit-related commission, if any, within the limits prescribed under the Companies Act, 2013, as may be determined by the Board from time to time.

RESOLVED FURTHER THAT pursuant to Regulation 17(1A) and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), including any statutory modification(s) or re-enactment(s) thereof for the time being in force, and based on the recommendation of the Nomination and Remuneration Committee and the Board of Directors, which have, inter alia, considered the integrity, qualifications, expertise, experience, skills and expected contribution of Ms. Revathy Iyer (DIN: 01952230), approval of the Members be and is hereby accorded for the continuation of her directorship as a Non-Executive Independent Director of the Company notwithstanding that she will attain the age of seventy-five (75) years during the tenure of her appointment.

RESOLVED FURTHER THAT the Board of Directors of the Company (including any Committee thereof) and the Company Secretary be and are hereby severally authorised to do all such acts, deeds, matters and things as may be necessary, expedient or desirable for giving effect to this Resolution.

By order of the Board

For **TVS HOLDINGS LIMITED**

Date: 23rd September 2026

Place: Chennai

R Raja Prakash
Company Secretary

Registered Office :

"Chaitanya"

No. 12, Khader Nawaz Khan Road,
Nungambakkam,
Chennai - 600006

NOTES:

- (1) A Statement pursuant to the provisions of Section 102 (1) of the Act, 2013 setting out the material facts relating to the business to be transacted is annexed hereto. The relevant details, pursuant to Regulation 36(3) of the Listing Regulations, 2015 and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, in respect of the Director seeking appointment is annexed.
- (2) Notice 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 **Friday, 2nd October 2026** ('cut-off date').
- (3) The Notice is being sent to the members only 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). 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.
- (4) 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.
- (5) Resolution 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.
- (6) 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>.
- (7) The resolution, if approved by the requisite majority shall be deemed to have been passed on the last date of voting, i.e., Thursday, the 5th November 2026.
- (8) 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 - 4886 7000.

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.

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.	1. For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. 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. 2. 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-

Type of shareholders	Login Method
	website of NSDL for casting your vote during the remote e-Voting period. - 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. - Shareholders/Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience. NSDL Mobile App is available on  App Store  Google Play  
Individual Shareholders holding securities in demat mode with CDSL	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 user your existing my easi username & password.

Type of shareholders	Login Method
	2. 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. 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. 3. 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. 4. 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 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 evoting 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.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at above mentioned 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.com or call at 022 - 4886 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. 1800-21-09911

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 e-Services 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

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is :
	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***

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 previously mentioned two options, you can send a request at evoting@nsdl.com 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 is in active status.
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.com. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.
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.
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 022 - 4886 7000 or send a request to Ms. Pallavi Mhatre, Deputy Vice President at evoting@nsdl.com.

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of the 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), AADHAR (self-attested scanned copy of Aadhar Card) by email to einward@integratedindia.in
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), AADHAR (self-attested scanned copy of Aadhar Card) to einward@integratedindia.in. If you are an Individual shareholder 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.com 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.

By order of the Board
For **TVS HOLDINGS LIMITED**

Date: 23rd September 2026
Place: Chennai

R Raja Prakash
Company Secretary

Registered Office :

"Chaitanya"

No. 12, Khader Nawaz Khan Road,
Nungambakkam,
Chennai - 600006

Annexure to the notice of Postal Ballot dated 23rd September 2026

**STATEMENT OF MATERIAL FACTS PURSUANT TO SECTION 102 OF THE
COMPANIES ACT, 2013**

Pursuant to Section 102 of the Companies Act, 2013 (the "Act") the following Statement sets out all the material facts relating to the business mentioned under Resolution No. 1 of the accompanying Notice dated 23rd September 2026 along with the disclosures required under Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and Secretarial Standard – 2 on General Meetings.

Item No. 1

The Board of Directors of the Company, at its meeting held on 23rd September 2026, based on the recommendation of the Nomination and Remuneration Committee ("NRC"), appointed Ms. Revathy Iyer (DIN: 01952230) as an Additional Director in the capacity of a Non-Executive Independent Director of the Company with effect from 23rd September 2026, subject to approval of the Members.

The NRC, at its meeting held on 23rd September 2026, evaluated the qualifications, skills, experience, integrity, competence and independence of Ms. Revathy Iyer and concluded that her appointment would significantly strengthen the Board's capabilities in the areas of governance, audit oversight, financial supervision, public policy, regulatory compliance and risk management.

In arriving at its recommendation, the NRC noted, inter alia, that Ms. Revathy Iyer possesses:

- extensive experience in public financial management, audit, assurance and financial control;
- significant expertise in governance, institutional oversight and accountability frameworks;
- deep experience in policy formulation and implementation across Government institutions;
- direct experience in financial sector and regulatory oversight, including her tenure as a former Central Board Member of the Reserve Bank of India; and
- substantial leadership and Board-level experience across public sector, regulatory and non-profit institutions.

The NRC further noted that the Company is a Core Investment Company registered with the Reserve Bank of India and that Ms. Revathy Iyer's unique combination of experience spanning financial regulation, audit, public financial management, governance and public policy would provide valuable insights to the Board in overseeing the Company's governance framework, regulatory compliance obligations, risk management practices and long-term strategic direction.

The NRC also noted that the Company's Board Skill Matrix identifies governance, regulatory, financial, leadership and NBFC sector expertise as key competencies relevant to the Company's business and regulatory environment and that Ms. Revathy Iyer would materially strengthen the Board in these areas. Further, her extensive experience in audit, financial supervision and institutional oversight would complement and enhance the existing skill sets represented on the Board.

In addition to the above, the NRC noted that the proposed appointment of Ms. Revathy Iyer would also support continued compliance with the Board composition requirements prescribed under the SEBI Listing Regulations, including the requirement to have at least one Woman Independent Director on the Board, while simultaneously strengthening the Board through her extensive experience in financial supervision, audit, governance and regulatory oversight.

Accordingly, the NRC recommended her appointment as a Non-Executive Independent Director of the Company.

The Board, after considering the recommendation of the NRC and its own assessment of the skills, experience and expertise presently represented on the Board, concurred with the recommendation of the NRC and approved her appointment for a term of 5 years effective 23rd September 2026.

The Board further approved the induction of Ms. Revathy Iyer as Chairperson / Member of the following Committees with effect from 24th October 2026, consequent to the completion of the tenure of Ms. Sasikala Varadachari as an Independent Director on 23rd October 2026 and considering that Ms. Revathy Iyer's extensive experience in financial supervision, audit and assurance, governance, public financial management and regulatory oversight would significantly strengthen the effectiveness of the aforesaid Committees and contribute to the Company's overall governance framework:

Committee	Nature of Membership
Audit Committee	Chairperson
Nomination and Remuneration Committee	Member
Asset Liability Management Committee	
Risk Management Committee	
Stakeholders Relationship Committee	

A brief profile of Ms. Revathy Iyer, whose appointment as a Non-Executive Independent Director is proposed for approval, forms part of the disclosures pursuant to Regulation 36(3) of the SEBI Listing Regulations and Secretarial Standard – 2 on General Meetings and is enclosed with this Notice.

The Company has received from Ms. Revathy Iyer:

- consent to act as a Director in Form DIR-2;
- confirmation that she is not disqualified from being appointed as a Director under Section 164 of the Act;
- a declaration confirming that she satisfies the criteria of independence prescribed under Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI Listing Regulations;
- confirmation regarding enrolment with the Independent Directors' Databank as required under the Act;
- confirmation that she has not been debarred from holding the office of director by virtue of any order passed by SEBI or any other authority;
- declarations, disclosures and undertaking required for assessment of the 'Fit and Proper' criteria prescribed under the Reserve Bank of India (Core Investment Companies) Directions, 2025; and
- such other confirmations, disclosures and declarations as may be required under applicable laws.

The NRC and the Board have reviewed the aforesaid declarations and confirmations and were satisfied that Ms. Revathy Iyer fulfils the conditions specified under the Act, the rules made thereunder and the SEBI Listing Regulations for appointment as a Non-Executive Independent Director and that she is independent of the management of the Company.

Further, considering that the Company is a Core Investment Company registered with the Reserve Bank of India, the NRC and the Board have also assessed the "Fit and Proper" criteria prescribed under the Reserve Bank of India (Core Investment Companies) Directions, 2025 based on the declarations, disclosures and information furnished by Ms. Revathy Iyer and the due diligence reports placed before them and were satisfied that she fulfils the applicable requirements.

The Company has also received a notice from a Member under Section 160 of the Act signifying her candidature for the office of Director of the Company.

Ms. Revathy Iyer has been appointed as a Non-Executive Independent Director of the Company for a term of five (5) consecutive years commencing from 23rd September 2026 and ending on 22nd September 2031, subject to approval of the Members.

Her office shall not be liable to retire by rotation during her tenure as a Non-Executive Independent Director.

Ms. Revathy Iyer shall be entitled to receive sitting fees for attending meetings of the Board and Committees thereof, reimbursement of expenses incurred for participation in such meetings and profit-related commission, if any, within the limits prescribed under the Act and as may be determined by the Board from time to time.

It is further confirmed that she does not serve on the Board nor receives any remuneration from any subsidiary or associate company of the Company.

The Members' approval is also being sought pursuant to Regulation 17(1A) of the SEBI Listing Regulations for continuation of the directorship of Ms. Revathy Iyer as a Non-Executive Independent Director notwithstanding that she will attain the age of seventy-five (75) years during the tenure of her appointment.

The NRC and the Board were of the view that, notwithstanding her attaining the age of seventy-five years during the proposed tenure, the Company would continue to derive significant benefit from her extensive experience, judgement, independence, expertise and contribution in matters relating to governance, audit oversight, public policy, financial supervision and regulatory compliance.

In terms of Regulation 25(2A) of the SEBI Listing Regulations, appointment of an Independent Director requires approval of the Members by way of a Special Resolution.

In terms of the proviso to Regulation 25(2A) of the SEBI Listing Regulations, where a Special Resolution for appointment of an Independent Director fails to secure the requisite majority but the votes cast in favour exceed the votes cast against the resolution and the votes cast by the public shareholders in favour exceed the votes cast against the resolution, the appointment shall be deemed to have been approved in accordance with the said Regulation.

Further, pursuant to Regulation 17(1C) of the SEBI Listing Regulations, the appointment is required to be approved by the Members within three months from the date of appointment or at the next General Meeting, whichever is earlier.

The draft letter of appointment of Ms. Revathy Iyer setting out the terms and conditions of appointment shall be available for inspection by the Members at the Registered Office of the Company during business hours on working days and shall also be made available on the website of the Company at www.tvsholdings.com.

Except Ms. Revathy Iyer and her relatives, none of the Directors, Key Managerial Personnel of the Company or their respective relatives is, in any way, concerned or interested, financially or otherwise, in the Resolution set out at Item No. 1 of this Notice.

The Board is of the considered view that the appointment of Ms. Revathy Iyer would strengthen the Board's capabilities in the areas of governance, audit oversight, regulatory compliance, risk management and strategic supervision.

The Board believes that her extensive experience in audit and assurance, public financial management, policy formulation, institutional governance and financial sector oversight would be of significant value to the Company in view of its status as a Core Investment Company and the evolving regulatory environment.

Accordingly, the Board recommends the Special Resolution set out at Item No. 1 of this Notice for approval of the Members.

By order of the Board
For **TVS HOLDINGS LIMITED**

Date: 23rd September 2026
Place: Chennai

R Raja Prakash
Company Secretary

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

DETAILS OF DIRECTOR SEEKING APPOINTMENT

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

Name of the Director	Ms Revathy Iyer
Director Identification Number	01952230
Age & Date of Birth	72 years; 28 th May 1954
Date of first appointment on the Board	23 rd September 2026
Qualifications	• Master's Degree in Chemistry from University of Delhi • IA&AS Training – National Academy of Audit & Accounts, Shimla.
Experience	More than 4 decades. Refer Annexure 1 for the full profile.
Expertise in specific functional areas	She was a former Central Board Member of the RBI and the former Deputy Comptroller & Auditor General - Govt. Accounts. <u>Other expertise include:</u> ➤ Public Financial Management & Government Accounting; ➤ Audit, Assurance & Compliance (India & International); ➤ Policy Formulation & Institutional Governance; ➤ Board Governance & Risk Oversight; ➤ Budgeting, Procurement & Contract Management; and ➤ Internal Controls, Financial Discipline & Compliance.
Skills and capabilities required for the role and the manner in which the Independent Directors meet the requirements	Refer Item No. 1 of the Statement of material facts.
Terms and conditions of appointment / re-appointment	Appointment as a Non-Executive Independent Director for a term of five consecutive years commencing from 23rd September 2026 <i>(Refer Item No. 1 of the Statement of material facts)</i>

Name of the Director	Ms Revathy Iyer
Details of remuneration last drawn (FY 2025-26)	Not Applicable, since the appointment is effective 23 rd September 2026 only.
Details of remuneration sought to be paid	Ms Revathy Iyer will be entitled to receive remuneration by way of 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 and sitting fees and reimbursement of expenses for participation in the meetings of the board and / or committees. Ms Revathy Iyer has not received remuneration in any form from any of the Subsidiary / Associate of the Company
Total Association (Including Group)	Appointed on 23 rd September 2026
Directorships in other Companies or group Companies	1. Bharatiya Reserve Bank Note Mudran Private Limited
Membership/ Chairpersonship of Committees in other companies	Nil
Listed entities from which the Director has resigned from Directorship in last 3 (three) years	Nil
No. of Board Meetings attended during FY 2026-27 (upto the date of this Notice)	1 (One)
Inter-se relationship with other Directors and Key Managerial Personnel of the Company	Nil
No. of shares held:	
(a) Own	Nil
(b) For other persons on a beneficial basis	Nil

ANNEXURE 1

Profile of Ms. Revathy Iyer

- Ms. Revathy Iyer holds a Master's Degree in Chemistry from University of Delhi.
- She was a former Central Board Member of the RBI and the former Deputy Comptroller & Auditor General - Govt. Accounts (December 2013 – May 2014).
- Prior to this, she held various Administrative positions as below:
 - Additional Deputy Comptroller & Auditor General – Eastern States (September 2012 – December 2013) and was responsible for the CAG Audit Reports on the Accounts of the States of Andhra Pradesh, Odisha, Tamil Nadu and West Bengal and Puducherry.
 - During October 2007 -March 2012, she served as Joint Secretary in the Department of Atomic Energy, Government of India, formulating/ overseeing policy, budget and implementation of the program/activities of the Department.
 - Joined Indian Audit & Accounts Service in 1980 and held positions such as Assistant Accountant General in Maharashtra and Delhi Accounts and Audit offices (1981-1984), Dy. Accountant General/Sr. Dy. Accountant General in the field audit and accounts offices in Delhi, Andhra Pradesh and Madhya Pradesh (1984- 1990), Dy. Secretary (Department of Personnel & Training) (1990-1994), Asst. Comptroller & Auditor General (N) (1994-1996), Principal/Chief Auditor (Central Railway-July1996 - July 1998) and Northern Railway (July 1998-March 2001), Principal Director (Staff) (April 2001-March 2003), Minister (Audit) in High Commission of India (April 2003-March 2005), Principal Director of Commercial Audit & ex-Officio Member, Audit Board-II, Mumbai (April 2005-October 2007).
 - Was the chairperson of Government Accounting Standard Advisory Board (GASAB) constituted in 2002 to formalize standards of government accounting and integrating the accounting system and procedures in different wings of the Government under the umbrella of Uniform Common Accounting Standards.
- Post retirement she worked as a Director Finance & Operations in an International NGO (EngenderHealth) from September 2015 to March 2017.

By order of the Board
For **TVS HOLDINGS LIMITED**

Date: 23rd September 2026
Place: Chennai

R Raja Prakash
Company Secretary

Registered Office :

"Chaitanya"

No. 12, Khader Nawaz Khan Road,
Nungambakkam,
Chennai - 600006