

TVS Holdings Limited

(Formerly known as Sundaram - Clayton Limited)

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

Website: www.tvsholdings.com e-mail: corpsec@tvsholdings.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 of the Companies Act, 2013 (**"the Act 2013"**), read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 (**"the Rules"**), 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 Nos. 3/2022 dated May 5, 2022, 11/2022 dated December 28, 2022, and 09/2023 dated September 25, 2023, issued by the Ministry of Corporate Affairs (**"MCA Circulars"**) and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**"Listing Regulations, 2015"**) and other applicable provisions, if any, for the time being in force and as amended from time to time and Secretarial Standards on General Meetings issued by the Institute of Company Secretaries of India (**"SS-2"**), for obtaining approval of the members, by way of special resolutions, only through remote electronic voting (**"remote e-voting"**) process for the businesses as set out in this Postal Ballot Notice (**"Notice"**).

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

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, 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 through the remote e-Voting system. 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 i.e., Friday, September 6, 2024. 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.

Pursuant to Rule 22(5) of the Rules, the Board of Directors (**"the Board"**) has appointed M/s B Chandra & Associates, Practicing Company Secretaries, Chennai, as the Scrutinizer, at its meeting held on Thursday, August 8, 2024, 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 Monday, September 16, 2024 [9.00 A.M (IST)] to Tuesday, October 15, 2024 [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 Wednesday, October 16, 2024. The results will also be intimated to the Stock Exchanges 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., Tuesday, October 15, 2024, 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 special resolutions 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 Explanatory 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) up to Tuesday, October 15, 2024.

The Postal Ballot Notice has also been placed on the Company's website viz, www.tvsholdings.com for use by the Members.

SPECIAL BUSINESSES

Item No. 1

Approval for the amendment to Objects Clause of the Memorandum of Association (MoA) of the Company

To consider and if thought fit, to give assent or dissent to the following resolution, with or without modification, as a **Special Resolution**:

“RESOLVED THAT pursuant to the provisions of Sections 4, 13 and 15 of the Companies Act, 2013 read with the Companies (Incorporation) Rules, 2014 and all other applicable provisions, if any, (including any statutory modification(s) or re-enactment thereof for the time being in force), consent of the members be and is hereby accorded to amend the object clause contained in Clause III of the Memorandum of Association (“**MoA**”) in total exclusion, substitution and suppression of the existing Clause III of the MoA.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, Board of Directors and Company Secretary of the Company, be and are hereby severally authorised to do all such acts, deeds,

matters and things as they may, in their absolute discretion, deem necessary, expedient, proper or desirable and to settle all questions, difficulties or doubts that may arise in this regard, including taking of necessary corporate actions with any and all statutory and regulatory authorities including Ministry of Corporate Affairs, filling of necessary forms with the Registrar of Companies at any stage without requiring any further approval of the members of the Company and to take all steps necessary, consequential or incidental and ancillary for the purpose of giving effect to the aforesaid resolution.”

Item No. 2

Approval for the adoption of Memorandum of Association as per the provisions of the Companies Act, 2013

To consider and if thought fit, to give assent or dissent to the following resolution, with or without modification, as a **Special Resolution**:

“RESOLVED THAT pursuant to the provisions of Sections 4, 13 and 15 of the Companies Act, 2013 read with the Companies (Incorporation) Rules, 2014 and all other applicable provisions, if any, (including any statutory modification(s) or re-enactment thereof for the time being in force), consent of the members be and is hereby accorded to substitute the existing Memorandum of Association (“**MoA**”) of the Company with a new set of MoA in accordance with Table A of Schedule I of the Companies Act, 2013.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, Board of Directors and Company Secretary of the Company, be and are hereby severally authorised to do all such acts, deeds, matters and things as they may, in their absolute discretion, deem necessary, expedient, proper or desirable and to settle all questions, difficulties or doubts that may arise in this regard, including taking of necessary corporate actions with any and all statutory and regulatory authorities including Ministry of Corporate Affairs, filling of necessary forms with the Registrar of Companies at any stage without requiring any further approval of the Members of the Company, and to take all steps necessary, consequential or incidental and ancillary for the purpose of giving effect to the aforesaid resolution.”

Item No. 3

Approval for the adoption of new set of Articles of Association (AoA) of the Company as per the provisions of the Companies Act, 2013

To consider and if thought fit, to give assent or dissent to the following resolution, with or without modification, as a **Special Resolution**:

“RESOLVED THAT pursuant to the provisions of Sections 5, 14 and 15 of the Companies Act, 2013 (**‘the Act’**), Schedule I made thereunder, read with the Companies (Incorporation) Rules, 2014 and all other applicable provisions, if any, of the Act (including any statutory modification(s) or re-enactment thereof for the time being in force), the consent of the members be and is hereby accorded to the alteration and adoption of the new set of Articles of Association pursuant to the Act, primarily based on the Form of Table F under the Act, in total exclusion, substitution and supersession of the existing Articles of Association of the Company.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, Board of Directors and Company Secretary of the Company, be and are hereby severally authorised to do all such acts, deeds, matters and things as they may, in their absolute discretion, deem necessary, expedient, proper or

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desirable and to settle all questions, difficulties or doubts that may arise in this regard, including taking of necessary corporate actions with any and all statutory and regulatory authorities including Ministry of Corporate Affairs, filling of necessary forms with the Registrar of Companies at any stage without requiring any further approval of the Members of the Company, and to take all steps necessary, consequential or incidental and ancillary for the purpose of giving effect to the aforesaid resolution.”

By order of the Board
For TVS Holdings Limited

Place: Bengaluru
Date: 8th August, 2024

R Raja Prakash
Company Secretary

NOTES:

- (1) A statement of material facts pursuant to the provisions of Section 102 of the Act 2013 setting out the material facts relating to the business to be transacted is annexed hereto.
- (2) The 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, September 6, 2024 (cut-off date).
- (3) The Notice is being sent to the members to the e-mail addresses are registered with their Depository Participants (in case of electronic shareholding) / the Company's Registrar and Share Transfer Agent (in case of physical shareholding). Pursuant to the MCA circulars, physical copies of the Notice, postal ballot forms and pre-paid business reply envelopes are not being sent to Members for this Postal Ballot. Members are requested to provide their assent or dissent through remote e-voting only. For members whose e-mail addresses are not registered, the following procedure may be followed for registration of their e-mail addresses:

Registration of e-mail ID:

Members who have not yet registered their e-mail ID may register the same as under:

- a) Members holding shares in physical mode are requested to register / update their e- mail ID and other KYC details, if applicable, by sending request at einward@integratedindia.in (if e-mail ID is already registered) or signed copy of the request letter providing the e-mail ID, mobile number, self-attested PAN copy, self- attested Aadhar copy, Form ISR-1 and other relevant forms and documents at below address:

Integrated Registry Management Services Private Limited, Unit: TVS Holdings Limited,
2nd Floor, Kences Towers, No. 1, Ramakrishna Street, North Usman Road, T Nagar, Chennai-600 017

The format of Form ISR-1 is available on the website of the Company at <https://www.tvsholdings.com/Information.htm>

- b) Members holding shares in dematerialised mode are requested to register / update their e-mail IDs with the Depository Participant(s) (DPs) with whom they maintain their demat accounts.
- c) In case of queries, Members are requested to write to einward@integratedindia.in or call 044 2814 0801-03.
- (4) Member(s) whose names appear in the Register of Members/List of Beneficial Owners as on the cut-off date i.e. Friday, September 6, 2024 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) 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.
- (7) 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>.
- (8) The Board of Directors have appointed M/s B Chandra & Associates, Practicing Company Secretaries, as Scrutinizer to conduct the Postal Ballot through electronic means, in a fair and transparent manner.
- (9) The Scrutinizers 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 in which the Company's Shares are listed and uploaded on the website of NSDL.
- (10) The resolutions, if approved with the requisite majority shall be deemed to have been passed on the last date of voting, i.e., Tuesday, October 15, 2024.
- (11) 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. 022-48867000/ 24997000 .
- (12) 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.

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

Type of shareholders	Login Method
Individual Shareholders holding securities in dema 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. 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

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Type of shareholders	Login Method
	<p>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.</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> <p>NSDL Mobile App is available on</p> <p> App Store  Google Play</p> <div style="display: flex; justify-content: space-around; align-items: center;">   </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 user 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 voting 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 page. The system will authenticate the user by sending

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Type of shareholders	Login Method
	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 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***

5. Password details for shareholders other than Individual shareholders are given below:

- a. If you are already registered for e-Voting, then you can user 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 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.co.in.
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 to 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 Aadhaar 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), Aadhaar (self-attested scanned copy of Aadhaar Card) to einward@integratedindia.in. 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.

By order of the Board
For TVS Holdings Limited

Place: Bengaluru
Date: 8th August, 2024

R Raja Prakash
Company Secretary

Annexure to the Notice of Postal Ballot dated 8th August, 2024

STATEMENT OF MATERIAL FACTS PURSUANT TO SECTION 102 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 August 8, 2024, and shall be taken as forming part of the Notice.

Item No. 1

The Company was earlier engaged in the business of manufacturing non-ferrous gravity and pressure die castings ("**Manufacturing Business**"), trading in automotive spare parts and holding investments in entities engaged in two-wheeler and three-wheeler auto business. Consequent to the Order of the Hon'ble National Company Law Tribunal ("**NCLT**"), Chennai, dated 6th March 2023 approving a Composite Scheme of Arrangement, the entire manufacturing business carried on by the Company was Demerged into Sundaram-Clayton Limited (formerly Sundaram-Clayton DCD Limited) effective 11th August 2023.

Subsequent to the aforesaid Order by NCLT, the Company obtained registration as a Core Investment Company ("**CIC**") with the Reserve Bank of India ("**RBI**") effective 14th March 2024 to carry on the business of Non-Banking Financial Institution without accepting public deposits subject to the conditions as applicable from time to time. RBI had stipulated certain conditions upon grant of registration to the Company as a CIC which includes, *inter-alia*, winding up of trading in automotive spare parts by April 2025. Additionally, the Company shall consider taking steps towards the closure of trading in automotive spare parts, subject to the conditions stipulated by RBI.

The existing Clause III - Object clause of the Memorandum of Association ("**MoA**") of the Company contains primarily the description of objects carried out by the Company prior to the Demerger of its manufacturing division.

Hence the Board of Directors at its meeting held on 8th August, 2024 approved the proposal to amend the MoA of the Company by substituting and replacing Clause III (Objects Clause) of the MoA of the Company with the new objects reflecting its status as a Core Investment Company and by removing all clauses in relation to its erstwhile manufacturing and related businesses, subject to the approval of the members.

Pursuant to Sections 4 and 13 of the Companies Act, 2013, the consent of the members by way of special resolution is required for any making any amendments to the MoA of the Company.

The new objects proposed to be substituted as Clause 3 (a) of the MoA are as below:

1. *To carry on the business of a core investment company in all its branches and to invest, sell, purchase, exchange, transfer, surrender, extinguish, relinquish, subscribe, acquire, undertake, underwrite, hold, auction, convert or otherwise deal in shares, stocks, debentures, debenture stock, bonds, negotiable instruments, hedge instruments, warrants, certificates, premium notes, Treasury Bills, obligations, inter corporate deposits, call money deposits, public deposits, commercial papers,, and other instruments and securities issued, guaranteed or given by any group company, group entity, government, semi-government, local authorities, public sector undertakings, companies, corporations, co-operative societies, trusts, funds, State, Public body or authority, Municipal, Local or*

otherwise and other organisations/entities persons whether incorporated or established in India or elsewhere to acquire and hold controlling and other interests in the securities or loan capital of any issuer, company, entity or person, subject to the provisions of Master Direction - Core Investment Companies (Reserve Bank) Directions, 2016 including statutory modifications/substitutions thereof from time to time.

2. *To carry on the business of a loan and finance company and to lend and advance money or give credit to such persons or companies and on such terms as may seem expedient and in particular to the present and/or prospective customers, to guarantee the performance of any contract or obligation and the payment of money to or by any such person or companies and generally to give guarantees, indemnities, or any other contract pertaining to shifting of obligations, assurance, etc, and all such other activities which a Core Investment Company is authorised to do subject to and in compliance with as per the regulations prescribed by Reserve Bank of India from time to time.*

In addition to the above, the provisions necessary for the furtherance of the objects outlined in Clause 3(a) of the MoA have been incorporated into Clause 3(b) of the MoA. These provisions in Clause 3(b) primarily address facilitative and procedural aspects.

The amended Clause 3 of the MoA is included in the updated MoA, which is available on the Company's website at <https://www.tvsholdings.com/PostalBallot.htm> for perusal by the members and will be available for inspection at the Registered Office of the Company at any working day during business hours.

None of the Directors or any Key Managerial Personnel or any relative of any of the Directors of the Company or the relatives of any Key Managerial Personnel is, in anyway, concerned or interested, financially or otherwise, in the above resolution set out in Item No. 1 of this notice, except to the extent of their shareholding in the Company.

The Board of Directors, therefore, recommends the Special Resolution as set out in Item No. 1 of this Notice for approval of the members.

Item No. 2

The existing Memorandum of Association ("**MoA**") of the Company was adopted in line with the requirements under the Companies Act, 1956 prevalent at the time of incorporation of the Company and was amended as required from time to time.

The Companies Act, 2013 prescribed a new format of MoA for a Company limited by shares in Table A to Schedule I of the Companies Act, 2013. With a view to align the existing MoA of the Company with the format prescribed under the Companies Act, 2013, the Board of Directors at its meeting held on 8th August, 2024 approved the proposal to substitute and replace the existing MoA with a new MoA, subject to the approval of the members.

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A summary of the key changes proposed to the MoA is detailed below:

Clause ref. in existing MoA	Clause ref. in proposed MoA	Summary of the key changes
I	1	a) Clause renumbered as 1
II	2	a) Clause renumbered as 2 b) State of situation of Registered Office changed as "Tamil Nadu" instead of "Madras".
III	3	a) Clause renumbered and split as 3 (a) and 3 (b) b) Objects clause amended as per details contained in Statement of material facts to Item No. 1 of the Notice
IV	4	a) Clause renumbered as 4 b) Reworded as per Table A to Schedule I of the Companies Act, 2013
V	5	a) Clause renumbered as 5
VI	6	a) Clause renumbered as 6 b) Reworded as per Table A to Schedule I of the Companies Act, 2013

Pursuant to Sections 4 and 13 of the Companies Act, 2013, the consent of the members by way of Special Resolution is required for any making any amendments to the MoA of the Company.

The existing MoA and the draft of the new MoA proposed to be substituted in the place of the existing MoA is available on the Company's website at <https://www.tvsholdings.com/PostalBallot.htm> for perusal by the members. The same will be available for inspection at the Registered Office of the Company at any working day during business hours.

None of the Directors or any Key Managerial Personnel or any relative of any of the Directors of the Company or the relatives of any Key Managerial Personnel is, in anyway, concerned or interested, financially or otherwise, in the above resolution set out in the item no 2 of this notice, except to the extent of their shareholding in the Company.

The Board of Directors, therefore, recommends the Special Resolution as set out in Item no. 2 of this Notice for approval of the members.

Item No. 3

The Company's current Articles of Association ("AoA") has been presently in force since its incorporation of the Company and have been amended several times over the years to cater to the specific requirements of the Company. The existing AoA are in line with the erstwhile Companies Act, 1956 and various regulations contained in the AoA contain references to the erstwhile Act, which are thus no longer in conformity with the Companies Act, 2013.

Accordingly, the Board of Directors at its meeting held on 8th August, 2024 approved the proposal to adopt a new set of AoA as per Table F of the Companies Act, 2013, which sets out the model Articles of Association for a Company limited by shares, instead of amending each clause of the AoA and incorporating the provisions of the Companies Act, 2013, subject to the approval of the shareholders.

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Pursuant to Sections 5 and 14 of the Companies Act, 2013, the consent of the members by way of special resolution is required for the adoption of new set of AoA of the Company.

The existing AoA of the Company and the draft of the new AoA proposed to be substituted in the place of the existing AoA are available on the Company's website at <https://www.tvsholdings.com/PostalBallot.htm> for perusal by the members. The same will be available for inspection at the Registered Office of the Company at any working day during business hours.

None of the Directors or any Key Managerial Personnel or any relative of any of the Directors of the Company or the relatives of any Key Managerial Personnel is, in anyway, concerned or interested, financially or otherwise, in the above resolution set out in the item no 3 of this notice, except to the extent of their shareholding in the Company.

The Board of Directors, therefore, recommends the Special Resolution as set out in Item No. 3 of this Notice for approval of the members.

By order of the Board
For TVS Holdings Limited

Place: Bengaluru
Date: 8th August, 2024

R Raja Prakash
Company Secretary