

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

TVS Holdings Limited
[Formerly known as Sundaram-Clayton Limited]

22nd August 2025

BSE Limited,
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai 400 001.
Scrip code: 520056

National Stock Exchange of India Ltd.,
Exchange Plaza, 5th Floor,
Bandra-Kurla Complex,
Bandra (E), Mumbai 400 051.
Scrip code: TVSHLTD

Dear Sir/Madam,

Sub : Voting Results and Scrutinizer's Report of the 63rd Annual General Meeting (AGM) held on 22nd August 2025

Ref : Our Letter dated 26th July 2025

Pursuant to Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we submit herewith the following for the businesses transacted at 63rd AGM of the Company held on Friday, 22nd August 2025 through Video Conferencing:

- (a) Voting results of the AGM (**Annexure -I**); and
- (b) Scrutinizer's Report in compliance with Rule 20 of the Companies (Management and Administration) Rules, 2014 (**Annexure -II**)

All Resolutions as set out in the Notice have been duly approved by the Shareholders with requisite majority.

The said results declared by the Chairman of the meeting and the report submitted by the scrutinizer will be placed on the Company's Notice board and on the websites of the Company and NSDL.

This is for your information and record.

Thanking You

Yours faithfully,

For TVS Holdings Limited

R Raja Prakash
Company Secretary
Encl: a/a

Annexure 1

Voting results	
Record date	15-08-2025
Total number of shareholders on record date	32655
No. of shareholders present in the meeting either in person or through proxy	
a) Promoters and Promoter group	0
b) Public	0
No. of shareholders attended the meeting through video conferencing	
a) Promoters and Promoter group	4
b) Public	69
No. of resolution passed in the meeting	4

Resolution (1)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Adoption of both standalone and consolidated audited financial statements together with Directors' Report and Auditors Report for the year 2024-25				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	15063398	15063398	100.0000	15063398	0	100.0000	0.0000
	Poll							
	Postal Ballot (if applicable)							
	Total	15063398	15063398	100.0000	15063398	0	100.0000	0.0000
Public-Institutions	E-Voting	2621374	2159314	82.3734	2159314	0	100.0000	0.0000
	Poll							
	Postal Ballot (if applicable)							
	Total	2621374	2159314	82.3734	2159314	0	100.0000	0.0000
Public- Non Institutions	E-Voting	2547332	452997	17.7832	452990	7	99.9985	0.0015
	Poll							
	Postal Ballot (if applicable)							
	Total	2547332	452997	17.7832	452990	7	99.9985	0.0015
Total		20232104	17675709	87.3647	17675702	7	100.0000	0.0000
Whether resolution is Pass or Not.							Yes	

Resolution (2)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Re-appointment of Mr Sudarshan Venu, as a director, liable to retire by rotation				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	15063398	15063398	100.0000	15063398	0	100.0000	0.0000
	Poll							
	Postal Ballot (if applicable)							
	Total	15063398	15063398	100.0000	15063398	0	100.0000	0.0000
Public-Institutions	E-Voting	2621374	2159662	82.3866	2142033	17629	99.1837	0.8163
	Poll							
	Postal Ballot (if applicable)							
	Total	2621374	2159662	82.3866	2142033	17629	99.1837	0.8163
Public- Non Institutions	E-Voting	2547332	452997	17.7832	452990	7	99.9985	0.0015
	Poll							
	Postal Ballot (if applicable)							
	Total	2547332	452997	17.7832	452990	7	99.9985	0.0015
Total		20232104	17676057	87.3664	17658421	17636	99.9002	0.0998
Whether resolution is Pass or Not.							Yes	

Resolution (3)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Re-appointment of Mr R Gopalan, as a director, liable to retire by rotation				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	15063398	15063398	100.0000	15063398	0	100.0000	0.0000
	Poll							
	Postal Ballot (if applicable)							
	Total	15063398	15063398	100.0000	15063398	0	100.0000	0.0000
Public- Institutions	E-Voting	2621374	2159662	82.3866	1298954	860708	60.1462	39.8538
	Poll							
	Postal Ballot (if applicable)							
	Total	2621374	2159662	82.3866	1298954	860708	60.1462	39.8538
Public- Non Institutions	E-Voting	2547332	452997	17.7832	452976	21	99.9954	0.0046
	Poll							
	Postal Ballot (if applicable)							
	Total	2547332	452997	17.7832	452976	21	99.9954	0.0046
Total		20232104	17676057	87.3664	16815328	860729	95.1305	4.8695
Whether resolution is Pass or Not.							Yes	

Resolution (4)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Approving the appointment of M/s. B Chandra & Associates, Practicing Company Secretaries, as Secretarial Auditors for a term of five consecutive years from FY 2025-26 till FY 2029-30				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	15063398	15063398	100.0000	15063398	0	100.0000	0.0000
	Poll							
	Postal Ballot (if applicable)							
	Total	15063398	15063398	100.0000	15063398	0	100.0000	0.0000
Public- Institutions	E-Voting	2621374	2159530	82.3816	2159530	0	100.0000	0.0000
	Poll							
	Postal Ballot (if applicable)							
	Total	2621374	2159530	82.3816	2159530	0	100.0000	0.0000
Public- Non Institutions	E-Voting	2547332	452997	17.7832	452990	7	99.9985	0.0015
	Poll							
	Postal Ballot (if applicable)							
	Total	2547332	452997	17.7832	452990	7	99.9985	0.0015
Total		20232104	17675925	87.3657	17675918	7	100.0000	0.0000
Whether resolution is Pass or Not.							Yes	



AG3 RAGAMALIKA,
No.26, Kumaran Colony Main Road,
Vadapalani,
Chennai – 600026
REGN NO P2017TN065700

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

FORM NO. MGT - 13
Report of the Scrutinizer(s) [Pursuant to rule section 108 of the Companies
Act, 2013 and rule 20 of the Companies (Management and Administration)
Rules, 2014 as amended upto date]

Dated 22.08.2025

To
The Chairman,
of the 63rd Annual General Meeting of TVS HOLDINGS LIMITED
(FORMERLY KNOWN AS SUNDARAM-CLAYTON LIMITED held on August
22 2025, at 3.30 PM [Indian Standard Time (IST)] through Video Conferencing
/Other Audio- Visual Means.

Subject: Voting at Annual General Meeting - Ordinary Resolution(s) under different provisions of the Companies Act, 2013 read with Rules made there under – Voting through electronic means in terms of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management & Administration) Rules, 2014 as amended till date.

Dear Sir,

I, **B Chandra**, partner of **B.Chandra & Associates**, Practising Company Secretaries, having our office at AG3, Ragamaliika, No.26 Kumaran Colony Main Road, Vadapalani, Chennai 600 026, appointed as Scrutinizer as per the Board resolution dated June 5, 2025 for the purpose of remote e-voting and e-voting provided for holding the Annual General Meeting through Video Conferencing (VC) / other audio visual means (OAVM) of Equity Shareholders, at the Annual General Meeting of **TVS HOLDINGS LIMITED** (FORMERLY KNOWN AS SUNDARAM-CLAYTON LIMITED, held on August 22 2025, at 3.30 PM [Indian Standard Time (IST)] in line with the Circular Nos 14/2020 dated April 8 2020, 17/2020 dated April 13, 2020, 20/2020 dated May 5, 2020, 02/2021 dated January 13,2021, 03/2022 dated May 5,

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2022, 11/2022 dated December 28, 2022, 09/2023 dated September 25, 2023 and 09/2024 dated September 19, 2024 issued by Ministry of Corporate Affairs.

As per the information furnished by the Company and after carrying out the scrutiny of the e-voting by the Members of the Company, we hereby submit our report as under:

a.	<p>Pursuant to Sections 101, 108 of the Companies Act 2013 and Rule 20 of the Companies (Management & Administration) Rules, 2014, as amended upto date, the notice convening the meeting have been dispatched to those members of the Company, who have their e mail ids registered with the Company/ RTA, through electronic means on July 26, 2025. Subsequently, the Notice was also placed on the website of the Company.</p> <p>The required paper advertisement with respect to other shareholders inter alia by way of seeking updation of mail ids to a dedicated email id was given in English in Business Standard and in Hindu Tamil vernacular newspaper on June 30, 2025. The members of the Company were given an option to vote electronically on e-voting platform, provided by the National Securities Depository Limited (NSDL).</p>
b.	<p>The Public Advertisement with respect to dispatch of notices and conducting of voting through electronic means was published in an English newspaper “Financial Express” on July 27, 2025 and a vernacular newspaper “Dinamani” on the same date.</p>
c.	<p>The remote e-voting period commenced on August 19, 2025 at 9:00 A.M. (IST) and ended on August 21, 2025 at 5:00 P.M. (IST)</p>
d.	<p>Accordingly, the electronic votes cast were taken into account and at the end of the voting period i.e., on August 21, 2025 at 5:00 PM, the NSDL portal was blocked for voting.</p>
e.	<p>The List of shareholders who cast their votes through remote e voting were unblocked in the presence of two witnesses on August 22, 2025.</p>
f.	<p>The Corporate members who had participated in the remote e-voting and who had provided the scanned copy of the resolution passed at the Board of Directors / Power of Attorney for authorization to exercise their votes through e voting have been taken into account.</p>

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At the Annual general meeting held at the scheduled time through VC/OAVM, the Chairman informed the members that a 15 minutes voting period even after the close of the meeting was provided to those members who have not voted earlier through Remote e-voting to cast their votes by participating through VC/OAVM evoting pursuant to circulars mentioned aforesaid and the provisions of law as well as the Companies (Management & Administration) Rules, 2014 as amended from time to time.

None of the Shareholders had cast their votes electronically at the meeting through VC/OAVM procedure available which was taken into account. The resolutions for which this Annual General Meeting of the shareholders was held were as follows:

S.No	Resolutions	Nature of Resolution
1	Adoption of Standalone & Consolidated audited financial statements for the year ended 31st March 2025	Ordinary
2	Re- appointment of Mr Sudarshan Venu (holding DIN 03601690), as Director who retires by rotation.	Ordinary
3	Re- appointment of Mr R Gopalan (holding DIN 01624555), as Director who retires by rotation	Ordinary
4	Appointment of M/s. B Chandra & Associates, Practicing Company Secretaries, Chennai, having Firm Registration No. P2017TN065700 as Secretarial Auditors for a term of five consecutive years to hold office from FY 2025-26 till FY 2029-30	Ordinary

The results of the remote e-voting and e-voting at AGM through VC/OAVM are summarised as follows in terms of the Count and Number of votes cast for and against out of the total valid votes is given below.

REMOTE EVOTING AND VOTING DURING AGM							
Resolution No	Count Of Votes Cast in Favour	Number Of Votes Cast in Favour	Count Of Votes Cast Against	Number Of Votes Cast Against	Total Valid Votes	Assent %	Dissent %
1	294	17675702	2	7	17675709	99.99	Negligible
2	289	17658421	13	17636	17676057	99.90	0.10
3	217	16815328	80	860729	17676057	95.13	4.87
4	294	17675918	2	7	17675925	99.99	Negligible

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Since the requisite number of votes cast in favour exceeded the number of votes cast against in respect of resolutions in S No.1-4, I hereby report that the above resolutions as passed with requisite majority as Ordinary resolutions.

The data sheet relating to remote e-voting and e-voting after AGM through VC/OAVM, records are in the safe custody of the undersigned, and that they will be handed over to the Chairman, once the Minutes are approved and signed.

Thanking you,

Yours Sincerely,

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**B CHANDRA,
PARTNER
B CHANDRA & ASSOCIATES
PRACTISING COMPANY
SECRETARIES
PEER REVIEW 1711/2022
UDIN: A020879G001064273**