

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

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

22<sup>nd</sup> July 2026

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

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

Dear Sir/Madam,

**Sub : Voting Results and Scrutinizer's Report of the 64<sup>th</sup> Annual General Meeting (AGM) held on 22<sup>nd</sup> July 2026**

**Ref : Our Letter dated 22<sup>nd</sup> July 2026**

Pursuant to Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we submit herewith the following for the businesses transacted at 64<sup>th</sup> AGM of the Company held on Wednesday, 22<sup>nd</sup> July 2026 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

| Voting results                                                                      |                           |
|-------------------------------------------------------------------------------------|---------------------------|
| Record date                                                                         | 16-07-2026                |
| Total number of shareholders on record date                                         | 31098                     |
| <b>No. of shareholders present in the meeting either in person or through proxy</b> |                           |
| a) Promoters and Promoter group                                                     | 0                         |
| b) Public                                                                           | 0                         |
| <b>No. of shareholders attended the meeting through video conferencing</b>          |                           |
| a) Promoters and Promoter group                                                     | 3                         |
| b) Public                                                                           | 85                        |
| <b>No. of resolution passed in the meeting</b>                                      | <b>3</b>                  |
| Disclosure of notes on voting results                                               | <a href="#">Add Notes</a> |

| Resolution (1)                                                           |                               |                    |                     |                                                                                                                                                                                       |                          |                        |                                      |                                    |
|--------------------------------------------------------------------------|-------------------------------|--------------------|---------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------|------------------------|--------------------------------------|------------------------------------|
| Resolution required: (Ordinary / Special)                                |                               |                    |                     | Ordinary                                                                                                                                                                              |                          |                        |                                      |                                    |
| Whether promoter/promoter group are interested in the agenda/resolution? |                               |                    |                     | No                                                                                                                                                                                    |                          |                        |                                      |                                    |
| Description of resolution considered                                     |                               |                    |                     | Adoption of the Audited Financial Statements (Standalone & Consolidated) of the Company and the reports of the Board of Directors and the Auditors for the year ended 31st March 2026 |                          |                        |                                      |                                    |
| 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                      | 2620372            | 2089080             | 79.7246                                                                                                                                                                               | 2089080                  | 0                      | 100.0000                             | 0.0000                             |
|                                                                          | Poll                          |                    |                     |                                                                                                                                                                                       |                          |                        |                                      |                                    |
|                                                                          | Postal Ballot (if applicable) |                    |                     |                                                                                                                                                                                       |                          |                        |                                      |                                    |
|                                                                          | Total                         | 2620372            | 2089080             | 79.7246                                                                                                                                                                               | 2089080                  | 0                      | 100.0000                             | 0.0000                             |
| Public- Non Institutions                                                 | E-Voting                      | 2548334            | 468462              | 18.3831                                                                                                                                                                               | 468452                   | 10                     | 99.9979                              | 0.0021                             |
|                                                                          | Poll                          |                    |                     |                                                                                                                                                                                       |                          |                        |                                      |                                    |
|                                                                          | Postal Ballot (if applicable) |                    |                     |                                                                                                                                                                                       |                          |                        |                                      |                                    |
|                                                                          | Total                         | 2548334            | 468462              | 18.3831                                                                                                                                                                               | 468452                   | 10                     | 99.9979                              | 0.0021                             |
| Total                                                                    |                               | 20232104           | 17620940            | 87.0940                                                                                                                                                                               | 17620930                 | 10                     | 99.9999                              | 0.0001                             |
| Whether resolution is Pass or Not.                                       |                               |                    |                     |                                                                                                                                                                                       |                          |                        | Yes                                  |                                    |
| Disclosure of notes on resolution                                        |                               |                    |                     |                                                                                                                                                                                       |                          |                        | Add Notes                            |                                    |

| 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 Venu Srinivasan, 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                      | 2620372            | 2089617             | 79.7451                                                                           | 1713299                  | 376318                 | 81.9911                              | 18.0089                            |
|                                                                          | Poll                          |                    |                     |                                                                                   |                          |                        |                                      |                                    |
|                                                                          | Postal Ballot (if applicable) |                    |                     |                                                                                   |                          |                        |                                      |                                    |
|                                                                          | Total                         | 2620372            | 2089617             | 79.7451                                                                           | 1713299                  | 376318                 | 81.9911                              | 18.0089                            |
| Public- Non Institutions                                                 | E-Voting                      | 2548334            | 468454              | 18.3828                                                                           | 468444                   | 10                     | 99.9979                              | 0.0021                             |
|                                                                          | Poll                          |                    |                     |                                                                                   |                          |                        |                                      |                                    |
|                                                                          | Postal Ballot (if applicable) |                    |                     |                                                                                   |                          |                        |                                      |                                    |
|                                                                          | Total                         | 2548334            | 468454              | 18.3828                                                                           | 468444                   | 10                     | 99.9979                              | 0.0021                             |
| Total                                                                    |                               | 20232104           | 17621469            | 87.0966                                                                           | 17245141                 | 376328                 | 97.8644                              | 2.1356                             |
| Whether resolution is Pass or Not.                                       |                               |                    |                     |                                                                                   |                          |                        | Yes                                  |                                    |
| Disclosure of notes on resolution                                        |                               |                    |                     |                                                                                   |                          |                        | Add Notes                            |                                    |

| Resolution (3)                                                           |                               |                    |                     |                                                                                                                                                                                                                |                          |                        |                                      |                                    |
|--------------------------------------------------------------------------|-------------------------------|--------------------|---------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------|------------------------|--------------------------------------|------------------------------------|
| Resolution required: (Ordinary / Special)                                |                               |                    |                     | Special                                                                                                                                                                                                        |                          |                        |                                      |                                    |
| Whether promoter/promoter group are interested in the agenda/resolution? |                               |                    |                     | No                                                                                                                                                                                                             |                          |                        |                                      |                                    |
| Description of resolution considered                                     |                               |                    |                     | Approval for continuation of directorship of Mr Venu Srinivasan (DIN: 00051523) as Non-Executive Director under Regulation 17(1A) of SEBI (Listing Obligations and Disclosure Requirements), Regulations 2015. |                          |                        |                                      |                                    |
| 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                      | 2620372            | 2089617             | 79.7451                                                                                                                                                                                                        | 1720998                  | 368619                 | 82.3595                              | 17.6405                            |
|                                                                          | Poll                          |                    |                     |                                                                                                                                                                                                                |                          |                        |                                      |                                    |
|                                                                          | Postal Ballot (if applicable) |                    |                     |                                                                                                                                                                                                                |                          |                        |                                      |                                    |
|                                                                          | Total                         | 2620372            | 2089617             | 79.7451                                                                                                                                                                                                        | 1720998                  | 368619                 | 82.3595                              | 17.6405                            |
| Public- Non Institutions                                                 | E-Voting                      | 2548334            | 468536              | 18.3860                                                                                                                                                                                                        | 468526                   | 10                     | 99.9979                              | 0.0021                             |
|                                                                          | Poll                          |                    |                     |                                                                                                                                                                                                                |                          |                        |                                      |                                    |
|                                                                          | Postal Ballot (if applicable) |                    |                     |                                                                                                                                                                                                                |                          |                        |                                      |                                    |
|                                                                          | Total                         | 2548334            | 468536              | 18.3860                                                                                                                                                                                                        | 468526                   | 10                     | 99.9979                              | 0.0021                             |
| Total                                                                    |                               | 20232104           | 17621551            | 87.0970                                                                                                                                                                                                        | 17252922                 | 368629                 | 97.9081                              | 2.0919                             |
| Whether resolution is Pass or Not.                                       |                               |                    |                     |                                                                                                                                                                                                                |                          |                        | Yes                                  |                                    |
| Disclosure of notes on resolution                                        |                               |                    |                     |                                                                                                                                                                                                                |                          |                        | Add Notes                            |                                    |



**B. CHANDRA & ASSOCIATES**  
**PRACTISING COMPANY SECRETARIES**

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

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**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 22.07.2026

To  
The Chairman,  
of the 64<sup>th</sup> Annual General Meeting of TVS Holdings Limited held on July 22 2026, at  
2 PM through Video Conferencing /Other Audio- Visual Means.

**Subject:** Voting at Annual General Meeting - Ordinary Resolution(s) and Special  
Resolution 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 May 13, 2026 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**, held on July 22, 2026, at 2 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, 2022, 11/2022 dated December 28, 2022, 09/2023 dated September 25, 2023,  
09/2024 dated September 19, 2024 and 03/2025 dated September 22, 2025 issued by  
Ministry of Corporate Affairs.

B

CHANDRA

Digitally signed by B  
CHANDRA  
Date: 2026.07.22  
18:01:41 +05'30'

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 &amp; 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 29, 2026. 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 5, 2026. 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. | The Public Advertisement with respect to dispatch of notices and conducting of voting through electronic means was published in an English newspaper “Business Standard” on June 30, 2026 and a vernacular newspaper “Hindu tamil” on the same date.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                       |
| c. | The remote e-voting period commenced on July 19, 2026 at 9:00 A.M. (IST) and ended on July 21, 2026 at 5:00 P.M. (IST)                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                     |
| d. | Accordingly, the electronic votes cast were taken into account and at the end of the voting period i.e., on July 21, 2026 at 5:00 PM, the NSDL portal was blocked for voting.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                              |
| e. | The List of shareholders who cast their votes through remote e voting were unblocked in the presence of two witnesses on July 22, 2026.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                    |
| f. | 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.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                    |

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.

Nine 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 2026                                                                                       | Ordinary             |
| 2    | Re- appointment of Mr Venu Srinivasan (holding DIN: 00051523) as Director who retires by rotation.                                                                                          | Ordinary             |
| 4    | Continuation of directorship of Mr Venu Srinivasan (DIN: 00051523) as Non-Executive Director of the Company, beyond the age of seventy-five (75) years, with effect from 11th December 2027 | Special              |

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                                    | 302                           | 17620930                       | 1                           | 10                           | 17620940          | 99.9999  | 0.0001    |
| 2                                    | 231                           | 17245141                       | 75                          | 376328                       | 17621469          | 97.8644  | 2.1356    |
| 3                                    | 238                           | 17252922                       | 68                          | 368629                       | 17621551          | 97.9081  | 2.0919    |

Since the requisite number of votes cast in favour exceeded the number of votes cast against in respect of resolutions in S No.1 and 2 I hereby report that the above resolutions as passed with requisite majority as Ordinary resolutions.

Since the requisite number of votes cast in favour exceeded three times the number of votes cast against in respect of resolutions in S No.3 I hereby report that the above resolutions as passed with requisite majority as Special resolution.



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,

**B**  
**CHANDRA**



Digitally signed  
by B CHANDRA  
Date: 2026.07.22  
18:02:23 +05'30'

**B CHANDRA,**  
**PARTNER**  
**B CHANDRA & ASSOCIATES**  
**PRACTISING COMPANY**  
**SECRETARIES**  
**PEER REVIEW 1711/2022**  
**UDIN: A020879H000914442**