

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

TVS Holdings Limited

[Formerly known as Sundaram-Clayton Limited]

24th April 2026

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

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

Dear Sir/Madam,

Reg. : Details of voting results of the meeting of Equity Shareholders of TVS Holdings Limited ("Company") convened on Friday, 24th April 2026 pursuant to the Order of Hon'ble National Company Law Tribunal, Chennai Bench

Ref. : Our letter dated 23rd March 2026 and 10th April 2026

In continuation of our letters referred above in respect of the meeting of Equity Shareholders of the Company convened pursuant to the Order of Hon'ble National Company Law Tribunal, Chennai Bench and held on Friday, 24th April 2026, please find the details of voting results in the format prescribed under Regulation 44(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 enclosed as **Annexure A**, along with the Scrutinizer's Report on e-Voting (remote e-Voting and e-Voting at the Meeting) enclosed as **Annexure B**.

You are requested to take the above on records.

Thanking you,

Yours faithfully,

For TVS Holdings Limited

R Raja Prakash
Company Secretary

Encl: a/a

Voting results	
Record date	18-04-2026
Total number of shareholders on record date	31391
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	1
b) Public	56
No. of resolution passed in the meeting	1

Resolution (1)								
Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Considering and approving the Scheme of arrangement between TVS Holdings Limited and its shareholders pursuant to the provisions of Section 230 - 232 of the Companies Act, 2013 ("the Act") and other applicable provisions of thereof and applicable rules thereunder.				
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		14840612	98.5210	14840612	0	100.0000	0.0000
	Poll	15063398						
	Postal Ballot (if applicable)							
	Total	15063398	14840612	98.5210	14840612	0	100.0000	0.0000
Public-Institutions	E-Voting		2437165	92.4679	2437165	0	100.0000	0.0000
	Poll	2635687						
	Postal Ballot (if applicable)							
	Total	2635687	2437165	92.4679	2437165	0	100.0000	0.0000
Public- Non Institutions	E-Voting		445417	17.5844	445007	410	99.9080	0.0920
	Poll	2533019						
	Postal Ballot (if applicable)							
	Total	2533019	445417	17.5844	445007	410	99.9080	0.0920
Total		20232104	17723194	87.5994	17722784	410	99.9977	0.0023
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution							NA	

V.Sriram Ananth B.A.B.L.(Hons)
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Report of Scrutinizer

SCRUTINIZER'S REPORT

(Equity Shareholders of TVS Holdings Limited)

(Voting through remote e-voting / e-voting during the meeting, NSDL)

(Pursuant to the common order passed by the National Company Law Tribunal, Division
Bench- I, Chennai, dated March 18, 2026)

In the matter of scheme of Arrangement between TVS Holdings Limited and its Shareholders

TVS Holdings Limited,

Having its registered office at "Chaitanya",

No.12, Khader Nawaz Khan Road,

Nungambakkam, Chennai – 600 006

Tamil Nadu, India.

**Ref: Orders passed by NCLT, Division Bench- I, Chennai dated March 18, 2026 in
CA(CAA)/15(CHE)/2026 along with proposed Scheme of Amalgamation**

To,

Ms. Deepika Kumari, Chairperson of the NCLT Convened Meeting of Equity Shareholders
of TVS Holdings Limited held on 24th April 2026, at 11:00 a.m. (IST) through Video
Conferencing or Other Audio-Visual Means (VC/OAVM).

Dear Madam,

I, V Sriram Ananth, Advocate, appointed as Scrutinizer by the Hon'ble National Company
Law Tribunal (Hon'ble NCLT), Chennai Bench, vide order dated 18th March 2026 in
CA(CAA)/15(CHE)/2026 to provide assistance to the Chairperson of NCLT Convened
Meeting ("the meeting") of the Equity shareholders of TVS Holdings Limited ("Company")
held on 24th April, 2026 at 11.00 a.m. through Video Conferencing or Other Audio-Visual
Means as per the framework issued by the Ministry of Corporate Affairs (MCA) and
Securities and Exchange Board of India (SEBI), for the purpose of scrutinizing the votes on
Remote e-Voting and e-Voting during the Meeting carried out as per Rule 6(3)(xi) read with
Rule 13 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016
(CAA Rules), Rule 20 of the Companies (Management and Administration) Rules, 2014



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(MGT Rules), Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (LODR Regulations), SEBI Master Circular: SEBI/HO/CFD/POD-2/P/CIR/2023/93 dated 20th June, 2023 (SEBI Circular) and the directions of the Hon'ble NCLT, Chennai Bench, on the resolution as placed before the meeting for approval of Scheme of Arrangement between TVS Holdings Limited ("Company" or "TVSH") and its shareholders ("Scheme") as proposed under Sections 230 - 232 and other applicable provisions of the Companies Act, 2013.

National Securities and Depository Limited (NSDL) has been appointed for providing VC/OAVM facility and e-Voting facility both prior to as well as during the Meeting. The Members of the Company as on "cut off" date for e-Voting i.e. Saturday, the 18th April, 2026 ("cut-off date") were entitled to vote on the resolution stated in the Notice of the Hon'ble NCLT Convened Meeting. We were informed that there were 31,391 equity shareholders holding aggregate value of equity shares of Rs. 10,11,60,520/- (i.e., 202,32,104 Equity shares of Re. 5/- each) as on cut-off date.

The following resolution was proposed at the meeting for approval of the shareholders:

"RESOLVED THAT pursuant to the provisions of Sections 230 and 232 of the Companies Act, 2013 ("Act") the rules, circulars and notifications made thereunder (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) and circulars issued thereof, for the time being in force) and subject to the provisions of the Memorandum and Articles of Association of the Company and subject to the approval of Hon'ble National Company Law Tribunal, Chennai Bench ("Tribunal") and subject to such other approvals, permissions and sanctions of regulatory and other authorities, as may be necessary and subject to such conditions and modifications as may be deemed appropriate by the parties to the Scheme, at any time and for any reason whatsoever, or which may otherwise be considered necessary, desirable or as may be prescribed or imposed by the Tribunal or by any regulatory or other authorities, while granting such approvals, permissions and sanctions, which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the "Board" which term shall be deemed to mean and include one or more Committee(s) constituted/ to be constituted by the Board or any other person authorised by it to exercise its powers including the powers conferred by this Resolution), the arrangement embodied in the Scheme of Arrangement between TVS Holdings Limited ("Company") and its shareholders ("Scheme"), be and is hereby approved.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds, matters and things, as it may, in its absolute discretion deem requisite, desirable, appropriate or necessary to give effect to this Resolution and effectively implement the arrangement embodied in the Scheme and to make any modifications or amendments to the Scheme at any time and for any reason whatsoever, and to accept such modifications, amendments, limitations and/or conditions, if any, which may be required and/or imposed by the Tribunal while sanctioning the arrangement embodied in the Scheme or by any



authorities under law, or as may be required for the purpose of resolving any questions or doubts or difficulties that may arise including passing of such accounting entries and/or making such adjustments in the books of accounts as considered necessary in giving effect to the Scheme, as the Board may deem fit and proper."

Further to the above, I submit my report as under:

A. For Remote E-voting:

- i. The remote e-Voting period remained open from Tuesday, 21st April 2026 from 9.00 a.m. (IST) to Thursday, 23rd April 2026 up to 5.00 p.m. (IST);
- ii. The votes cast through Remote e-Voting were subsequently unblocked by me on 24th April, 2026 at 11.35 AM after the conclusion of the meeting, in the presence of two witnesses, whose names are mentioned below, who are not in the employment of the Company and electronic ballots were diligently scrutinized by me.



Ms S Priyaavarshini



Mr Kiran Kumar Bhaskar

- iii. The electronic ballots were reconciled with the records maintained by the Company / Registrar and Transfer Agents of the Company and the authorizations lodged with the Company.

B. For e-Voting during the Meeting:

- i. The e-Voting was conducted on the resolution placed before the NCLT Convened Meeting of Equity shareholders of the Company conducted through VC / OAVM.
- ii. Equity shareholders were also explained the modalities and other relevant instructions for casting their vote on e-Voting during the meeting.
- iii. The e-Voting during the meeting was conducted to enable the Equity shareholders of the Company who have attended the meeting through VC/OAVM and had not cast their votes through Remote e-Voting facility.
- iv. After ensuring that all the Equity shareholders who desire to cast their vote through e-Voting at the meeting have exercised their right to vote and after seeking permission from the Chairman of the Meeting, e-Voting during the meeting was closed / blocked.
- v. The votes cast during the meeting were subsequently unblocked by me after the conclusion of the meeting and electronic ballots were diligently scrutinized. The electronic ballots were reconciled with the records maintained by the Company / Registrar and Transfer Agent of the Company and the authorizations received/available with the Company.



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Thereafter, based on the scrutiny of the electronic ballots (both for the Remote E-voting and E-voting during the meeting), details of Equity shareholders, who have voted "For", "Against" the resolution permitted for e-Voting, were prepared based on reports generated from the website of NSDL and scrutiny thereof. As the voting was conducted through e-Voting on the e-Voting platform of NSDL, the E-ballots as available were scrutinized Folio Wise / Demat Account wise. There was no material change in the voting result due to this process.

Each Equity Shareholder could opt for only one mode of e-Voting i.e., either by Remote e-Voting or e-Voting during the Meeting. If the equity shareholder opted for Remote e-Voting, then he was allowed to attend the Meeting but was not allowed to vote during the Meeting.

The management of the Company is responsible to ensure compliance with the requirements of the Act and rules made thereunder and the NCLT Order relating to voting through Remote e-Voting and e-Voting during the Meeting on the resolution stated in the Notice for convening the Meeting.

Based on such scrutiny of the Remote E-voting & E-voting during the meeting, the details of E-ballots received are tabulated as under:

Particulars	Number of Ballots	Number of Shares
Total E-Ballots received (Remote E-voting)	273	1,77,23,194
Total E-Ballots received (E-voting during the Meeting)	-	-
Total E-Ballots received	273	1,77,23,194
Less: Invalid E-Ballots	-	-
Total Valid E-Ballots (Remote E-voting + E-voting during the Meeting)	273	1,77,23,194



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Further the Consolidated Report on result through remote e-voting and e-voting at the meeting by Equity Shareholders is given below:

REMOTE EVOTING AND EVOTING DURING THE MEETING								
Particulars	In favour of the Resolution			Against the Resolution			Invalid Votes	
	Count of Votes Cast In Favour	Number of Votes Cast In Favour	% of votes in favour	Count of Votes Cast Against	Number of Votes Cast Against	% of votes Cast Against	Count of invalid Votes	Number of invalid Votes
Remote e-voting	272	1,77,22,784	99.9977	1	410	0.0023	-	-
E-voting during the Meeting	-	-	-	-	-	-	-	-
Total	272	1,77,22,784	99.9977	1	410	0.0023	-	-

Madam, you may accordingly report the result of voting to the Hon'ble NCLT, Chennai Bench. The list of Equity Shareholders who voted "For", "Against" and all other relevant electronic records relating to remote e-voting and e-voting at the Hon'ble NCLT convened meeting are being handed over separately by me.

Thanking You,



V Sriram Ananth
Advocate,
Scrutinizer appointed for the meeting by the
Hon'ble NCLT, Chennai
Place : Chennai
Date : 24th April 2026

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