

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

# **TVS Holdings Limited**

[Formerly known as Sundaram-Clayton Limited]

26<sup>th</sup> July 2025

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

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

Dear Sir/Madam,

**Sub: Notice of 63<sup>rd</sup> Annual General Meeting (AGM) of TVS Holdings Limited ("Company")**

Pursuant to Regulations 30 and 50(2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed the Notice for convening the 63<sup>rd</sup> Annual General Meeting of the Company on Friday, 22<sup>nd</sup> August 2025 at 3.30 P.M.(IST) *via* Video Conferencing (VC)/ Other Audio Visual Means (OAVM).

The copy of the same is also available on the website of the Company viz., [www.tvsholdings.com](http://www.tvsholdings.com).

***Date and time of occurrence of event:*** 26<sup>th</sup> July 2025 at 03.41 PM (IST).

Thanking you,

Yours faithfully,

**For TVS Holdings Limited**

**R Raja Prakash**  
**Company Secretary**

Encl :a/a

**TVS Holdings Limited**  
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## NOTICE OF ANNUAL GENERAL MEETING

NOTICE is hereby given that the 63<sup>rd</sup> Annual General Meeting (AGM) of the Company will be held on Friday, the 22<sup>nd</sup> August 2025 at 3:30 P.M. [Indian Standard Time (IST)] through Video Conferencing / Other Audio Visual Means to transact the following businesses:

### ORDINARY BUSINESS

- To consider passing the following resolution as an ordinary resolution:  
"RESOLVED THAT the standalone and consolidated audited financial statements for the year ended 31<sup>st</sup> March 2025, together with the Board's Report and the Auditors' Report thereon, as circulated to the Members and presented to the meeting be and are hereby approved and adopted."
- To consider passing the following resolution as an ordinary resolution:  
"RESOLVED THAT Mr Sudarshan Venu (holding DIN 03601690), Director, who retires by rotation and being eligible, offers himself for re-appointment, be and is hereby re-appointed as a Director of the Company."
- To consider passing the following resolution as an ordinary resolution:  
"RESOLVED THAT Mr R Gopalan (holding DIN 01624555) Director, who retires by rotation and being eligible, offers himself for re-appointment, be and is hereby re-appointed as a Director of the Company."

### SPECIAL BUSINESS:

- To consider passing the following resolution as an ordinary resolution:  
"RESOLVED THAT pursuant to the provisions of Regulation 24A and other applicable regulations of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("SEBI Listing Regulations") and Section 204 of the Companies Act, 2013 read with Rule 9 of the Companies (Appointment & Remuneration of Managerial Personnel) Rules, 2014 and other applicable provisions, if any, ("the Act, 2013"), including any amendments, modification(s) or re-enactment(s) thereof for the time being in force and based on the recommendation of the Audit Committee and the Board of Directors of the Company, consent of the Members of the Company be and is hereby accorded for appointment of M/s. B Chandra & Associates, Practicing Company Secretaries, Chennai, having Firm Registration No. P2017TN065700 allotted by the Institute of Company Secretaries of India, who have confirmed their eligibility and have also given their consent for appointment as Secretarial Auditors in terms of Regulation 24A(1A) of SEBI Listing Regulations and other applicable rules for a term of five consecutive years to hold office from FY 2025-26 till FY 2029-30 at such fees, plus applicable taxes and other out-of-pocket expenses as may be mutually agreed upon between the Board of Directors of the Company and the Secretarial Auditors from time to time during their tenure of appointment.  
RESOLVED FURTHER THAT the Board of Directors (hereinafter referred to as "Board", which term shall include any Committee duly constituted by the Board or which the Board may constitute to exercise its powers, including the powers conferred by this

resolution) be and are hereby authorized to take such steps and do all such acts, deeds, matters, and things as may be considered necessary, proper, and expedient to give effect to this Resolution."

By order of the Board of Directors

Chennai  
5<sup>th</sup> June 2025

R Raja Prakash  
Company Secretary

Registered office:

"Chaitanya"  
No.12, Khader Nawaz Khan Road,  
Nungambakkam, Chennai - 600 006

Notes:

A Statement pursuant to Section 102 of the Companies Act, 2013 (the Act, 2013), setting out the material facts in respect of the special business to be transacted at the Annual General Meeting (AGM), as listed out in the Notice, is annexed hereto.

- Pursuant to the MCA Circular No. 09/2024 dated 19<sup>th</sup> September 2024 read with MCA Circulars No. 9/2023, 10/2022, 02/2022 and 20/2020 dated 25<sup>th</sup> September 2023, 28<sup>th</sup> December 2022 5<sup>th</sup> May 2022 and 5<sup>th</sup> May 2020 respectively, issued by the Ministry of Corporate Affairs (MCA) and all other relevant circulars issued from time to time, and Circular No. SEBI/HO/CFD/CFD-PoD-2/P/ CIR/2024/133 dated 3<sup>rd</sup> October 2024, issued by the Securities and Exchange Board of India (SEBI) and in compliance with the provisions of the Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), physical attendance of the Members is not required at a common venue and AGM can be held through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate in the ensuing AGM through VC / OAVM.
- Pursuant to the Circular No. 14/2020 dated 8<sup>th</sup> April, 2020, issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, the Body Corporates are entitled to appoint authorised representatives as Members to attend the AGM through VC/OAVM and participate and cast their votes through e- Voting.
- The Members can join the AGM through VC / OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice.
- The attendance of the Members attending the AGM through VC / OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Act, 2013.
- Pursuant to the provisions of Section 108 of the Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of the Listing Regulations, and the Circulars issued by the Ministry of Corporate Affairs dated 5<sup>th</sup> May, 2020, the Company is providing facility of remote e-Voting to its Members in respect of the business as to be transacted at the AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-Voting system as well as voting at the meeting will be provided by NSDL.

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6. In line with MCA Circular No. 17/2020 dated 13<sup>th</sup> April, 2020, the Notice calling the AGM has been uploaded on the website of the Company at [www.tvsholdings.com](http://www.tvsholdings.com). The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively and the AGM Notice is also available on the website of NSDL (agency for providing the remote e-Voting facility) i.e. [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
7. AGM has been convened through VC / OAVM in compliance with applicable provisions of the Act, 2013, read with Circulars issued by MCA and SEBI from time to time.
8. The relevant details as set out under Item Nos. 2 & 3 of the Notice pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard - 2 on General Meetings issued by the Institute of Company Secretaries of India ("ICSI") in respect of the Director seeking reappointment at this AGM, are also part of this Notice.
9. As the AGM shall be conducted through VC/OAVM, the facility for appointment of Proxy by the Members is not available for this AGM and hence the Proxy Form and Attendance Slip including Route Map are not annexed to this Notice.

**Unclaimed Dividend**

10. In terms of Section 124 of the Act, 2013, the dividend declared by the Company, for earlier years, which remain unclaimed for a continuous period of seven years will be transferred on due dates to the Investor Education and Protection Fund (IEPF), established by the Central Government. The particulars of due dates for transfer of such unclaimed dividends to IEPF are furnished in the Report on Corporate Governance, forming part of the Annual Report.
11. Members who have not encashed their dividend warrants in respect of the above period are requested to make their claim(s) by surrendering the un-encashed warrants immediately to the Company has also uploaded details of such Members whose shares are transferred to IEPF Account on its website at [www.tvsholdings.com](http://www.tvsholdings.com).

Pursuant to The Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, the Company is providing / hosting the required details of unclaimed amount referred to under Section 124 of the Act, 2013 on its website.

**General**

12. As per Regulation 40 of Listing Regulations, all requests for transfer of securities including transmission and transposition, issue of duplicate share certificate; claim from unclaimed suspense account; renewal / exchange of share certificate; endorsement; sub-division/splitting of share certificate; consolidation of share certificates/folios shall be processed only in dematerialized form.

With a view to serve the Members better and for administrative convenience, Members who hold shares in identical names and in the same order of names in more than one folio are requested to write to the Company to consolidate their holdings into one folio.

13. Members may also note that the Annual Report will also be available on the Company's website viz., [www.tvsholdings.com](http://www.tvsholdings.com) and on the websites of the Stock Exchanges viz., BSE Limited and National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively for their download.

**Members holding shares in electronic form**

14. SEBI has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members are requested to submit their PAN to the Depository Participant(s) (DP) with whom they are maintaining their demat accounts.
15. Members are requested to intimate all changes pertaining to their bank details such as bank account number, name of the bank and branch details, MICR code and IFSC, Mandates, Nominations, Power of Attorney, Change of Address / Name / e-mail Address / Contact Numbers, etc., to their DP.
16. Electronic copy of the Annual Report and the Notice of the AGM *inter-alia* indicating the process and manner of e-Voting are being sent to all the Members whose e-mail IDs are registered with the Company / DPs for communication purposes. A letter providing the web-link for accessing the Annual Report, including the exact path, will be sent to those members who have not registered their email address with the Company.

**Members holding shares in physical form**

17. SEBI has mandated that all holders of physical shares furnish PAN, Nomination, Contact details, Bank A/c details and Specimen signature for their corresponding folio numbers, and these documents can be submitted to the Company / Registrar and Share Transfer Agent (RTA / STA).
18. Members holding shares in physical form, in their own interest, are requested to dematerialize the shares to avail the benefits of electronic holding / trading.
19. Pursuant to the Scheme, the preference shares allotted to the shareholders were redeemed during the previous year, and those shareholders who were holding the equity shares in physical form may note that the entitlement to the said redemption amount is being held in a separate unclaimed bank account. You are hereby advised to share your demat account / bank account details and KYC documents with the Company / RTA. On receipt of the documents and upon verification and validation, the entitlement of the redemption amount will be credited to the respective bank account.

**Inspection of documents**

20. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Act, the Register of Contracts or Arrangements in which the Directors are interested, maintained under Section 189 of the Act, 2013 and the relevant documents referred to in the Notice will be available, electronically, for inspection by the Members during the AGM.
21. All documents referred elsewhere in the Annual Report will also be available for inspection from the date of circulation of this Notice up to the date of AGM. Members seeking to inspect such documents can send an e-mail to [corpsec@tvsholdings.com](mailto:corpsec@tvsholdings.com).

**Voting**

22. The businesses set out in the Notice will be transacted through electronic voting system and the Company is providing facility for voting by electronic means. The Members may cast their votes using electronic voting system from a place other than the venue of the meeting ('remote e-Voting').
23. In case of joint holders attending AGM, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote.

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24. In terms of Section 108 of the Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, ('the Rules') and Regulation 44 of the Listing Regulations, the Company has provided facility to exercise votes through electronic voting system to the Members holding shares as on 15<sup>th</sup> August 2025 being the "Cut-off Date" ("Cut- Off" for the purpose of Rule 20(4)(vii) of the Rules) fixed for determining voting rights of the Members entitled to participate in the e-Voting process through the platform provided by NSDL viz., [www.evoting.nsdl.com](http://www.evoting.nsdl.com).

The voting rights of the Members / Beneficial Owners will be reckoned on the Equity Shares held by them as on Cut-off date. Members as on the Cut-off date only shall be entitled to avail the facility of remote e-Voting or voting at the meeting.

**THE INSTRUCTIONS FOR REMOTE E-VOTING AND E-VOTING AT THE MEETING ARE AS UNDER**

The remote e-Voting period begins on 19<sup>th</sup> August 2025 at 9:00 A.M. (IST) and ends on 21<sup>st</sup> August 2025 at 5:00 P.M. (IST). During this period, Members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date, may cast their vote by remote e-Voting. The remote e-Voting module shall be disabled by NSDL for voting thereafter. Members who have not cast their vote on any of the resolutions using the remote e-Voting facility can vote on those resolutions during the AGM. Once the vote on a resolution is cast by the Member, the member shall not be allowed to change it subsequently.

**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 and joining virtual meeting for Individual shareholders holding securities in demat mode**




In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email ID in their demat accounts in order to access e-Voting facility.

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

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	1. For OTP based login you can click on <a href="https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp">https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp</a> . You will have to enter your 8-digit DP ID, 8-digit Client ID, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL. (Continued)	<p>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 or joining virtual meeting &amp; voting during the meeting.</p> <p>2. Existing IDeAS user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> 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 or joining virtual meeting &amp; voting during the meeting.</p> <p>3. If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></p> <p>4. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> 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</p>

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Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL. (Continued)	<p>have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</p> <p>5. Shareholders/Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience.</p> <p><b>NSDL Mobile App is available on</b></p> <p> <b>App Store</b>    <b>Google Play</b></p> <div style="display: flex; justify-content: space-around;">   </div>
Individual Shareholders holding securities in demat mode with CDSL	<p>1. 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 <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab and then user your existing my easi username &amp; password.</p> <p>2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period</p>

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with CDSL - (Continued)	<p>or joining virtual meeting &amp; 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.</p> <p>3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</p> <p>4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; 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.</p>
Individual Shareholders (holding securities in demat mode) login through their depository participants	<p>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 &amp; voting during the meeting.</p>

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**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 <a href="mailto:evoting@nsdl.com">evoting@nsdl.com</a> or call at 022 - 4886 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800-21-09911

**B) Login Method for e-Voting and joining virtual meeting 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 use your existing password to login and cast your vote.
- b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
- c) How to retrieve your 'initial password'?
  - (i) If your email ID is registered in your demat account or with the Company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.

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- (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](http://www.evoting.nsdl.com).
  - b) Physical User Reset Password?" (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://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.com](mailto:evoting@nsdl.com) mentioning your demat account number / folio number, your PAN, your name and your registered address etc.
  - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

**Step 2: Cast your vote electronically and join General Meeting 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 and General Meeting is in active status.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC / OAVM" link placed under "Join Meeting".
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.

**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 resolutions 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 [eninward@integratedindia.in](mailto:eninward@integratedindia.in)
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhaar Card) to [eninward@integratedindia.in](mailto:eninward@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 and joining virtual meeting for Individual shareholders holding securities in demat mode.
3. Alternatively shareholder/members may send a request to [evoting@nsdl.com](mailto:evoting@nsdl.com) for procuring user id and password for e-Voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

**THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE AGM ARE AS UNDER:-**

- i. The procedure for e-Voting on the day of the AGM is the same as the instructions mentioned above for remote e-voting.
- ii. Only those Members / shareholders, who will be present in the AGM through VC / OAVM facility and have not cast their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.
- iii. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
- iv. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-Voting.

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**INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:**

- i. Members will be provided with a facility to attend the AGM through VC / OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for Access to NSDL e-Voting system. After successful login, Members can see link of "VC / OAVM link" placed under "Join General meeting" menu against the Company name. You are requested to click on VC / OAVM link placed under Join General Meeting menu. The link for VC / OAVM will be available in shareholder / members login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
- ii. Members are encouraged to join the Meeting through Laptops for better experience.
- iii. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
- iv. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio / Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
- v. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker and send their request mentioning their name, demat account number / folio number, email id, mobile number at [corpsec@tvsholdings.com](mailto:corpsec@tvsholdings.com) from 16<sup>th</sup> August 2025 (9.00 A.M. (IST)) to 20<sup>th</sup> August 2025 (5.00 P.M. (IST))
- vi. Those shareholders who have registered themselves as a speaker will only be allowed to express their views / ask questions during the meeting. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM.
- vii. Members can submit questions with regard to the financial statements or any other matter to be placed at the AGM, from their registered e-mail address, mentioning their name, DP ID and Client ID number / folio number and mobile number, to reach the Company's e-mail address [corpsec@tvsholdings.com](mailto:corpsec@tvsholdings.com) atleast 48 hours in advance before the start of the meeting. Such questions by the Members shall be taken up during the meeting and replied by the Company suitably.

**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 [bchandraandassociates@gmail.com](mailto:bchandraandassociates@gmail.com) with a copy marked to [evoting@nsdl.com](mailto:evoting@nsdl.com). Institutional/Corporate shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-Voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details / Password?" or "Physical User Reset Password?" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.
3. A person, whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-Voting or casting vote through e-Voting system during the meeting.
4. M/s B Chandra and Associates, Practicing Company Secretaries (Registration No. P2017TN065700), has been appointed as the Scrutinizer to scrutinize the remote e-Voting process and casting vote through the e-Voting system during the meeting in a fair and transparent manner.
5. In case of any queries, Members may refer the Frequently Asked Questions (FAQs) for Shareholders and e-Voting user manual for Shareholders available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on toll free no.: 022 - 4886 7000 and send a request to NSDL official, Ms. Pallavi Mhatre, Manager at [evoting@nsdl.com](mailto:evoting@nsdl.com).
6. The Scrutinizer shall after the conclusion of e-Voting at the AGM, first download the votes cast at the AGM and thereafter unblock the votes cast through remote e-Voting and shall make a consolidated scrutinizer's report of the total votes cast in favour or against, invalid votes, if any, and whether the resolution has been carried or not, and such report shall then be sent to the Chairman or a person authorized in this regard, within two working days from the conclusion of the AGM, who shall then countersign and declare the result of the voting forthwith.
7. The results declared along with the report of the Scrutinizer shall be placed on the website of the Company at [www.tvsholdings.com](http://www.tvsholdings.com) and on the website of NSDL at

**TVS Holdings Limited**  
**(Formerly known as Sundaram-Clayton Limited)**

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[www.evoting.nsdl.com](http://www.evoting.nsdl.com) immediately after the declaration of results by the Chairman or a person authorized by him. The results shall also be immediately forwarded to BSE Limited, Mumbai and The National Stock Exchange of India Limited, Mumbai.

8. Pursuant to the Circulars issued by MCA and SEBI, owing to the difficulties involved in dispatching of physical copies of the Notice of the AGM and the Annual Report for the year 2024-25, the said documents are being sent only by email to the Members. Therefore, those Members, whose email address is not registered with the Company or with their respective Depository Participant/s, and who wish to receive the Notice of the AGM and the Annual Report for the year 2024-25 and all other communication sent by the Company, from time to time, can get their email address registered by following the steps as given below:

- a) For Members holding shares in physical form, please send scan copy of a signed request letter mentioning your folio number, complete address, email address to be registered along with scanned self-attested copy of the PAN and any document (such as Driving Licence, Passport, Bank Statement, AADHAAR) supporting the registered address of the Member, by email to the [eninward@integratedindia.in](mailto:eninward@integratedindia.in).
- b) For Members holding shares in demat form, please update your email address through your respective Depository Participant/s.

Further, as per Regulation 36 (1) (c) of the Listing Regulations, hard copy of the full annual report will be given to those shareholders who request for the same.

9. Pursuant to Finance Act, 2020, dividend income will be taxable in the hands of the shareholders w.e.f. 1<sup>st</sup> April 2020 and the Company is required to deduct tax at source ("TDS") from dividend paid to the Members at rates prescribed in the Income Tax Act, 1961 ("the IT Act"). In general, to enable compliance with TDS requirements, Members are requested to complete and / or update their Residential Status, PAN, Category as per the IT Act with their Depository Participants or in case shares are held in physical form, with the Company by sending email to the [eninward@integratedindia.in](mailto:eninward@integratedindia.in) along with the documents as stated in Para No. 10.
10. In order to receive dividend/s in a timely manner, Members holding shares in physical form who have not updated their mandate for receiving the dividends directly in their bank accounts through Electronic Clearing Service or any other means ("Electronic Bank Mandate"), can register their

Electronic Bank Mandate to receive dividends directly into their bank account electronically or any other means, by sending scanned copy of the following details / documents by email to reach the [corpsec@tvsholdings.com](mailto:corpsec@tvsholdings.com) or the email ID of [STAninward@integratedindia.in](mailto:STAninward@integratedindia.in).

- a. a signed request letter mentioning your name, folio number, complete address and following details relating to bank account in which the dividend is to be received:
  - i. Name and Branch of Bank and Bank Account type;
  - ii. Bank Account Number allotted by your bank after implementation of Core Banking Solutions;
  - iii. 11 digit IFSC Code;
  - iv. Self-attested scanned copy of cancelled cheque bearing the name of the Member or first holder, in case shares are held jointly;
  - v. Self-attested scanned copy of the PAN Card; and
  - vi. Self-attested scanned copy of any document (such as AADHAAR Card, Driving Licence, Election Identity Card, Passport) in support of the address of the Member as registered with the Company.
- b. For the Members holding shares in demat form, please update your Electronic Bank Mandate through your Depository Participant/s.
- c. With effect from April 1, 2024, dividend to security holders (holding securities in physical form), shall be paid only through electronic mode. Such payment shall be made upon folio being KYC compliant i.e. the PAN, contact details including mobile no., bank account details and specimen signature are registered with the RTA/Company. [SEBI Master Circular No. SEBI/HO/MIRSD/POD-1/P/CIR/2024/37 dated May 7, 2024, read with SEBI Circular No. SEBI/HO/MIRSD/POD-1/P/CIR/2024/81 dated June 10, 2024].

11. In accordance with the provisions of Article 108 of the Articles of Association of the Company, Mr Sudarshan Venu and Mr R Gopalan, will retire by rotation at this AGM and being eligible offer themselves for re-appointment.; and
12. In terms of the Regulation 36(3) of the Listing Regulations, read with Secretarial Standards on General Meeting, brief profile of Mr Sudarshan Venu and Mr R Gopalan, who are proposed to be re-appointed in this AGM, nature of their expertise in specific functional areas, other Directorships and Committee Memberships, their shareholding and relationship with other Directors of the Company along with listed entities from which the Director has resigned in the past three years have been provided as part of this notice.

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**Statement of material facts pursuant to Section 102 of the Companies Act, 2013**

The following statement sets out all material facts relating to the special business mentioned in the accompanying Notice dated 5<sup>th</sup> June 2025 and shall be taken as forming part of the Notice.

**Item No. 4**

Pursuant to the amendments to the provisions of Regulation 24A of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations'), the Company shall appoint a Secretarial Auditor who shall be a Peer Reviewed Company Secretary with the approval of its shareholders in its Annual General Meeting. Further, the tenure of appointment of a Secretarial Audit firm as Secretarial Auditor shall not be more than two terms of five consecutive years.

In compliance with the above-said provisions and based on the evaluation and recommendation of the Audit Committee, the Board of Directors at its meeting held on 28<sup>th</sup> April, 2025, appointed M/s. B Chandra & Associates, a Peer reviewed firm of Practicing Company Secretaries, Chennai, having Firm Registration No. P2017TN065700 and Peer Review No: 1711/2022, as Secretarial Auditors of the Company for a term of five consecutive years to hold office from FY 2025-26 till FY 2029-30 subject to the approval of the members.

M/s. B Chandra & Associates, have furnished their consent to act as Secretarial Auditors and have also provided a certificate to the effect that their appointment, if made, shall be in accordance with the conditions laid down and that they satisfy the criteria provided under the SEBI Listing Regulations.

The Secretarial Auditors have reported their independence from the Company according to the standards issued by the Institute of Company Secretaries of India ('ICSI') and the ethical requirements relevant to audit and the same has been reviewed by the Audit Committee of the Company.

In the view of the Audit Committee and Board of Directors of the Company, M/s. B Chandra & Associates has the necessary capabilities and competencies to perform their duties as Secretarial Auditors of the Company considering the nature and scope of activities undertaken by the Company.

Apart from the Company, they are also the secretarial auditors of TVS Credit Services Limited, a step-down subsidiary of the Company. The fees paid to M/s. B Chandra & Associates, for conduct of Secretarial Audit of TVS Credit Services Limited for FY 2024-25 was ₹ 1.65 Lakhs.

**Brief Profile of M/s. B Chandra & Associates :**

M/s. B Chandra & Associates, Practicing Company Secretaries, was established as a sole proprietorship in 2008 and registered as a partnership firm in the year 2017 and has been advising about 40 to 50 small and medium companies, 15 to 20 Multinational Companies and 10 to 15 Listed Companies. All the senior partners have rich and deep experience for over 17 years in sectors like Automobiles, NBFC, Real Estate, Renewable energy and rendering audit services.

The firm has qualified & experienced partners and staffs / smart collaborations to compliment geography reach and strong confluence of people, process and technology.

Members may kindly note that the Senior Partner of M/s B Chandra & Associates viz. Mrs B Chandra was the secretarial auditor of the Company since FY 2014-15 and had performed the Secretarial Audit for the FY 2024-25 as enclosed to this report. The term of 5 years commencing from FY 2025-26, the Company has appointed M/s B Chandra & Associates, a Peer reviewed Firm of Company Secretaries as the Secretarial Auditors and is seeking the approval of the shareholders for the same. Hence, such appointment has been treated as a change in secretarial auditor and relevant information as required under Regulation 36 (5) of the SEBI Listing Regulations have been provided as part of this Notice.

**Details of proposed remuneration payable to M/s. B Chandra & Associates:**

The Board has approved ₹ 3 Lakhs (Rupees Three Lakhs only) as the remuneration payable to M/s. B Chandra & Associates for the financial year 2025-26 for their services as Secretarial Auditors of the Company excluding applicable taxes and out of pocket expenses.

The fees paid to Mrs B Chandra, for conduct of Secretarial Audit for FY 2024-25 was ₹ 3 Lakhs and hence there is no material change in the fee payable to the Secretarial Auditors.

The fee for services in the nature of statutory certifications and other permissible non-audit services will be in addition to the secretarial audit fee as above and will be decided by the Management in consultation with the Secretarial Auditors.

The Board of Directors may alter, vary and modify the terms and conditions of appointment and modify / enhance remuneration for the subsequent years in the tenure, in such manner as may be mutually agreed with the Secretarial Auditors.

In the opinion of the Board, the remuneration proposed to be paid to the Secretarial Auditors during their term would be commensurate with the services to be rendered by them during the said tenure.

None of the Directors or Key Managerial Personnel of the Company or their relatives is concerned or interested, financially or otherwise, in the resolution as set out in Item No.4 of this Notice.

The Board recommends their appointment and accordingly, the approval of the Members is being sought by means of an Ordinary Resolution.

By order of the Board of Directors

Chennai  
5<sup>th</sup> June 2025

R Raja Prakash  
Company Secretary

Registered office:  
"Chaitanya",  
No.12, Khader Nawaz Khan Road,  
Nungambakkam, Chennai - 600 006.

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**DETAILS OF DIRECTORS SEEKING APPOINTMENT / RE-APPOINTMENT**

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

Name of the Director (M/s.)	Sudarshan Venu	R Gopalan
DIN	03601690	01624555
Age	36 years	73 years
Date of first appointment on the Board	2 <sup>nd</sup> September 2011	21 <sup>st</sup> June 2016
Qualifications	<ul style="list-style-type: none"> <li>• Graduate Degree with Honors in the Jerome Fisher Program in Management and Technology from the University of Pennsylvania, USA;</li> <li>• B.S. in Mechanical Engineering from the School of Engineering and Applied Sciences;</li> <li>• B.S. in Economics from the Wharton School;</li> <li>• M.Sc. in International Technology Management from the Warwick Manufacturing Group attached to University of Warwick in U.K.</li> </ul>	<ul style="list-style-type: none"> <li>• Master's Degree in Economics from Boston University;</li> <li>• Master's Degree in Public Administration Management from the John F. Kennedy School of Government, Harvard University.</li> </ul>
Experience	More than 14 years	More than 45 years
Expertise in specific functional areas	Please refer to enclosed profile	Please refer to enclosed profile
Skills and capabilities required for the role and the manner in which the Independent Directors meet the requirements	Not applicable	Not applicable
Terms and conditions of appointment / re-appointment	<p>The shareholders of the Company approved the appointment of Mr. Sudarshan Venu as the Managing Director of the Company for a period of five years, effective 11<sup>th</sup> September 2023, through a Postal Ballot resolution dated 20<sup>th</sup> October 2023.</p> <p>As per the terms of his appointment, the remuneration payable to Mr. Sudarshan Venu shall be determined by the Board of Directors, based on the recommendation of the Nomination and Remuneration Committee, and subject to the approval of the shareholders and statutory authorities, if applicable.</p> <p>For the financial year 2024–25, no remuneration was paid to Mr. Sudarshan Venu.</p>	Not applicable
Details of remuneration last drawn (FY 2024-25)		₹ 3.50 Lakhs from the Company towards sitting fees for attending meetings of the Board and Committees respectively.
Details of remuneration sought to be paid		Mr R Gopalan will be entitled to receive remuneration by way of sitting fees and reimbursement of expenses for participation in the meetings of the board and / or committees, if any.
Directorships in other Companies	<ol style="list-style-type: none"> <li>1. TVS Motor Company Limited</li> <li>2. TVS Credit Services Limited</li> <li>3. TVS Housing Finance Private Limited</li> <li>4. TVS Electric Mobility Limited</li> <li>5. Coromandel International Limited</li> <li>6. Galaxy Health Insurance Company Limited <i>(Formerly known as Galaxy Health and Allied Insurance Company Limited)</i></li> </ol>	<ol style="list-style-type: none"> <li>1. Sundaram-Clayton Limited</li> <li>2. TVS Credit Services Limited</li> <li>3. Zee Entertainment Enterprises Limited</li> <li>4. Vedanta Limited</li> <li>5. MB Power (Madhya Pradesh) Limited</li> <li>6. New Delhi Centre for Sight Limited</li> <li>7. ANA ARC Private Limited</li> </ol>

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	<ol style="list-style-type: none"> <li>7. S. Venu Trustee Private Limited</li> <li>8. TVS Motor (Singapore) Pte Limited, Singapore</li> <li>9. TVS Digital Pte Limited, Singapore</li> <li>10. Swiss E- Mobility Group (Holding) AG, Switzerland</li> <li>11. Swiss E- Mobility Group (Schweiz) AG, Switzerland</li> <li>12. The Norton Motorcycle Co. Limited, UK</li> <li>13. TVS Holdings (Singapore) Pte. Limited, Singapore</li> <li>14. Cheema Educational Foundation</li> <li>15. Veeyes Charities Foundation</li> <li>16. Jupiter Cultural and Heritage Foundation</li> <li>17. TVS Cheema Scholarship Foundation</li> </ol>	<ol style="list-style-type: none"> <li>8. Play Games 24X7 Private Limited</li> <li>9. U Games Private Limited</li> <li>10. Sundaram Holding USA Inc., USA</li> </ol>
<p>Membership / Chairpersonship of Committees in other companies</p>	<p><b>TVS Motor Company Limited:</b></p> <ol style="list-style-type: none"> <li>a) Corporate Social Responsibility Committee</li> <li>b) Risk Management Committee</li> <li>c) Stakeholders' Relationship Committee</li> </ol> <p><b>TVS Credit Services Limited</b></p> <ol style="list-style-type: none"> <li>a) Asset Liability Management Committee</li> <li>b) Nomination and Remuneration Committee</li> <li>c) Credit Sanction Committee</li> </ol> <p><b>Coromandel International Limited</b></p> <ol style="list-style-type: none"> <li>a) Stakeholders' Relationship Committee*</li> <li>b) Nomination and Remuneration Committee</li> </ol>	<p><b>Sundaram-Clayton Limited:</b></p> <ol style="list-style-type: none"> <li>a) Audit Committee*,</li> <li>b) Nomination and Remuneration Committee,</li> <li>c) Stakeholders' Relationship Committee and</li> <li>d) Administrative Committee*.</li> </ol> <p><b>TVS Credit Services Limited:</b></p> <ol style="list-style-type: none"> <li>a) Audit Committee*,</li> <li>b) Stakeholders' Relationship Committee,</li> <li>c) Corporate Social Responsibility Committee and</li> <li>d) Risk Management Committee.</li> </ol> <p><b>Zee Entertainment Enterprises Limited</b></p> <ol style="list-style-type: none"> <li>a) Risk Management Committee*,</li> <li>b) Audit Committee,</li> <li>c) Nomination and Remuneration Committee,</li> <li>d) Corporate Social Responsibility Committee</li> </ol> <p><b>Vedanta Limited</b></p> <ol style="list-style-type: none"> <li>a) Stakeholders' Relationship Committee,</li> <li>b) Corporate Social Responsibility Committee*</li> </ol> <p><b>MB Power (Madhya Pradesh) Limited</b></p> <ol style="list-style-type: none"> <li>a) Audit Committee,</li> <li>b) Nomination &amp; Remuneration Committee,</li> <li>c) Corporate Social Responsibility Committee*,</li> <li>d) Related Party Transactions Committee*.</li> </ol>

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		<p><b>New Delhi Centre for Sight Limited</b></p> <p>a) Audit Committee, b) Nomination &amp; Remuneration Committee, c) Corporate Social Responsibility Committee.</p> <p><b>ANA ARC Private Limited</b></p> <p>a) Nomination &amp; Remuneration Committee</p>
Listed entities from which the Director has resigned from Directorship in last 3 (three) years	NIL	TVS Motor Company Limited
No. of Board Meetings attended during FY 2024-25	6	6
Inter-se relationship with other Directors and Key Managerial Personnel of the Company	He is the son of Mr Venu Srinivasan, Chairman of the Company.	Nil
No. of shares held in the Company (Self and as a Beneficial Owner)	1,40,84,930	Nil

\* indicates Committee in which he holds the position as Chairman.

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**(Formerly known as Sundaram-Clayton Limited)**

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**Profile of Mr Sudarshan Venu**

Mr Sudarshan Venu is the Managing Director of the Company and TVS Motor Company Limited, Subsidiary Company. He is also the Chairman of TVS Credit Services Limited.

Mr Sudarshan Venu has been charting the future of one of India's leading two-wheeler manufacturer, TVS Motor Company since his induction as Director, and has made it the most awarded two-wheeler company. It is a testimony to Sudarshan's focus, that TVS Motor has been voted No. 1 in Customer Satisfaction for four years in a row by the prestigious J. D. Power Awards;

He has set his vision of transforming the company into a leading global mobility player. To this effect, he has set in motion global expansion through both organic & inorganic means;

With his extraordinary efforts, the Company has acquired UK's iconic motorcycle brand Norton Motorcycles and has also setup a completely new manufacturing facility in UK;

He strongly believes in staying ahead of the emerging trends – electrification and personal mobility are two big areas of focus and is looking to build a strategic personal e-mobility ecosystem by scaling unique brands, and led TVS to acquire European e-bike brand EGO Movement and Switzerland's largest e-bike company, Swiss E-Mobility Group;

He has been a pivotal role in expanding international business into markets in Africa, Middle East, Southeast Asia, LATAM, and Europe and market presence in more than 90+ countries across the globe;

He also has been instrumental in setting up and in the success of TVS Digital, a subsidiary of TVSM incorporated in Singapore, focused on providing technology solutions for digital transformation;

His experience and innovative excellence that helped the Company in broadening its product portfolio from time to time and Company's market presence across the globe;

His commitment to competitiveness and quality of our economy is manifested through his company's market presence in more than 90+ countries across the globe;

He has received "Next Gen Leader" award at the Indian Family Business Awards 2022 was a testament to his visionary leadership and unwavering commitment to innovation in the automotive industry.

He was honoured with India's best CEO award in Manufacturing and Retail Excellence Category by Business Today. He also featured in the list of India's best CEOs by Fortune and Business World magazines.

**Profile of Mr R Gopalan**

Mr R Gopalan, aged 73 years, is a retired IAS officer, was a Member of Public Enterprises Selection Board ("PESB"). This Body selects CMDs, MDs and Directors of Central Public Sector Enterprises.

Mr Gopalan as Secretary, Department of Economic Affairs was handling matters relating to Capital Markets, Infrastructure Finance, G-20, World Bank (WB), International Monetary Fund (IMF), Asian Development Bank (ADB), Budget preparation, Public Private Partnership (PPP), Directorate of Currency and other related matters pertaining to the economy. Mr Gopalan brought about a number of changes in the functioning of the Capital Markets and initiated new policy measures in infrastructure development.

Mr Gopalan has vast experience in Corporate Laws, Business Administration, Corporate Finance and Regulatory matters and he had represented India in the trade negotiations at World Trade Organization.

Mr Gopalan holds a Master's Degree in economics from Boston University and a Master's Degree in Public Administration and Management from the John F. Kennedy School of Government, Harvard University.

He is also currently the Chairman of Sundaram-Clayton Limited, Zee Entertainment Enterprises Limited and Director TVS Credit Services Limited, Vedanta Limited, ANA ARC Private Limited, MB Power (Madhya Pradesh) Limited, New Delhi Centre for Sight Limited, Play Games 24 x 7 Private Limited and U Games Private Limited.

By order of the Board of Directors

Chennai  
5<sup>th</sup> June 2025

R Raja Prakash  
Company Secretary

Registered office:  
"Chaitanya",  
No.12, Khader Nawaz Khan Road,  
Nungambakkam, Chennai - 600 006.