



Date: 11 January, 2022

BSE Limited

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Mumbai - 400 001

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National Stock Exchange of India Limited

Exchange Plaza,
Bandra-Kurla-Complex, Bandra (East)
Mumbai – 400 051

Email: takeover@nse.co.in

Dear Sir/ Madam,

Subject: Disclosure under Regulation 10(6) of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 ("Takeover Regulations").

This is to inform you that the Hon'ble National Company Law Tribunal, Chennai bench, vide its order dated 06 December, 2021, approved the composite scheme of amalgamation and arrangement (demerger) *inter alia* amongst T V Sundram Iyengar & Sons Private Limited ("TVSS"), Sundaram Industries Private Limited ("SIPL"), Southern Roadways Private Limited ("SRPL") and TVS Holdings Private Limited (*formerly known as TVS Investments and Holdings Private Limited*) ("**Composite Scheme**") in accordance with Sections 230 to 232 and other applicable provisions under the Companies Act, 2013 and rules made thereunder and other applicable laws. The Composite Scheme was made effective on 06 January, 2022 ("**Effective Date**").

As per the Composite Scheme, on the Effective Date (which is also the first appointed date), *inter alia* SIPL and SRPL have amalgamated with TVSS and have been dissolved without the process of winding up. As a result of this, the shareholding of SIPL and SRPL in Sundaram Clayton Limited ("**Target Company**") aggregating 90,93,649 equity shares (representing 44.94% of its paid up equity share capital) consisting of (i) 60,62,522 equity shares (representing 29.96% of its paid up equity share capital) held by SIPL and (ii) 30,31,127 equity shares (representing 14.98% of its paid up equity share capital) held by SRPL, has been vested in/ transferred to TVSS. This has resulted in (i) the increase of the direct shareholding of TVSS in the Target Company from 40,00,811 equity shares (representing 19.78% of its paid up equity share capital) to 1,30,94,460 equity shares (representing 64.72% of its paid up equity share capital) and (ii) TVSS being able to exercise complete control over the Target Company.





T V Sundram Iyengar & Sons Private Limited

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In this regard, please find enclosed the requisite disclosure under Regulation 10(6) of the Takeover Regulations.

Kindly take the above on record.

Yours faithfully,

For and on behalf of **T V Sundram Iyengar & Sons Private Limited**



Authorised Signatory

Name: S Santhanagopalan

Designation: Chief Financial Officer & Company Secretary

Date: 11 January, 2022

Place: Chennai



Disclosure under Regulation 10(6) – Report to Stock Exchanges in respect of any acquisition made in reliance upon exemption provided for in Regulation 10 of the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 (“Takeover Regulations”)

1.	Name of the Target Company (TC)	Sundaram Clayton Limited (" Target Company " / " TC ")
2.	Name of the acquirer(s)	T V Sundram Iyengar & Sons Private Limited (" TVSS ")
3.	Name of the stock exchange where shares of the TC are listed	BSE Limited and National Stock Exchange of India Limited.
4.	Details of the transaction including rationale, if any, for the transfer/ acquisition of shares.	<p>Pursuant to the composite scheme of amalgamation and arrangement (demerger) <i>inter alia</i> amongst TVSS, Sundaram Industries Private Limited ("SIPL"), Southern Roadways Private Limited ("SRPL") and TVS Holdings Private Limited (<i>formerly known as TVS Investments and Holdings Private Limited</i>) ("Composite Scheme"), on the Effective Date (which is also the first appointed date), <i>inter alia</i> SIPL and SRPL have amalgamated with TVSS and have been dissolved without the process of winding up. As a result of this, the shareholding of SIPL and SRPL in the Target Company has been vested in/ transferred to TVSS. This has resulted in (i) the increase of the direct shareholding of TVSS in the Target Company from 19.78% to 64.72% and (ii) TVSS being able to exercise complete control over the Target Company.</p> <p>The Composite Scheme was approved by the Hon'ble National Company Law Tribunal, Chennai bench, vide its order dated 06 December, 2021 and the Composite Scheme was made effective on 06 January, 2022 ("Effective Date"). The Composite Scheme is part of the family arrangement.</p> <p>The Composite Scheme does not directly involve the Target Company and fulfils the conditions prescribed in Regulation 10(1)(d)(iii) of the Takeover Regulations.</p>
5.	Relevant regulation under which the acquirer is exempted from making open offer.	Regulation 10(1)(d)(iii) of the Takeover Regulations.





6.	Whether disclosure of proposed acquisition was required to be made under regulation 10 (5) and if so, - whether disclosure was made and whether it was made within the timeline specified under the regulations. - date of filing with the stockexchange.	Not applicable			
7.	Details of acquisition	Disclosures required to be made under regulation 10(5)		Whether the disclosures under regulation 10(5) are actually made	
a.	Name of the transferor/ seller	Not applicable		Not applicable	
b.	Date of acquisition	Not applicable		Not applicable	
c.	Number of shares/ voting rights in respect of the acquisitions from each person mentioned in 7(a) above	Not applicable		Not applicable	
d.	Total shares proposed to be acquired /actually acquired as a % of diluted share capital of TC	Not applicable		Not applicable	
e.	Price at which shares are proposed to be acquired / actually acquired	Not applicable		Not applicable	
8.	Shareholding details	Pre-Transaction ^{(1)#}		Post-Transaction ^{(1)#}	
		No. of shares held	% w.r.t total share capital of TC	No. of shares held	% w.r.t total share capital of TC
a	Each Acquirer / Transferee				
(i)	TVSS	40,00,811	19.78	1,30,94,460	64.72
b	Each Seller / Transferor				
(i)	SIPL	60,62,522	29.96	Nil	Nil
(ii)	SRPL	30,31,127	14.98	Nil	Nil

Note:

1. (#) For further details, please refer to Annexure A.

For and on behalf of **T V Sundram Iyengar & Sons Private Limited**

Authorised Signatory

Name: S Santhanagopalan

Designation: Chief Financial Officer & Company Secretary

Date: 11 January, 2022

Place: Chennai





Annexure A

Shareholding details		Pre-Effective Date		On Effective Date/ First Appointed Date	
		No. of shares held	% w.r.t total share capital of TC	No. of shares held	% w.r.t total share capital of TC
(A)	Transferee:				
	TVSS	40,00,811	19.78	1,30,94,460	64.72
	Sub Total (A)	40,00,811	19.78	1,30,94,460	64.72
(B)	Transferors:				
	SIPL	60,62,522	29.96	Nil	Nil
	SRPL	30,31,127	14.98	Nil	Nil
	Sub Total (B)	90,93,649	44.94	Nil	Nil
(C)	Members of promoter and promoter group of the TC other than A and B above:				
	Sundaram Finance Holdings Limited	19,69,600	9.74	19,69,600	9.74
	Sub Total (C)	19,69,600	9.74	19,69,600	9.74
	Total (A + B + C)	1,50,64,060	74.46	1,50,64,060	74.46

