

VS Trust

"Chaitanya", No. 12, Khader Nawaz Khan Road, Nungambakkam,
Chennai – 600 006, Tel. No. 2833 2115

Date: 29th December 2023

BSE Limited
Phiroze Jeejeebhoy Towers,
Dalal Street, Fort
Mumbai - 400 001
Email: corp.relations@bseindia.com

National Stock Exchange of India Limited
Exchange Plaza,
Bandra-Kurla-Complex, Bandra (East)
Mumbai – 400 051
Email: takeover@nse.co.in

Dear Sir / Madam,

Sub: Report under regulation 10(6) of the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 ("Takeover Regulations")

A Composite Scheme of Arrangement amongst TVS Holdings Limited (formerly known as Sundaram-Clayton Limited) ("**Demerged Company**") and TVS Holdings Private Limited and VS Investments Private Limited and Sundaram-Clayton Limited (formerly known as Sundaram-Clayton DCD Limited) ("**Resulting Company**") and their respective shareholders and creditors ("**Scheme**") was sanctioned by the Hon'ble National Company Law Tribunal, Chennai Bench vide its Order dated March 6, 2023.

In terms of Part V of the Scheme, the demerger, transfer and vesting of the Demerged Undertaking (as defined in the Scheme) from the Demerged Company into the Resulting Company was effective on August 11, 2023. Further, in terms of Clause 25 of the Scheme, the Resulting Company on August 31, 2023, had issued and allotted the Equity Shares of INR 5 each.

In this regard, We, the Promoter and Promoter group of Sundaram-Clayton Limited ("**SCL**"), have acquired 1,35,49,020 equity shares in SCL by way of an allotment on August 31, 2023 (the equity shares of SCL were listed and admitted to trading from December 29, 2023), pursuant to the Scheme.

Please find enclosed the report under Regulation 10(6) of the Takeover Regulations in respect of aforesaid allotment.

Kindly take the same on record.

Thanking you,
Yours faithfully,

For VS Trust

Venu Srinivasan
Trustee
(for and behalf of the
Promoter and Promoter Group)
Encl.: a/a

Disclosure under Regulation 10(6) - Report to Stock Exchanges in respect of any acquisition made in reliance upon the exemption provided for in Regulation 10 of Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011

| Sr. No. | Particulars | Details | |
|---------|--|--|--|
| 1. | Name of the Target Company (TC) | Sundaram-Clayton Limited (" Target Company " / " TC ") | |
| 2. | Name of the acquirer(s) | As per Annexure 1 | |
| 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>A Composite Scheme of Arrangement amongst TVS Holdings Limited (formerly known as Sundaram-Clayton Limited) ("Demerged Company") and TVS Holdings Private Limited and VS Investments Private Limited and Sundaram-Clayton Limited (formerly known as Sundaram-Clayton DCD Limited) ("Resulting Company") and their respective shareholders and creditors ("Scheme") was sanctioned by the Hon'ble National Company Law Tribunal, Chennai Bench vide its Order dated March 6, 2023.</p> <p>In terms of Part V of the Scheme, the demerger, transfer and vesting of the Demerged Undertaking (as defined in the Scheme) from the Demerged Company into the Resulting Company was effective on August 11, 2023.</p> <p>Further, in terms of Clause 25 of the Scheme, the Resulting Company on August 31, 2023, had issued and allotted the Equity Shares of INR 5 each.</p> <p>The Composite Scheme directly involve the Target Company and fulfils the conditions prescribed in Regulation 10(1)(d)(ii) of the Takeover Regulations.</p> | |
| 5. | Relevant regulation under which the acquirer is exempted from making open offer. | Regulation 10(1)(d)(ii) of the Takeover Regulations. | |
| 6. | Whether disclosure of proposed acquisition was required to be made under regulation 10 (5) and if so, <ul style="list-style-type: none"> - 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 |
| | b. | Date of acquisition | Not applicable |
| | c. | Number of shares/ voting rights in | Not applicable |

| | | | | | | |
|----|----------------------|--|--------------------|-----------------------------------|--------------------|-----------------------------------|
| | | respect of the acquisitions from each person mentioned in 7(a) above | | | | |
| | 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 | | Post-Transaction | |
| | | | 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) | As per Annexure 1 | Nil | Nil | 1,35,49,020 | 66.96 |
| | b | Each Seller / Transferor | | | | |
| | (i) | Nil | Nil | Nil | Nil | Nil |

For VS Trust

Venu Srinivasan
Trustee
(for and behalf of the
Promoter and Promoter Group)

Note 1:

Pursuant to the Scheme, the promoter and promoter group (as referred in **Annexure 1**) has been allotted 1,35,49,020 equity shares of SCL on August 31, 2023. The equity shares of SCL were listed and admitted to trading from December 29, 2023. Hence, the disclosure under Regulation 10(6) of the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 is being submitted within 4 working days post commencement of trading in equity shares of SCL.