

SUNDARAM FINANCE HOLDINGS LIMITED

Regd. Office 21, Patullos Road, Chennai – 600002, Tamil Nadu, India

January 22, 2018

The Manager – Listing
National Stock Exchange of India Limited
Capital Market – Listing
Exchange Plaza, 5th Floor
Plot No. C/1, G Block
Bandra-Kurla Complex
Bandra (East), Mumbai – 400 051

Dear Sir/s,

Sub: Disclosure under Regulation 10(6) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 ('SEBI Takeover Regulations')

Please find enclosed a disclosure under Regulation 10(6) disclosing the details of shares of Sundaram Clayton Limited transferred from Sundaram Finance Limited ('SFL' or 'Demerged Company'), pursuant to the Order No. CP/210-214/CAA/2017 dated 12.01.2018 (annexed) issued by the Hon'ble National Company Law Tribunal, Division Bench, Chennai, received by us on 18.01.2018.

The above acquisition of shares of Sundaram Clayton Limited by Sundaram Finance Holdings Limited ('SFHL') is not covered under Regulation 3 to Regulation 5 of the SEBI Takeover Regulations. However, we are making the above disclosure by way of abundant caution.

Thanking you,

Yours truly,
For Sundaram Finance Holdings Limited



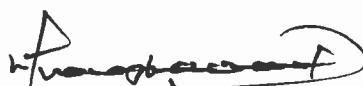
T T Srinivasaraghavan
Managing Director

CC: The Corporate Relationship
Dept. of Corporate Services
Bombay Stock Exchange Limited
Floor 25, P J Towers
Dalal Street
Mumbai 400 001

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

1	Name of the Target Company (TC)	Sundaram Clayton Limited			
2	Name of the acquirer(s)	Sundaram Finance Holdings Limited (SFHL)			
3	Name of the stock exchange where shares of the TC are listed	National Stock Exchange of India Limited BSE Limited			
4	Details of the transaction including rationale, if any, for the transfer/ acquisition of shares.	Pursuant to the NCLT Order No. CP/210-214/CAA/2017 received on 18.01.2018, shares of the Target Company transferred from Sundaram Finance Limited (Demerged Company) to Sundaram Finance Holdings Limited (Resulting Company)			
5	Relevant regulation under which the acquirer is exempted from making open offer.	10(1)(d)(iii)			
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 stock exchange.	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 b. Date of acquisition c. Number of shares/ voting rights in 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 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 - SFHL	-	-	22,73,081	11.24
	b. Each Seller / Transferor - SFL	22,73,081	11.24	-	-

For Sundaram Finance Holdings Limited



T T Srinivasaraghavan
Managing Director

Place: Chennai
Date: 22.01.2018