Regd. & Corporate Office :
"Jayalakshmi Estates", 5th Floor
P.O. Box : 732,
29, Haddows Road,
Chennai - 600 006. India.
Telephone : (044) 28272233
Fax : (044) 28257121

Sundaram-Clayton Limited

01/01/C/02/

23rd August 2012

The Manager
Listing department
National Stock Exchange of India Ltd.
Exchange Plaza, C-1, Block G
Bandra-Kurla Complex
Bandra (E), Mumbai 400 051.

Scrip code : SUNCLAYTON

Dear Sir,

RE: Disclosure under Regulation 10(6) of SEBI (Substantial Acquisition of Shares & Takeovers) Regulation, 2011

As required by Regulation 10(6) read with 10(1)(d)(iii) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, we send herewith the declaration in the prescribed format in respect of vesting of shares held in TVS Motor Company Limited, the target company, from the transferor company, viz., Anusha Investments Limited to the transferee company, viz., Sundaram-Clayton Limited.

The vesting of shares has taken place in pursuance of the 'Composite Scheme of Arrangement including Amalgamation and Demerger among Sundaram-Clayton Limited and Anusha Investments Limited and Sundaram Investment Limited and their respective shareholders under section 391-394 of the Companies Act, 1956 sanctioned by the Hon'ble High Court of Madras on 3rd August, 2012, which became effective from the 'Effective date', namely 21st August 2012.

Kindly acknowledge receipt.

Thanking You,

Yours faithfully,
For SUNDARAM-CLAYTON LIMITED

R Raja Prakash
Company Secretary

Encl : a/a

Format of 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)		M/s. TVS Motor Company Limited		
2	Name of the acquirer(s)		M/s. Sundaram-Clayton Limited		
3	Name of the stock exchange where the shares of the TC are listed		Madras Stock Exchange Limited National Stock Exchange of India Limited Bombay Stock Exchange Limited		
4	Details of the transaction including rationale, if any, for the transfer / acquisition of shares		Vesting of shares pursuant to Composite Scheme of Arrangement including Amalgamation and Demerger among the Company, Anusha Investments Limited and Sundaram Investment Limited, sanctioned by the Hon'ble High Court of Madras.		
5	Relevant regulation under which the acquirer is exempted from making open offer		Exemption under Regulation 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 stick exchange		Not Applicable		
7	Details of Acquisition		Disclosures required to be made under regulation 10(5)	Whether disclosure under regulation 10(5) are actually made	
	a.	Name of the transferor / seller	Not Applicable		
	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			
8	Shareholding details		Pre-Transaction (Amalgamation)		Post-Transaction (Amalgamation)	
			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				
		Sundaram-Clayton Limited	4,20,00,000	8.84	27,26,82,786	57.40
	b.	Each Seller / Transferor				
		Anusha Investments Limited	23,06,82,786	48.56	-	-

For SUNDARAM-CLAYTON LIMITED

R Raja Prakash
Company Secretary

Place: Chennai
Date: 23rd August 2012