

Format under Regulation 10(7) – Report to SEBI in respect of any acquisition made in reliance up on exemption provided for in Regulation 10(1)(d)(iii) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011

1	General Details	
a.	Name, address, telephone no., e-mail of Acquirer(s) {In case there are multiple acquirers, provide full contact details of any one acquirer (the correspondent acquirer) with whom SEBI shall correspond.}	Sundaram Finance Holdings Limited 21, Patullos Road, Chennai - 600002 Ph: 044-28881311 E-mail: srikantpn@sundaramholdings.in
b.	Whether sender is the acquirer (Y/N)	Yes
c.	If not, whether the sender is duly authorized by the acquirer to act on his behalf in this regard (enclose copy of such authorization)	Not Applicable
d.	Name, address, Tel no. and e-mail of sender, if sender is not the acquirer	Not Applicable
2	Compliance of Regulation 10(7)	
a.	Date of report	16th February 2018
b.	Whether report has been submitted to SEBI within 21 business days from the date of the acquisition	Yes
c.	Whether the report is accompanied with fees as required under Regulation 10(7)	Yes
3	Compliance of Regulation 10(6)	
a.	Whether the report has been filed with the Stock Exchanges where the shares of the Company are listed within 4 business days of the acquisition	Yes
b.	Date of Report	22nd January 2018
4	Details of the Target Company (TC)	
a.	Name & address of TC	Sundaram-Clayton Ltd., "Jayalakshmi Estates", 5th Floor, 29, Haddows Road, Chennai - 600006
b.	Name of the Stock Exchange(s) where the shares of the TC are listed	National Stock Exchange of India Limited & BSE Ltd.
5	Details of the acquisition	
a.	Date of acquisition	18th January 2018
b.	Acquisition price per share (in Rs.)	Not Applicable (being demerger)

The following abbreviations have been used all through the document: TC stands for 'Target Company', 'Takeover Regulations' stands for 'SEBI(Substantial Acquisition of Shares and Takeover Regulations, 2011)



c.	Regulation which would have been triggered off, had the report not been filed under Regulation 10(7). (whether Regulation 3(1), 3(2), 4 or 5)	Regulation 3(2) Sundaram Finance Limited (SFL) (the Transferor) or Sundaram Finance Holdings Limited (SFHL) (the Transferee) are not persons acting in concert with other promoters of Sundaram-Clayton Ltd. This form has been filed by way of abundant caution.			
d.	Shareholding of acquirer/s and PACs individually in TC (in terms of no: & as a percentage of the total share capital of the TC)	Before the acquisition		After the acquisition	
		No. of Shares (*)	% w.r.t total share capital / voting rights of TC	No. of Shares	% w.r.t total share capital / voting rights of TC
	Name(s) of the acquirer(s) and PAC(**)	-	-	2273081	11.24%
6	Information specific to the exemption category to which the instant acquisition belongs - Regulation 10(1)(d)(iii)				
a.	Confirm that the scheme is approved by the order of a court or any other competent authority	Scheme approved by Hon'ble National Company Law Tribunal, Division Bench Chennai, vide Order No CP/210-214/CAA/2017 dated 12th January 2018 and the Certified copy of the Order was received by us on 18th January 2018 which is deemed to be the 'Effective Date'			
b.	Attached copy of the order mentioned above.	Yes (Certified copy of Order & Scheme enclosed)			
c.	Total consideration paid under the scheme.	Not Applicable (being Demerger)			
d.	Component of cash and cash equivalents in the total consideration paid under the scheme. Whether the same is less than twenty-five percent of the total consideration paid under the scheme? (Y/N)	Not Applicable (being Demerger)			
e.	After the implementation of the scheme, whether the persons who are directly or indirectly holding at least thirty-three per cent of the voting rights in the combined entity are the same as the persons who held the entire voting rights before the implementation of the scheme? (Y/N). Please furnish relevant details including the name of such persons as well as their stake in the combined entity.	Yes All shareholders of Sundaram Finance Limited (SFL) are allotted shares in Sundaram Finance Holdings Limited (SFHL) in the ratio of 1:1. Hence, Shareholders of SFL holds 73.53% and SFL itself holds to the tune of 26.47% shares in SFHL.			
f.	Whether the acquirers as well as sellers have complied with the provisions of Chapter V of the Takeover Regulations (corresponding provisions of the repealed Takeover Regulations 1997) (Y/N). If yes, specify applicable regulation/s as well as date on which the requisite disclosures were made along with the copies of the same.	Yes Complied with by both the Companies under Regulation 29(1) and 29(2) respectively.			

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	g. Declaration by the acquirer that all the conditions specified under regulation 10(1) (d)(iii) with respect to exemptions has been duly complied with.	Yes
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I/We hereby declare that the information provided in the instant report is true and nothing has been concealed therefrom.

Signature: 

Date: 16.2.2018

Place: Chennai

- (*) In case, percentage of shareholding to the total capital is different from percentage of voting rights, indicate percentage of shareholding and voting rights separately.
- (**) Shareholding of each entity shall be shown separately as well as collectively.