T V Sundram Iyengar & Sons Limited

Registered office
TVS Building
Post Box No 21
7-B West Veli Street
Madurai - 625 001

Phone 0452-2356400
Fax 0452-2341587
www.tvs.in

12th July 2013

BSE Limited
Phiroze Jeejeebhoy Towers
Dalal Street
Mumbai 400 001

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

Madras Stock Exchange Limited
Exchange Buildings
11 Second Line Beach
Chennai 600 001

Dear Sir,

RE: Declaration in terms of Regulation 13(4) and 13(4A) of SEBI (Prohibition of Insider Trading) Regulations, 1992

In terms of Regulation 13(4) and 13(4A) of SEBI (Prohibition of Insider Trading) Regulations, 1992 we send herewith a declaration in respect of the change in the shareholding, consequent upon reduction in the percentage of equity shareholdings of the promoters group upon allotment of 12,64,501 shares to Qualified Institutional Buyers under Institutional Placement Programme in terms of SEBI (ICDR) Regulations, 2009 by Sundaram-Clayton Limited on a preferential basis and sale of 4 shares through OFS by one of the promoters.

Kindly acknowledge receipt.

Thanking you

FOR T. V. SUNDRAM IYENGAR & SONS LIMITED

B. GANAPATHI SARMA
PRESIDENT & SECRETARY

Encl : Form D

Copy to:

The compliance officer
M/s Sundaram-Clayton Limited
"Jayalakshmi Estates"
No.29, Haddows Road,
Chennai 600 006

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FORM D

Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992

Regulation 13(4) and 13(4A) - Details of change in shareholding or voting rights held by Director or Officer or Promoter or Person who is part of Promoter Group of a Listed Company

PARTICULARS	DETAILS
Name, PAN & address of Promoter / ~~Person who is part of Promoter Group / Director / Officer~~	T V Sundram Iyengar & Sons Limited AABCT0159K 7-B, West Veli Street MADURAI 625 001
No. and % of shares/ voting rights held by the Promoter / Person who is part of Promoter Group / Director / Officer	38,07,330 Equity Shares (20.08%)
Date of receipt of allotment advice/ acquisition of / sale of shares/ voting rights	11th July 2013 *
Date of intimation to Company	12th July 2013
Mode of acquisition (market purchase/ public/rights/preferential offer etc.)/sale	Consequent upon reduction in the percentage of equity shareholdings of the promoters group upon allotment of 12,64,501 shares to Qualified Institutional Buyers (QIBs) under Institutional Placement Programme, in terms of SEBI (ICDR) Regulations, 2009 by the TC on a preferential basis and sale of 4 shares through OFS by one of the promoters for the purpose of increasing the 'minimum public shareholding' (MPS) to 25%, in terms of Rule 19(2)(b) and 19A of Securities Contracts (Regulations) Rules, 1957, as amended (the "SCRR") and Clause 40A of the Listing Agreement.
No & % of shares / voting rights post acquisition/ sale*	38,07,330 Equity Shares (18.82%)
Trading member through whom the trade was executed with SEBI and the Registration No. of the TM	Not Applicable
Exchange on which trade was executed	Not Applicable
Buy quantity	Not Applicable
Buy value	Not Applicable
Sell quantity	Not Applicable
Sell Value	Not Applicable

* Dilution in percentage of equity shareholding pursuant to allotment of shares by the Target Company on a preferential basis as explained above

FOR T. V. SUNDRAM IYENGAR & SONS LIMITED

B. GANAPATHI SARMA
PRESIDENT & SECRETARY

Place: Madurai
Date: 12.7.2013

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Format of Disclosures under Regulation 29(2) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011

Name of the Target Company (TC)	**M/s. Sundaram-Clayton Limited**		
Name of the acquirer and Persons Acting in Concert (PAC) with the acquirer	T V Sundram Iyengar & Sons Limited Sundaram Industries Limited Southern Roadways Limited		
Whether the acquirer belongs to Promoter / Promoter group	Yes		
Name(s) of the stock exchange(s) where the shares of the TC are listed	Madras Stock Exchange Limited, National Stock Exchange of India Limited Bombay Stock Exchange Limited		
Details of acquisition / disposal as follows	Number	% w.r.t total share / voting capital wherever applicable	% of total diluted share / voting capital of TC (*)
Before the acquisition under consideration, holding of :			
a) Shares carrying voting rights			
T V Sundram Iyengar & Sons Limited	38,07,330	20.08	N.A
Sundaram Industries Limited	60,62,522	31.96	N.A
Southern Roadways Limited	30,31,127	15.98	N.A
b) Voting rights (VR) otherwise than by equity shares	N.A	N.A	N.A
c) Warrants / convertible securities / any other instrument that entitles the acquirer to receive shares carrying voting rights in the TC (specify holding in each category)	N.A	N.A	N.A
d) Total (a+b+c)	1,29,00,979	68.02	-
Details of acquisition / sale			
a) Shares carrying voting rights acquired / sold	N.A	N.A	N.A
b) VRs acquired / sold otherwise than by shares			
c) Warrants / convertible securities / any other instrument that entitles the acquirer to receive shares carrying voting rights in the TC (specify holding in each category)			
d) Total (a+b+c)			
After the acquisition / sale, holding of :			
a) Shares carrying voting rights			
T V Sundram Iyengar & Sons Limited	38,07,330	18.82	N.A
Sundaram Industries Limited	60,62,522	29.96	N.A
Southern Roadways Limited	30,31,127	14.98	N.A
b) VRs otherwise than by equity shares			
c) Warrants / convertible securities / any other instrument that entitles the acquirer to receive shares carrying voting rights in the TC (specify holding in each category)	N.A	N.A	N.A
d) Total (a+b+c)	1,29,00,979	63.76	-

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Mode of acquisition/ sale (e.g. open market / off-market / public issue / rights issue / preferential allotment / inter-se transfer etc).	Consequent upon reduction in the percentage of equity shareholdings of the promoters group upon allotment of 12,64,501 shares to Qualified Institutional Buyers under Institutional Placement Programme in terms of SEBI (ICDR) Regulations, 2009 by the TC on preferential basis and sale of 4 shares through OFS by one of the promoters.
Date of ~~acquisition / sale of shares /~~ VR or date of receipt of intimation of allotment of shares, whichever is applicable	11.07.2013, being the date of allotment of equity shares made to QIBs on a preferential basis
Equity share capital / total coting capital of the TC before the sad acquisition / sale	Rs.9,48,37,920 divided into 1,89,67,584 equity shares of Rs.5/- each
Equity share capital / total voting capital of the TC after the said acquisition / sale	Rs.10,11,60,425 divided into 2,02,32,085 equity shares of Rs.5/- each
Total diluted share / voting capital of the TC after the said acquisition / sale	N.A

(*) Diluted share / voting capital means the total number of shares in the TC assuming full conversion of the outstanding convertible securities / warrants into equity shares of the TC.

N.A – Not Applicable

FOR T. V. SUNDRAM IYENGAR & SONS LIMITED

B. GANAPATHI SARMA
PRESIDENT & SECRETARY

Place: Madurai
Date: 12.7.2013