

Date: 12 January 2022

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

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

Dear Sir/ Madam,

Subject: Disclosure under Regulation 10(6) of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 (“Takeover Regulations”).

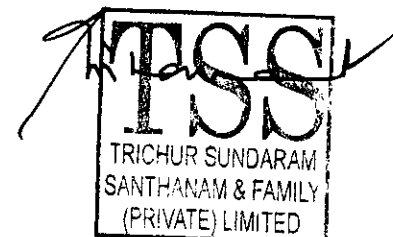
This is to inform you that the Hon’ble National Company Law Tribunal, Chennai bench, vide its order dated 06 December 2021, approved the composite scheme of amalgamation and arrangement (demerger) *inter alia* amongst T. V. Sundram Iyengar & Sons Private Limited (“TVSS”), Sundaram Industries Private Limited (“SIPL”), Southern Roadways Private Limited (“SRPL”) and Trichur Sundaram Santhanam & Family Private Limited (“TSSFPL”) (such scheme, “Composite Scheme”) in accordance with Sections 230 to 232 and other applicable provisions under the Companies Act, 2013 and rules made thereunder and other applicable laws. The Composite Scheme was made effective on 06 January 2022 (“Effective Date”).

As per the Composite Scheme, on the Effective Date (which is also the first appointed date (“First Appointed Date”)), *inter alia*, SIPL and SRPL have amalgamated with TVSS and have been dissolved without the process of winding up. SIPL and SRPL do not hold any shares in the Target Company. TVSS holds 27,29,148 equity shares in India Motor Parts and Accessories Limited (“Target Company”), amounting to 21.87% of the paid-up equity share capital of the Target Company.

As a subsequent step to the First Appointed Date, in terms of the Composite Scheme, after 18 business days from the First Appointed Date, i.e., on 04 February 2022 (“Second Appointed Date”), the Sundaram Motors and Madras Auto Service Dealership and Automotive Business Undertaking of TVSS (which includes strategic investment in the equity shares of the Target Company) shall be demerged from TVSS to TSSFPL. Therefore, after the Second Appointed Date, 21.87% shareholding of TVSS in the Target Company shall vest in/ be transferred to TSSFPL.

The Composite Scheme and the transactions thereunder are exempt under Regulation 10(1)(d)(iii) of the Takeover Regulations.

It is clarified that, as on the First Appointed Date, TSSFPL does not exercise any voting rights at the Target Company, directly or indirectly. The entitlement to exercise voting rights by TSSFPL in the Target Company will commence on and only from the Second Appointed Date, as set out in the Composite Scheme, such Second Appointed Date being 04 February 2022.



TRICHUR SUNDARAM SANTHANAM & FAMILY PRIVATE LIMITED


Regd. Office :67, Chamiers Road, R.A Puram, Chennai 600028 Tamil Nadu, India

In this regard, please find enclosed the requisite disclosure under Regulation 10(6) of the Takeover Regulations.

Kindly take the information on record.

Yours faithfully,

For and on behalf of **Trichur Sundaram Santhanam & Family Private Limited**


Name: P Viswanathan
Designation: Authorised Signatory



Date: 12 January 2022
Place: Chennai

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

1.	Name of the Target Company (TC)	India Motor Parts and Accessories Limited (“Target Company”/ “TC”)
2.	Name of the acquirer(s)	Trichur Sundaram Santhanam & Family Private Limited (“TSSFPL”)
3.	Name of the stock exchange where shares of the TC are listed	National Stock Exchange of India Limited. BSE Limited (Permitted to trade)
4.	Details of the transaction including rationale, if any, for the transfer/ acquisition of shares.	<p>Pursuant to the composite scheme of amalgamation and arrangement (demerger) <i>inter alia</i> amongst T V Sundram Iyengar & Sons Private Limited (“TVSS”), Sundaram Industries Private Limited (“SIPL”), Southern Roadways Private Limited (“SRPL”) and Trichur Sundaram Santhanam & Family Private Limited (“TSSFPL”) (“Composite Scheme”), on the Effective Date (which is also the first appointed date (“First Appointed Date”)) <i>inter alia</i> SIPL and SRPL have amalgamated with TVSS and have been dissolved without the process of winding up. SIPL and SRPL do not hold any shares in the Target Company. TVSS holds 27,29,148 equity shares in India Motor Parts and Accessories Limited (“Target Company”), amounting to 21.87% of the paid-up equity share capital of the Target Company.</p> <p>As a subsequent step to the First Appointed Date, in terms of the Composite Scheme, after 18 business days from the First Appointed Date, i.e., on 04 February 2022 (“Second Appointed Date”), the Sundaram Motors and Madras Auto Service Dealership and Automotive Business Undertaking of TVSS (which includes strategic investment in the equity shares of the Target Company) shall be demerged from TVSS to TSSFPL. Therefore, after the Second Appointed Date, 21.87% shareholding of TVSS in the Target Company shall vest in/ be transferred to TSSFPL.</p> <p>The Composite Scheme and the transactions thereunder are exempt under Regulation 10(1)(d)(iii) of the Takeover Regulations.</p> <p>It is clarified that, as on the First Appointed Date, TSSFPL does not exercise any voting rights at the Target Company, directly or indirectly. The entitlement to exercise voting rights by TSSFPL in the Target Company will commence on and only from the Second Appointed Date, as set out in the Composite Scheme, such Second Appointed Date being 04 February 2022.</p> <p>The Composite Scheme does not directly involve the</p>

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		Target Company. The Composite Scheme was approved by the Hon'ble National Company Law Tribunal, Chennai bench, vide its order dated 06 December 2021 and the Composite Scheme was made effective on 06 January 2022 ("Effective Date"). The Composite Scheme is part of the family arrangement.				
5.	Relevant regulation under which the acquirer is exempted from making open offer.	Regulation 10(1)(d)(iii) of the Takeover Regulations.				
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	Not applicable		Not applicable	
	b.	Date of acquisition	Not applicable		Not applicable	
	c.	Number of shares/ voting rights in respect of the acquisitions from each person mentioned in 7(a) above	Not applicable		Not applicable	
	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 ⁽¹⁾		Post-Transaction ⁽¹⁾		
		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)	TSSFPL ⁽²⁾⁽³⁾⁽⁴⁾⁽⁵⁾⁽⁶⁾	Nil	Nil	27,29,148	21.87%
	b	Each Seller/ Transferor				
(i)	TVSS ⁽²⁾⁽³⁾⁽⁴⁾⁽⁵⁾⁽⁶⁾	27,29,148	21.87%	Nil	Nil	

Notes:

- For further details, please refer to **Annexure A**.
- Pursuant to the composite scheme of amalgamation and arrangement (demerger) inter alia amongst T V Sundram Iyengar & Sons Private Limited ("TVSS"), Sundaram Industries Private Limited ("SIPL"), Southern Roadways Private Limited ("SRPL") and the Acquirer ("Composite Scheme"), on the Effective Date (which is also the first appointed date "First Appointed Date") inter alia SIPL and SRPL have amalgamated with TVSS and have been dissolved without the process of winding up. SIPL and SRPL do not hold any shares in the Target Company. TVSS holds 27,29,148 equity shares in India

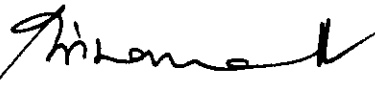
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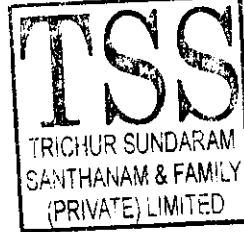
Motor Parts and Accessories Limited ("**Target Company**"), amounting to 21.87% of the paid-up equity share capital of the Target Company.

3. As a subsequent step to the First Appointed Date, in terms of the Composite Scheme, after 18 business days from the First Appointed Date, i.e., on 04 February 2022 ("**Second Appointed Date**"), the Sundaram Motors and Madras Auto Service Dealership and Automotive Business Undertaking of TVSS (which includes strategic investment in the equity shares of the Target Company) shall be demerged from TVSS to TSSFPL. Therefore, after the Second Appointed Date, 21.87% shareholding of TVSS in the Target Company shall vest in/ be transferred to TSSFPL.
4. The Composite Scheme and the transactions thereunder are exempt under Regulation 10(1)(d)(iii) of the Takeover Regulations.
5. It is clarified that, as on the First Appointed Date, TSSFPL does not exercise any voting rights at the Target Company, directly or indirectly. The entitlement to exercise voting rights by TSSFPL in the Target Company will commence on and only from the Second Appointed Date, as set out in the Composite Scheme, such Second Appointed Date being 04 February 2022.
6. The Composite Scheme does not directly involve the Target Company. The Composite Scheme was approved by the Hon'ble National Company Law Tribunal, Chennai bench, vide its order dated 06 December 2021 and the Composite Scheme was made effective on 06 January 2022 ("**Effective Date**"). The Composite Scheme is part of the family arrangement.

For and on behalf of **Trichur Sundaram Santhanam & Family Private Limited**



Name: P Viswanathan
Designation: Authorised Signatory



Date: 12 January 2022
Place: Chennai

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Annexure A

Shareholding details		Prior to Effective Date		On Second Appointed Date	
		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)	Transferee:				
	TSSFPL (1X2X3X4X5)	Nil	Nil	27,29,148	21.87%
	Sub Total (A)	Nil	Nil	27,29,148	21.87%
(B)	Transferors:				
	TVSS (1X2X3X4X5)	27,29,148	21.87%	Nil	Nil
	Sub Total (B)	27,29,148	21.87%	Nil	Nil
(C)	Members of Promoter and Promoter group of the TC other than A and B above:				
	Srikanth Ramanujam	1,53,837	1.23%	1,53,837	1.23%
	Arjun Rangarajan	73,311	0.59%	73,311	0.59%
	Nivedita Ram	69,771	0.56%	69,771	0.56%
	Gita Ram	69,144	0.55%	69,144	0.55%
	S. Viji	68,346	0.55%	68,346	0.55%
	Sriram Viji	70,797	0.57%	70,797	0.57%
	Harsha Viji	70,797	0.57%	70,797	0.57%
	Srivats Ram	43,716	0.35%	43,716	0.35%
	Chitra Viji	51,756	0.41%	51,756	0.41%
	S. Ram	29,850	0.24%	29,850	0.24%
	Prema Ramnujam	28,626	0.23%	28,626	0.23%
	Daya Ambirajan	17,619	0.14%	17,619	0.14%
	Vijaya Rangarajan	1,41,007	1.13%	1,41,007	1.13%
	Sumanth Ramanujam	6,756	0.05%	6,756	0.05%
	Rupa Srikanth	5,400	0.04%	5,400	0.04%
	Aditya S Ramanujam	6,318	0.05%	6,318	0.05%
	Aruna Sankaranarayanan	3,738	0.03%	3,738	0.03%
	R. Ramanujam	3,516	0.03%	3,516	0.03%
	S. Viji (HUF)	2,640	0.02%	2,640	0.02%
	Deepa Ramaprasad	1,800	0.01%	1,800	0.01%
	Tulsi S. Ramanujam (minor)	1,200	0.01%	1,200	0.01%
	Sanjana Tara Ramanujam	1,200	0.01%	1,200	0.01%
	Srivats Ram (HUF)	732	0.01%	732	0.01%
	Tarika Ram (minor)	4,588	0.04%	4,588	0.04%
	Ranjan Ambirajan (minor)	4,587	0.04%	4,587	0.04%
	Silver Oak Holdings Private Limited	84,000	0.67%	84,000	0.67%
	Raghuvamsa Holdings Private Limited	48,000	0.38%	48,000	0.38%
	Allegro Holdings Private Limited	12,000	0.10%	12,000	0.10%
	Padmalakshmi Holdings Private Limited	9,000	0.07%	9,000	0.07%
	Maham Holdings Limited	6,000	0.05%	6,000	0.05%
	Revathi Holdings Private Limited	6,000	0.05%	6,000	0.05%
	Rohini Holdings Private Limited	6,000	0.05%	6,000	0.05%

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Ananth Ramanujam	1,968	0.02%	1,968	0.02%
Sub Total (C)	11,04,020	8.85	11,04,020	8.85
Total (A + B + C)	38,33,168	30.72	38,33,168	30.72

Notes:

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