



Sundram Fasteners Limited

REGISTERED & CORPORATE OFFICE
98-A, VII FLOOR
DR. RADHAKRISHNAN SALAI,
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CIN : L35999TN1962PLC004943
WEBSITE : www.sundram.com

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July 7, 2022

National Stock Exchange of India Limited

Symbol - SUNDRMFAST
Exchange Plaza, 5th Floor,
Plot No. C/1, G Block, Bandra-Kurla Complex
Bandra (East), Mumbai - 400 051

By NEAPS

BSE Limited

Scrip Code - 500403
Phiroze Jeejeebhoy Towers
Dalal Street,
Mumbai - 400 001

By Listing Centre

Dear Sir / Madam,

Sub: Receipt of request for re-classification from 'Promoter' category to 'Public' category received from T V Sundram Iyengar & Sons Private Limited

Ref: Regulation 31A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Pursuant to Regulation 31A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (SEBI Listing Regulations), we wish to inform you that the Company has received a request on July 6, 2022 from T V Sundram Iyengar & Sons Private Limited vide its letter dated July 6, 2022 (copy attached), seeking re-classification from the category of 'Promoter' to 'Public'.

We further wish to inform you that the above-mentioned request will be placed before the forthcoming meeting of the Board of Directors of the Company for their approval and subsequently will be placed before the shareholders and the stock exchanges for their approval within the timelines prescribed under the SEBI Listing Regulations.

Please take the above information on record.

Thanking you,

Yours truly,
For SUNDRAM FASTENERS LIMITED

G Anand Babu
Manager – Finance & Company Secretary



T V Sundram Iyengar & Sons Private Limited

58, Eldams Road
Teynampet
Chennai - 600 018
Phone : 044-6685 7777
Fax : 044-6685 7750
www.tv.s.in

6.7.2022

The Board of Directors

Sundram Fasteners Limited
No.98A, VII Floor, Dr. Radhakrishnan Salai,
Mylapore, Chennai-600004

Dear Sirs,

Sub: Reclassification of T V Sundram Iyengar & Sons Private Limited from Promoter & Promoter Group Shareholding of the Company

Ref: Regulation 31A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

With reference to the above-mentioned subject, we wish to inform you that at present, T. V. Sundram Iyengar & Sons Private Limited and Southern Roadways Private Limited, have been classified as Promoter and Promoter Group of Sundram Fasteners Limited ("**Company**") and been reported under "Promoter & Promoter Group Category" in the Shareholding Pattern submitted to the Stock Exchanges until the quarter ended March 31, 2022.

The Hon'ble National Company Law Tribunal, Chennai bench, vide its order dated December 6, 2021, had sanctioned 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 TVS Sundram Fasteners Private Limited ("**TPL**") ("**Composite Scheme**") in accordance with Sections 230 to 232 and other applicable provisions of the Companies Act, 2013 read with the rules made thereunder and other applicable laws. The effective date of the Composite Scheme is January 6, 2022 ("**Effective Date**").

As a consequence of the Composite Scheme, with effect from the Effective Date (which is also the first appointed date ("**First Appointed Date**") under the Composite Scheme), SIPL and SRPL have been amalgamated with TVSS and have since been dissolved without the process of winding up. As a result of this, the entire shareholding of SRPL in the Company consisting of 5,07,73,280 equity shares (representing 24.16% of the paid up equity share capital of the Company) has been transferred to and vested in TVSS with effect from the Effective Date. This had resulted in the increase of the direct shareholding of TVSS in the Company from 5,33,12,000 equity shares (representing 25.37% of its paid up equity share capital) to 10,40,85,280 equity shares (representing 49.53% of its paid up equity share capital).

As a subsequent step to the above, in terms of the Composite Scheme, with effect from February 4, 2022 (which is also the second appointed date "**Second Appointed Date**" under the Composite Scheme), the fasteners business undertaking of TVSS (which *inter alia* includes equity shares held by TVSS in the Company as on Second Appointed Date) has been demerged from TVSS and transferred to and vested in TPL. As a consequence to the above, the entire shareholding of TVSS in the Company representing 49.53% of the paid-up equity share capital of the Company has been transferred to and vested in TPL with effect from the Second Appointed Date. Hence, with effect from the second appointed date, i.e. February 4, 2022, **TPL has become the Promoter of SFL.**

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

CIN # U34101TN1929PTC002973





As at the close of the business hours on Second Appointed Date, TVSS has ceased to be in the management of the day to day affairs of the Company. TVSS does not have the right to appoint any director in the Company or an ability/right to control the management or policy decisions of the Company in any manner whatsoever. Further in accordance with Regulation 31A(3)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we hereby declared and confirm as under:

- (a) TVSS alongwith Persons Acting in Concert, if any, do not hold any shares or voting rights in the Company.
- (b) TVSS does not exercise control over the affairs of the Company whether directly or indirectly.
- (c) TVSS does not have any special rights with respect to the Company through formal or informal arrangements including through any shareholder agreements.
- (d) No nominee or representative of TVSS is acting as a key managerial personnel in the Company
- (e) TVSS is not a wilful defaulter as per the Reserve Bank of India Guidelines.
- (f) TVSS is not a fugitive economic offender.

In view of the foregoing, we request you to place this letter before your Board and the Shareholders of the Company for their approval to the reclassification/removal of TVSS and SRPL from the category of 'Promoter and Promoter Group' of the Company and also arrange to submit an application with the BSE Limited and National Stock Exchange of India Limited, where the shares of the Company are listed under Regulation 31A(2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, seeking their approval for reclassification/removal of TVSS and SRPL as the Promoters of the Company..

Thanking You,

Yours truly,

For T V SUNDRAM IYENGAR & SONS PRIVATE LIMITED


Authorised Signatory