



# Sundaram-Clayton Limited

Registered Office:  
"Chaitanya",  
No. 12, Khader Nawaz Khan Road,  
Nungambakkam,  
Chennai – 600006  
PH: 044 28332115

January 6, 2022

BSE Limited,  
Phiroze Jeejeebhoy Towers,  
Dalal Street,  
Mumbai 400 001.  
**Scrip code: 520056**

National Stock Exchange of India Ltd.,  
Exchange Plaza, 5<sup>th</sup> Floor,  
Bandra-Kurla Complex,  
Bandra (E), Mumbai 400 051.  
**Scrip code: SUNCLAYLTD**

Dear Sir/ Madam,

**Subject: Compliance under Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.**

We refer to our earlier disclosures dated December 10, 2020, January 27, 2021 and January 30, 2021 regarding the memorandum of family arrangement dated December 10, 2020 ("MFA") executed between various members of the TVS family and the family arrangement. We further refer to our disclosure dated February 11, 2021 regarding filing of composite scheme of amalgamation and arrangement involving, inter alia, T.V. Sundram Iyengar & Sons Private Limited, Sundaram Industries Private Limited, Southern Roadways Private Limited and TVS Holdings Private Limited ("Scheme") with the Honorable National Company Law Tribunal, Chennai Bench ("NCLT"), and disclosure dated December 10, 2021 regarding the receipt of the order approving the Scheme from the Honorable NCLT.

Please find enclosed a letter dated January 6, 2022 received from Mr Venu Srinivasan with a further update on the matter.

Please note that Sundaram – Clayton Limited is not a party to the MFA nor is it directly involved in the family arrangement or the composite scheme.

This may kindly be treated as an update on material developments concerning the earlier disclosure under Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Kindly acknowledge receipt.

Sincerely  
For SUNDARAM-CLAYTON LIMITED

R Raja Prakash  
Company Secretary

Venu Trinivasan

West Side House  
3, Adyar Club Gate Road  
Chennai 600 028

January 6, 2022

To  
The Company Secretary  
Sundaram-Clayton Limited,  
"Chaitanya" No. 12,  
Khader Nawaz Khan Road,  
Nungambakkam,  
Chennai 600 006,  
Tamil Nadu, India

Dear Sir,

I refer to my earlier letters dated December 10, 2020, January 27, 2021 and January 30, 2021 regarding the memorandum of family arrangement dated December 10, 2020 executed between various members of the TVS family and the family arrangement. I also refer to my earlier letter dated February 11, 2021 regarding filing of composite scheme of amalgamation and arrangement involving, inter alia, T.V. Sundram Iyengar & Sons Private Limited ("TVSS"), Sundaram Industries Private Limited ("SIPL"), Southern Roadways Private Limited ("SRPL") and TVS Holdings Private Limited ("**Scheme**") with the Honorable National Company Law Tribunal, Chennai Bench ("NCLT"), and letter dated December 10, 2021 regarding the receipt of the order approving the Scheme from the Honorable NCLT.

As a further update, I wish to inform you that the Scheme was made effective on January 6, 2022 ("**Effective Date**"). As per the 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. As a result of this, the shareholding of SIPL and SRPL in Sundaram-Clayton Limited ("**Company**") aggregating 90,93,649 equity shares (representing 44.94% of its paid up equity share capital) consisting of (i) 60,62,522 equity shares (representing 29.96% of its paid up equity share capital) held by SIPL and (ii) 30,31,127 equity shares (representing 14.98% of its paid up equity share capital) held by SRPL, has been vested in/ transferred to TVSS.

*Venu Srinivasan*

*West Side House  
3, Adyar Club Gate Road  
Chennai 600 028*

As a subsequent step to the above, in terms of the Scheme, after 18 business days from the First Appointed Date, i.e., on February 4, 2022 (“**Second Appointed Date**”), the two-wheeler auto parts and die casting business undertaking of TVSS (which includes equity shares of the Company) shall be demerged from TVSS to TVS Holdings Private Limited. Therefore, after the Second Appointed Date, 64.72% shareholding of TVSS in the Company shall vest in/ be transferred to TVS Holdings Private Limited.

This information is being provided to your good office for wider dissemination to stakeholders in the Company. We shall provide further periodic updates from time to time.

Sincerely

VENU  
SRINIVASAN

Digitally signed by  
VENU SRINIVASAN  
Date: 2022.01.06  
18:52:32 +05'30'

Venu Srinivasan

***Copy to:***

T V Sundram Iyengar & Sons Private Limited,  
'TVS Building',  
7-B, West Veli Street,  
Madurai - 625 001, India.

Sundaram Industries Private Limited,  
'TVS Building',  
7-B, West Veli Street,  
Madurai - 625 001, India.

Southern Roadways Private Limited,  
Lakshmi Building  
Usilampatti Road, Kochadai,  
Madurai - 625 016, India.