

VS Trust

**"Chaitanya", No. 12, Khader Nawaz Khan Road, Nungambakkam,
Chennai – 600 006, Tel. No. 2833 2115**

Date: 22nd June 2023

BSE Limited
Phiroze Jeejeebhoy Towers
Dalal Street, Fort
Mumbai 400 001
E-mail: corp.relations@bseindia.com

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

Dear Sir/Madam,

Sub: Disclosure under regulation 10(6) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 ("Takeover Regulations").

A Composite Scheme of Arrangement amongst Sundaram-Clayton Limited ("**SCL**"), TVS Holdings Private Limited ("**TVSHPL**"), VS Investments Private Limited and Sundaram-Clayton DCD Limited and their respective shareholders and creditors has been approved by the Hon'ble National Company Law Tribunal, Chennai Bench vide its order dated 6th March 2023 ("**Scheme**").

Pursuant to the Scheme, the following members of the promoter and promoter group of SCL have been allotted **130,92,546 equity shares** of SCL representing 64.72% of the equity share capital of SCL:

- (1) VS Trust, Mr. Venu Srinivasan as a Trustee, Promoter;
- (2) Mr. Venu Srinivasan, Promoter;
- (3) Mrs. Mallika Srinivasan, Promoter Group;
- (4) Dr. Lakshmi Venu, Promoter Group; and
- (5) Srinivasan Trust (VS Trustee Private Limited as a Trustee), Promoter Group.

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

Request you to kindly take the same in your records.

Thanking you

Yours faithfully

For VS Trust

Venu Srinivasan
Trustee
Encl: As above

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

Sr No.	Particulars	Details
1	Name of the Target Company (TC)	Sundaram-Clayton Limited (“SCL”)
2	Name of the acquirer(s)	VS Trust, Mr. Venu Srinivasan as a Trustee, Promoter Mr. Venu Srinivasan, Promoter Mrs. Mallika Srinivasan, Promoter Group Dr. Lakshmi Venu, Promoter Group Srinivasan Trust (VS Trustee Private Limited as a Trustee), Promoter Group.
3	Name of the stock exchange where shares of the TC are listed	1. BSE Limited 2. National Stock Exchange of India Limited
4	Details of the transaction including rationale, if any, for the transfer/ acquisition of shares.	<p>A composite scheme of arrangement amongst Sundaram-Clayton Limited (“SCL”), TVS Holdings Private Limited (“TVSHPL”), VS Investments Private Limited and Sundaram-Clayton DCD Limited and their respective shareholders and creditors has been approved by the Hon’ble National Company Law Tribunal, Chennai Bench vide its order dated 6th March 2023 (“Scheme”).</p> <p>Pursuant to the Scheme, the following members of the promoter and promoter group of SCL have been allotted 130,92,546 equity shares of SCL representing 64.72% of the equity share capital of SCL:</p> <ol style="list-style-type: none"> (1) VS Trust, Mr Venu Srinivasan as a Trustee, Promoter; (2) Mr Venu Srinivasan, Promoter; (3) Mrs Mallika Srinivasan, Promoter Group; (4) Dr. Lakshmi Venu, Promoter Group; and (5) Srinivasan Trust (VS Trustee Private Limited as a Trustee), Promoter Group.
5	Relevant regulation under which the acquirer is exempted from making open offer.	Regulation 10(1)(d)(ii) 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

Sr No.	Particulars	Details			
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	
	b	Date of acquisition		Not Applicable	
	c	Number of shares/ voting rights in respect of the acquisitions from each person mentioned in 7(a) above		Not Applicable	
	d	Total shares proposed to be acquired / actually acquired as a % of diluted share capital of TC		Not Applicable	
	e	Price at which shares are proposed to be acquired / actually acquired		Not Applicable	
8	Shareholding details	Pre-Transaction		Post-Transaction	
		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(*)				
	VS Trust (Mr. Venu Srinivasan, Trustee)	-	-	103,23,103 ⁽¹⁾	51.02% ⁽¹⁾
	Mr. Venu Srinivasan	-	-	23,82,847 ⁽¹⁾	11.78% ⁽¹⁾
	Mrs. Mallika Srinivasan	1,233	0.01%	57,743 ⁽¹⁾	0.29% ⁽¹⁾
	Dr. Lakshmi Venu	-	-	1,65,043 ⁽¹⁾	0.82% ⁽¹⁾
	Srinivasan Trust (VS Trustee Private Limited, Trustee)	4,55,222	2.25%	6,20,265 ⁽¹⁾	3.07% ⁽¹⁾
	TVS Holdings Private Limited	1,30,94,460	64.72%	_(1)	_(1)
	Mr. Sudarshan Venu	-	-	-	-
	VS Trustee Private Limited	-	-	-	-
	VS PTC Trust (Mr. Venu Srinivasan, Trustee)	-	-	-	-
	VEE ESS Trading Private Limited	-	-	-	-
	Srinivasan Venu Trust (Mr. Venu Srinivasan, Trustee)	-	-	-	-
	Venu Srinivasan Trustee Private Limited	-	-	-	-
	Srinivasan Trust (VS Trustee Private Limited, Trustee)	-	-	-	-
	S. Venu Trustee Private Limited	-	-	-	-
	Srinivasan Trading Private Limited	-	-	-	-
	VS Investments Private Limited	-	-	-	-
	T V Sundram Iyengar & Sons Private Ltd	-	-	-	-
	Sundaram Finance Holdings Limited	15,14,378	7.49%	15,14,378	7.49%
	Total holdings of Promoter & Promoter group	1,50,65,293	74.46%	1,50,63,379	74.46%
	b. Each Seller / Transferor	Not Applicable			

Note:

- (1) Pursuant to a Composite Scheme of Arrangement amongst Sundaram-Clayton Limited (“SCL”), TVS Holdings Private Limited (“TVSHPL”), VS Investments Private Limited and Sundaram-Clayton DCD Limited and their respective shareholders and creditors which has been sanctioned by the Hon’ble National Company Law Tribunal, Chennai Bench vide its order dated 6th March 2023 (“Scheme”), VS Trust (Mr. Venu Srinivasan as a Trustee), Mr. Venu Srinivasan, Mrs. Mallika Srinivasan, Dr. Lakshmi Venu and Srinivasan Trust (VS Trustee Private Limited as a Trustee), members of the Promoter and Promoter Group of SCL have been allotted **130,92,546 equity shares** of SCL representing 64.72 % of the equity share capital of SCL.

Notes:

- *(*) Shareholding of each entity shall be shown separately and then collectively in a group.*
- *The above disclosure shall be signed by the acquirer mentioning date & place. In case, there is more than one acquirer, the report shall be signed either by all the persons or by a person duly authorized to do so on behalf of all the acquirers.*

Thanking you

Yours faithfully

For VS Trust

**Venu Srinivasan
Trustee**

Place : Chennai

Date : 22nd June 2023