



Sundaram-Clayton Limited

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

24th March 2021

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

National Stock Exchange of India Limited,
Exchange plaza, 5th Floor,
Bandra-Kurla Complex,
Bandra (E), Mumbai 400 051.
Scrip Code: SUNCLAYLTD

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

Dear sir,

We refer to our earlier disclosures dated December 10, 2020, January 27, 2021, January 30, 2021 and February 11, 2021, regarding a memorandum of family arrangement dated December 10, 2020 ("**MFA**") executed between various members of the TVS family.

The members of the TVS family have, on January 29, 2021, entered into an agreement to record their understanding in respect of the use, adoption, registration of "TVS" and/or "Sundaram" and/or "Sundram" (collectively, the "**Word Marks**") trademarks and several other trademarks which contain additional element other than the Word Mark (including as either a prefix or suffix) ("**Composite Marks**"), on the terms and conditions as detailed in the agreement ("**Brand Agreement**").

The board of directors of Sundaram-Clayton Limited (the "**Company**") has on its meeting dated 24th March 2021, decided to execute the deed of adherence to the Brand Agreement.

This information is being provided to your good office in accordance with the Company's obligations under Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Incremental information as per the requirement of the regulations is provided below:

S.No.	Item of information	Details
1.	Name(s) of parties with whom the agreement is entered	<p>The Brand Agreement dated January 29, 2021 ("Brand Agreement") has been executed amongst various members of the TVS family.</p> <p>Please note that the Company was not a party to the Brand Agreement; however, it is acceding to the Brand Agreement by execution of the deed of adherence.</p> <p>Entities controlled by various members of the TVS family may have executed, or will execute, similar deeds of adherence to become parties of the Brand Agreement.</p>



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2.	Purpose of entering into the agreement	<p>The word marks "TVS" and/or "Sundaram" and/or "Sundram" (collectively "Word Marks") have been used by the Family Groups in relation to certain businesses owned, operated or controlled by each Family Group.</p> <p>Pursuant to the Memorandum of Family Arrangement dated December 10, 2020, and further to the meeting held on January 27, 2021 of the senior nominated members of the TVS family, and in order to preserve harmony and peace amongst the various Family Groups, the members of the TVS family entered into the Brand Agreement, to record their understanding in respect of the use, adoption, registration of the Word Marks and/ or marks incorporating any of the Word Marks ("Composite Marks") by the members of the TVS family, on the terms and conditions as detailed in the Brand Agreement.</p> <p>Accordingly, in light of the Company's ownership/use and continued use/ownership of the Word Marks and the Composite Marks in relation to its businesses, the board of directors of the Company has on its meeting dated 24th March 2021 decided to execute a deed of adherence to the Brand Agreement ("DoA").</p>
3.	Size of Arrangement	Not applicable.
4.	Shareholding, if any, in the entity with whom the agreement is executed	The Brand Agreement has been executed amongst various members of the TVS family and various entities as specified in Paragraph 1 above. The Company may be holding shares in some of these other companies, and the Company's various subsidiaries will also execute similar deeds of adherence in due course.
5.	Significant terms of the agreement (in brief) special rights like right to appoint directors, first right to share subscription in case of issuance of shares, right to	<p>Refer Para 2 above for brief terms.</p> <p>No special rights like appointment of directors, first right to share subscription in case of issuance of shares, right to restrict any change</p>



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	restrict any change in capital structure etc.	in capital structure etc.
6.	Whether the said parties are related to promoter/ promoter group/ group companies in any manner. If yes, nature of relationship	The Brand Agreement has been executed amongst various members of the TVS family and various entities as specified in Paragraph 1 above. Please see paragraph 7 for a detailed description around related party transactions.
7.	Whether the transaction would fall within related party transactions? If yes, whether the same is done at "arms length"	<p>Yes. Please also refer to Paragraph 1 and 4. Therefore, considering that the execution of the DoA by the Company will be a contractual relation between the Company, on the one hand, and, <i>inter alia</i>, certain directors of the Company, on the other hand, such execution of the DoA will be a transaction with a 'Related Party'.</p> <p>The execution of the DoA is on arm's length basis, and the Company is not required to pay any monetary consideration for the same.</p>
8.	In case of issuance of shares to the parties, details of issue price, class of shares issued.	Not applicable.
9.	In case of loan agreements, details of lender, nature of the loan, total amount of loan granted, total amount outstanding, date of execution of the loan agreement/sanction letter, details of the security provided to the lenders for such loan.	Not applicable.
10.	Any other disclosures related to such agreements, viz., details of nominee on the board of directors of the listed entity, potential conflict of interest arising out of such agreements, etc.	Not applicable



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11.	In case of termination or amendment of agreement, listed entity shall disclose additional details to the stock exchange(s): a) name of parties to the agreement; b) nature of the agreement; c) date of execution of the agreement; d) details of amendment and impact thereof or reasons of termination and impact thereof.	Not applicable.

Kindly acknowledge receipt of this letter.

Thanking you,

Yours faithfully,
For **Sundaram-Clayton Limited**


R Raja Prakash
Company Secretary