

VS Trust

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

Date: 20th 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

Sundaram-Clayton Limited

Chaitanya, No.12, Khader Nawaz Road,
Nungambakkam, Chennai, Tamil Nadu, 600034

E-mail: corpsec@sundaramclayton.com

Dear Sir(s) / Madam,

Subject: Disclosure under Regulation 29(1) of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations 2011, as amended ("Takeover Regulations").

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"), 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.

Accordingly, please see enclosed the disclosure under Regulation 29(1) of the Takeover Regulations.

Kindly take the above on record.

Thanking you

Yours faithfully

For VS Trust

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SRINIVASAN

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Date: 2023.06.20
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Venu Srinivasan

Trustee

Encl: As above

Disclosure under Regulation 29(1) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 ("Takeover Regulations")

Part A- Details of acquisition

Name of the Target Company (TC)	Sundaram-Clayton Limited ("SCL")		
Name(s) of the acquirer and Persons Acting in Concert (PAC) with the acquirer	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.		
Whether the acquirer belongs to Promoter/ Promoter group	Yes		
Name(s) of the Stock Exchange(s) where the shares of TC are Listed	BSE Limited National Stock Exchange of India Limited		
Details of the acquisition/ disposal as follows	Number	% w.r.t. total share/ voting capital wherever applicable (*)	% w.r.t. total diluted share/ voting capital of the TC (**)
Before the acquisition under consideration, holding:			
a) Shares carrying voting rights			
1. VS Trust (Mr. Venu Srinivasan, Trustee)	-	-	-
2. Mr. Venu Srinivasan	-	-	-
3. Mrs. Mallika Srinivasan	1,233	0.01%	0.01%
4. Dr. Lakshmi Venu	-	-	-
5. Srinivasan Trust (VS Trustee Private Limited, Trustee)	4,55,222	2.25%	2.25%
b) Shares in the nature of encumbrance (pledge/ lien/ non-disposal undertaking/ others)	-	-	-
c) Voting rights (VR) otherwise than by shares	-	-	-
d) Warrants/ convertible securities / any other instrument that entitles the acquirer to receive shares carrying voting rights in the TC (specify holding in each category)	-	-	-
e) Total (a+b+c+d)	4,56,455	2.26%	2.26%

Details of acquisition/sale			
a) Shares carrying voting rights acquired/ sold			
1. VS Trust (Mr. Venu Srinivasan, Trustee)	103,23,103 ⁽¹⁾	51.02% ⁽¹⁾	51.02% ⁽¹⁾
2. Mr. Venu Srinivasan	23,82,847 ⁽¹⁾	11.78% ⁽¹⁾	11.78% ⁽¹⁾
3. Mrs. Mallika Srinivasan	56,510 ⁽¹⁾	0.28% ⁽¹⁾	0.28% ⁽¹⁾
4. Dr. Lakshmi Venu	1,65,043 ⁽¹⁾	0.82% ⁽¹⁾	0.82% ⁽¹⁾
5. Srinivasan Trust (VS Trustee Private Limited, Trustee)	1,65,043 ⁽¹⁾	0.82% ⁽¹⁾	0.82% ⁽¹⁾
b) VRs acquired /sold otherwise than by shares	-	-	-
c) Warrants/ convertible securities/ any other instrument that entitles the acquirer to receive shares carrying voting rights in the TC (specify holding in each category) acquired/sold	-	-	-
d) Shares encumbered/ invoked / released by the acquirer	-	-	-
e) Total (a+b+c+d)	130,92,546 ⁽¹⁾	64.72 ⁽¹⁾	64.72 ⁽¹⁾
After the acquisition/sale, holding of:			
a) Shares carrying voting rights			
1. VS Trust (Mr. Venu Srinivasan, Trustee)	103,23,103 ⁽¹⁾	51.02 ⁽¹⁾	51.02 ⁽¹⁾
2. Mr. Venu Srinivasan	23,82,847 ⁽¹⁾	11.78 ⁽¹⁾	11.78 ⁽¹⁾
3. Mrs. Mallika Srinivasan	57,743 ⁽¹⁾	0.29 ⁽¹⁾	0.29 ⁽¹⁾
4. Dr. Lakshmi Venu	1,65,043 ⁽¹⁾	0.82 ⁽¹⁾	0.82 ⁽¹⁾
5. Srinivasan Trust (VS Trustee Private Limited, Trustee)	6,20,265 ⁽¹⁾	3.07 ⁽¹⁾	3.07 ⁽¹⁾
b) Shares encumbered with the acquirer	-	-	-
c) VRs otherwise than by shares	-	-	-
d) Warrants/ convertible securities / any other instrument that entitles the acquirer to receive shares carrying voting rights in the TC (specify holding in each category) after acquisition	-	-	-
e) Total (a+b+c+d)	135,49,001 ⁽¹⁾	66.98 ⁽¹⁾	66.98 ⁽¹⁾
Mode of acquisition/ sale (e.g. open market/ public issue/ rights issue/ preferential allotment / inter-se transfer/ encumbrance etc.)	Please refer to the Note 1 below.		

Salient features of the securities acquired including till redemption, ratio at which it can be converted into equity shares etc.	Not applicable
Date of acquisition / sale of shares/ VR or date of receipt of intimation of allotment of shares, whichever is applicable	16 th June 2023
Equity share capital /total voting capital of the TC before the said acquisition/ sale	71,37,625 equity shares of Rs.5 each
Equity share capital/total voting capital of the TC after the said acquisition/ sale	2,02,32,085 equity shares of Rs.5 each
Total diluted share/voting capital of the TC after the said acquisition.	2,02,32,085 equity shares of Rs.5 each

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, 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.

For VS Trust

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Venu Srinivasan

Trustee

Place : Chennai

Date : 20th June 2023