

Registered Office :  
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No. 12, Khader Nawaz Khan Road,  
Nungambakkam,  
Chennai – 600006  
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# **TVS Holdings Private Limited**

(Formerly known as TVS Investments and Holdings Private Limited  
and Cheema Investments and Holdings Pvt Ltd)

Date: 20<sup>th</sup> June 2023

## **BSE Limited**

Phiroze Jeejeebhoy Towers  
Dalal Street, Fort  
Mumbai 400 001  
E-mail: [corp.relations@bseindia.com](mailto: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](mailto:takeover@nse.co.in)

## **Sundaram Clayton Limited**

Chaitanya, No. 12, Khader Nawaz Khan Road  
Nungambakkam, Chennai, Tamil Nadu, 600034  
E-mail: [corpsec@sundaramclayton.com](mailto:corpsec@sundaramclayton.com)

Dear Sir/ Madam,

**Subject: Disclosure under Regulation 31 of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 ("Takeover Regulations") by TVS Holdings Private Limited ("Company"/ "TVSHPL").**

This is with reference to our disclosures dated 8<sup>th</sup> February 2022, 16<sup>th</sup> February 2022, 28<sup>th</sup> February 2022 and 10<sup>th</sup> March 2022 regarding creation of encumbrance and pledge over the equity shares of Sundaram-Clayton Limited ("SCL").

Please note that a Composite Scheme of Arrangement amongst SCL, TVS Holdings Private Limited ("Company"/ "TVSHPL"), VS Investments Private Limited and Sundaram-Clayton DCD Limited and their respective shareholders and creditors, was approved by the Hon'ble National Company Law Tribunal, Chennai Bench vide its order dated 6<sup>th</sup> March 2023 ("Scheme"). In terms of the Scheme, the Company amalgamated with SCL effective 16<sup>th</sup> June 2023 and consequently the equity shares of SCL held by the Company will be cancelled. As a result, the encumbrance over equity shares of SCL has been temporarily released.

This disclosure is being made by the Company in relation to the release of encumbrance (as defined under Chapter V of the Takeover Regulations) over the equity shares of SCL. Accordingly, please see enclosed the disclosure under Regulation 31(2) of the Takeover Regulations.

Kindly take the above on record.

Thanking you

Yours faithfully

For and on behalf of **TVS Holdings Private Limited**

**P D Dev Kishan**  
**Company Secretary**

Encl.: As above

## Annexure I

Disclosure by the Promoters to the stock exchanges and to the Target Company for encumbrance of shares / invocation of encumbrance/ release of encumbrance, in terms of Regulations 31(1) and 31(2) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011													
Name of the Target Company (TC)								Sundaram-Clayton Limited					
Names of the stock exchanges where the shares of the target company are listed								BSE Limited and National Stock Exchange of India Limited					
Date of reporting								20 <sup>th</sup> June 2023 <sup>(#)</sup>					
Names of the promoters or PAC on whose shares encumbrance has been <del>created</del> / released / <del>invoked</del>								TVS Holdings Private Limited					
Details of the release of encumbrance:													
Name of the promoter(s) or PACs with him*  (M/s.)	Promoter holding in the target company (1)		Promoter holding already encumbered (2)		Details of events pertaining to encumbrance (3)							Post event holding of encumbered shares { <del>creation [(2)-(3)]</del> / release [(2)-(3)] <del> /</del> invocation [(1)-(3)]}	
	Number	% of total share capital	Number	% of total share capital	Type of event ( <del>creation /</del> release/ invocation)	Date of <del>creation /</del> release/ invocation of encumbrance	Type of encumbrance (pledge/ lien/ non disposal undertaking/ others)	Reasons for encumbrance **	Number	% of share capital	Name of the entity in whose favour shares encumbered ***	Number	% of total share capital
TVS Holdings Private Limited	1,30,94,460	64.72	1,30,94,460	64.72	Release	16 <sup>th</sup> June 2023	Please refer to the <b>Note</b> below	Please refer to the <b>Note</b> below	1,30,94,460	64.72	Beacon Trusteeship Limited	-	-
Venu Srinivasan	-	-	-	-	-	-	-	-	-	-	-	-	-
Mallika Srinivasan	1,233	0.01	-	-	-	-	-	-	-	-	-	-	-
Lakshmi Venu	-	-	-	-	-	-	-	-	-	-	-	-	-
Sudarshan Venu	-	-	-	-	-	-	-	-	-	-	-	-	-
VS Trust (Mr Venu Srinivasan, Trustee)	-	-	-	-	-	-	-	-	-	-	-	-	-
VS Trustee Private Limited	-	-	-	-	-	-	-	-	-	-	-	-	-
VS PTC Trust (Mr Venu Srinivasan, Trustee)	-	-	-	-	-	-	-	-	-	-	-	-	-
VEE ESS Trading Private Limited	-	-	-	-	-	-	-	-	-	-	-	-	-
VEE ESS Trust (Venu Srinivasan Trustee Private Limited, Trustee)	-	-	-	-	-	-	-	-	-	-	-	-	-

Srinivasan Venu Trust (Mr Venu Srinivasan, Trustee)	-	-	-	-	-	-	-	-	-	-	-	-	-
Venu Srinivasan Trustee Private Limited	-	-	-	-	-	-	-	-	-	-	-	-	-
Srinivasan Trust (VS Trustee Private Limited, Trustee)	4,55,222	2.25	-	-	-	-	-	-	-	-	-	-	-
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	-	-	-	-	-	-	-	-	-	-	-
<b>Total</b>	<b>1,50,65,293</b>	<b>74.46</b>	<b>1,30,94,460</b>	<b>64.72</b>	-	-	-	-	<b>1,30,94,460</b>	<b>64.72</b>	-	-	-

**(#)Note:** This has reference to disclosures dated 8<sup>th</sup> February 2022, 16<sup>th</sup> February 2022, 28<sup>th</sup> February 2022 and 10<sup>th</sup> March 2022 made by TVS Holdings Private Limited (“**TVSHPL**”) regarding creation of encumbrance and pledge over the equity shares of Sundaram-Clayton Limited (“**SCL**”). A composite Scheme of Arrangement amongst SCL, TVSHPL, VS Investments Private Limited and Sundaram-Clayton DCD Limited was approved by the Hon’ble National Company Law Tribunal, Chennai Bench vide its order dated 6<sup>th</sup> March 2023 (“**Scheme**”). In terms of the Scheme, TVSHPL amalgamated with SCL effective 16<sup>th</sup> June 2023 and consequently the equity shares of SCL held by TVSHPL will be cancelled. As a result, the encumbrance over equity shares of SCL has been temporarily released.

Signature of the Authorized Signatory

For and on behalf of **TVS Holdings Private Limited**

**P D Dev Kishan**  
**Company Secretary**

Place : Chennai  
Date : 20<sup>th</sup> June 2023

\*The names of all the promoters, their shareholding in the target company and their pledged shareholding as on the reporting date should appear in the table irrespective of whether they are reporting on the date of event or not.

\*\* For example, for the purpose of collateral for loans taken by the company, personal borrowing, third party pledge, etc.

\*\*\*This would include name of both the lender and the trustee who may hold shares directly or on behalf of the lender.