



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

# TVS Holdings Limited

[Formerly known as Sundaram-Clayton Limited]

28<sup>th</sup> July 2023

BSE Limited,  
Phiroze Jeejeebhoy Towers,  
Dalal Street,  
Mumbai 400 001.  
**Equity Scrip code: 520056**  
**NCRPS Scrip code: 717505**

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

Dear Sir / Madam,

**Sub. : Intimation on receipt of listing and trading approval for 130,94,460 equity shares of INR 5 each and 151,89,57,360 9% Cumulative Non-Convertible Redeemable Preference Shares ("NCRPS") of INR 10 each issued by the Company pursuant to Composite Scheme of Arrangement amongst TVS Holdings Private Limited (formerly known as Sundaram-Clayton Limited) ("Company" or "Demerged Company") and TVS Holdings Private Limited ("Transferor Company 1") and VS Investments Private Limited ("Transferor Company 2") and Sundaram - Clayton DCD Limited ("Resulting Company") and their respective shareholders and creditors, sanctioned by the Hon'ble National Company Law Tribunal, Chennai ("Scheme")**

**Ref. : Our letters dated 9<sup>th</sup> February 2022, 7<sup>th</sup> March 2023, 13<sup>th</sup> March 2023, 20<sup>th</sup> March 2023, 25<sup>th</sup> March 2023, 8<sup>th</sup> June 2023, 15<sup>th</sup> June 2023, 16<sup>th</sup> June 2023, 17<sup>th</sup> June 2023 and 17<sup>th</sup> July 2023.**

This is in furtherance to our intimation dated 17<sup>th</sup> June 2023 on the amalgamation of TVS Holdings Private Limited ("**Transferor Company 1**") with the Company effective from 16<sup>th</sup> June 2023 ("**Effective Date 2**") and allotment of 130,94,460 equity shares of INR 5 each and 151,89,57,360 NCRPS of INR 10 each to the shareholders of Transferor Company 1.

In this regard, we wish to inform that the listing and trading approvals for aforementioned equity shares and NCRPS were received from the National Stock Exchange of India Limited ("**NSE**") and BSE Limited ("**BSE**") (together with NSE called as "**Stock Exchanges**") and details of the same are tabled below:



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/2/

Type of Security	Reference	Name of the Stock Exchange	Commencement of trading	Annexure
Equity	NSE/LIST/2023/36693 dated 27 <sup>th</sup> July 2023	NSE	28 <sup>th</sup> July 2023	1
	DCS/AMAL/TL/2849/2023-24 dated 27 <sup>th</sup> July 2023	BSE		
NCRPS	NSE/LIST/C/2023/0789 Dated 28 <sup>th</sup> July 2023	NSE	31 <sup>st</sup> July 2023	2
	DCS/AMAL/TL/2850/2023-24 dated 28 <sup>th</sup> July 2023	BSE		

We also enclose a copy of the listing and trading approvals received from Stock Exchanges for your information.

The Company will also intimate the Stock Exchanges, on further developments in connection with the implementation of the Scheme.

We request you to kindly take this intimation on record.

Thanking you,

**For TVS Holdings Limited**

[Formerly known as Sundaram-Clayton Limited]

**R Raja Prakash**

**Company Secretary**

Encl.: a/a



## National Stock Exchange Of India Limited

Ref.: NSE/LIST/2023/36693

July 27, 2023

The Company Secretary  
Sundaram Clayton Limited  
Chaitanya, No.12, Khader Nawaz Khan Road  
CHENNAI - 600006

**Kind Attn: Mr. R Raja Prakash**

Dear Sir,

**Sub: Listing of further issue of Equity shares of Rs. 5/- each allotted pursuant to the Scheme of Arrangement**

This is with reference to the application for the listing of further issue of 13094460 equity shares of Rs. 5/- each allotted pursuant to the Scheme of Arrangement made by the company. We are pleased to inform you that the above equity shares of the Company are listed and admitted to dealings on the Exchange from July 28, 2023 as per the details given below:

Sr. No.	Security Description	Symbol	Series	No.of securities	Distinctive Numbers
1.	Equity shares of Rs. 5/- each allotted pursuant to the Scheme of Arrangement.	SUNCLAYLTD	EQ	13094460	20232086 To 33326545

Please note that all critical/price sensitive information and other submissions under Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 shall be provided by the company through 'NEAPS' – NSE Electronic Application Processing System (<https://neaps.nseindia.com/NEWLISTINGCORP/>), an online filing facility provided by the Exchange, for quicker and efficient processing of your submissions.

If you require any further clarifications, we shall be glad to oblige.

Yours faithfully,  
For National Stock Exchange of India Limited

Jalpa Mehta  
Manager

CC: National Securities Depository Limited  
4th Floor, Trade world,  
Kamala Mills Compound,  
Senapati Bapat Marg.,  
Lower Parel, Mumbai - 400 013

Central Depository Services Limited  
Marathon Futurex, A-Wing, 25th floor,  
N M Joshi Marg, Lower Parel,  
Mumbai – 400 013

P.S. Checklist of all the further issues is available on website of the exchange at the following URL: <https://www.nseindia.com/companies-listing/raising-capital-further-issues-main-sme-checklist>

This Document is Digitally Signed



DCS/AMAL/TL/2849/2023-24

June 27, 2023

The Company Secretary  
**Sundaram-Clayton Limited**  
Chaitanya, No. 12, Khader Nawaz  
Khan Road, Nungambakkam,  
Chennai, Tamil Nadu, 600034

Dear Sir / Madam,

**Subject: Trading of 1,30,94,460 Equity Shares of Rs. 5/- each issued bearing distinctive no. 20232086 to 33326545 pursuant to the Composite Scheme of Arrangement amongst Sundaram-Clayton Limited and TVS Holdings Private Limited and VS Investments Private Limited and Sundaram-Clayton DCD Limited**

We acknowledge with thanks and have pleasure in advising that effective Friday, July 28, 2023 trading members of the Exchange are allowed to trade in your above mentioned securities.

Please refer our Notice No. 20230727-19 dated June 27, 2023 available on our website issued in this behalf to the Trading Members of the Exchange, for your information, the contents of which may please be checked and confirmed to the Exchange.

Yours faithfully,



**Prasad Bhide**  
Senior Manager



**Tanmayi Lele**  
Assistant Manager

NOTICES

Notice No.	20230727-19	Notice Date	27 Jul 2023
Category	Company related	Segment	Equity
Subject	Listing of new securities of SUNDARAM-CLAYTON LTD.		

Content

Trading members of the Exchange are hereby informed that the under mentioned new securities of SUNDARAM-CLAYTON LTD. (Scrip Code: 520056) are listed and permitted for trading on the Exchange with effect from Friday, July 28, 2023.

Security Details	* 1,30,94,460 Equity Shares of Rs. 5/- each pursuant to the Composite Scheme of Arrangement amongst Sundaram-Clayton Limited and TVS Holdings Private Limited and VS Investments Private Limited and Sundaram-Clayton DCD Limited and their respective shareholders and creditors  These shares are ranking pari-passu with the existing equity shares of the company.
ISIN	INE105A01035
Dist. Nos.	20232086 to 33326545
Date of Allotment	16/06/2023

\* 1,30,94,460 shares of Sundaram-Clayton Ltd. shall be cancelled on account of cross holding which were held by TVS Holdings Private Limited in Sundaram-Clayton Ltd.

**Prasad Bhide**  
**Senior Manager**



## National Stock Exchange Of India Limited

Ref.: NSE/LIST/C/2023/0789

July 28, 2023

The Company Secretary  
Sundaram Clayton Limited  
Chaitanya, No.12, Khader Nawaz Khan Road  
Chennai - 600006

**Kind Attn: Mr. R Raja Prakash**

Dear Sir,

**Sub: Listing of further issue of Non-Convertible redeemable preference shares of Sundaram Clayton Limited pursuant to Scheme of Arrangement**

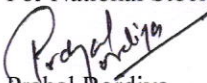
This is with reference to the application for the listing of further issue of non-convertible redeemable preference shares of the Company on the Exchange. We are pleased to inform you that the redeemable preference shares of the company shall be listed and admitted to dealings on the Exchange w.e.f. July 31, 2023 as per the details given below:

Sr. No.	Description of Securities	Symbol	No. of Securities	Mkt. Lot	Distinctive Numbers
1.	Non-Convertible Redeemable Preference Shares of Rs.10/- each	SUNCLAYLTD	1518957360	1	2346921861 - 3865879220

Please note that all critical/price sensitive information and other submissions under Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 shall be provided by the company through 'NEAPS' – NSE Electronic Application Processing System (<https://neaps.nseindia.com/NEWLISTINGCORP/>), an online filing facility provided by the Exchange, for quicker and efficient processing of your submissions.

If you require any further clarifications, we shall be glad to oblige.

Yours faithfully,  
For National Stock Exchange of India Limited

  
Prabal Bordiya  
Manager

CC: National Securities Depository Limited  
4th Floor, Trade world,  
Kamala Mills Compound,  
Senapati Bapat Marg.,  
Lower Parel, Mumbai - 400 013

Central Depository Services Limited  
Marathon Futurex, A-Wing, 25th floor,  
N M Joshi Marg, Lower Parel,  
Mumbai – 400 013

P.S. Checklist of all the further issues is available on website of the exchange at the following URL: <https://www.nseindia.com/companies-listing/raising-capital-further-issues-main-sme-checklist>

DCS/AMAL/TL/2850/2023-24

June 28, 2023

The Company Secretary  
**Sundaram-Clayton Limited**  
Chaitanya, No. 12, Khader Nawaz  
Khan Road, Nungambakkam,  
Chennai, Tamil Nadu, 600034

Dear Sir / Madam,

**Subject: Trading of 1,51,89,57,360 Cumulative Non-Convertible Redeemable Preference Shares (NCRPS) of Rs. 10/- each issued bearing distinctive no. 2346921861 to 3865879220 pursuant to the Composite Scheme of Arrangement amongst Sundaram-Clayton Limited and TVS Holdings Private Limited and VS Investments Private Limited and Sundaram-Clayton DCD Limited**

We acknowledge with thanks and have pleasure in advising that effective Monday, July 31, 2023 trading members of the Exchange are allowed to trade in your above mentioned securities.

Please refer our Notice No. 20230728-11 dated June 28, 2023 available on our website issued in this behalf to the Trading Members of the Exchange, for your information, the contents of which may please be checked and confirmed to the Exchange.

Yours faithfully,



**Prasad Bhide**  
Senior Manager



**Tanmayi Lele**  
Assistant Manager



NOTICES

Notice No.	20230728-11	Notice Date	28 Jul 2023
Category	Company related	Segment	Equity
Subject	Listing of new securities of Sundaram-Clayton Limited		
Attachments	<a href="#">Annexure I.pdf</a> ;		
Content			

Trading members of the Exchange are hereby informed that the under mentioned new securities of Sundaram-Clayton Limited (Scrip Code: 717505) are listed and permitted for trading on the Exchange with effect from Monday, July 31, 2023.

Security Details	*1,51,89,57,360 Cumulative Non-Convertible Redeemable Preference Shares (NCRPS) of Rs. 10/- each pursuant to the Composite Scheme of Arrangement amongst Sundaram-Clayton Limited and TVS Holdings Private Limited and VS Investments Private Limited and Sundaram-Clayton DCD Limited and their respective shareholders and creditors  These shares are ranking pari-passu with the existing equity shares of the company.
ISIN	INE105A01035
Dist. Nos.	2346921861 to 3865879220
Date of Allotment	16/06/2023

\* 1,51,89,57,360 shares of Sundaram-Clayton Ltd. shall be cancelled on account of cross holding which were held by TVS Holdings Private Limited in Sundaram-Clayton Ltd.

The NCRPS Term sheet is attached as Annexure I.

**Prasad Bhide**  
**Senior Manager**





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**TVS Holdings Limited**  
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27<sup>th</sup> July 2023

**PRINCIPAL TERMS AND CONDITIONS FOR ISSUE OF NON-CONVERTIBLE REDEEMABLE PREFERENCE SHARES OF SUNDARAM-CLAYTON LIMITED**

<b>Security Name</b>	9% Cumulative Non-Convertible Redeemable Preference Shares
<b>Issuer</b>	Sundaram-Clayton Limited
<b>Type of Instrument</b>	Cumulative Non-Convertible Redeemable Preference Shares
<b>Nature of Instrument (Secured or Unsecured)</b>	Unsecured
<b>Seniority</b>	Claims of the NCRPS holder shall rank senior to claims by any holder of equity shares of the Company and shall rank pari passu with all other preference shares issued by the Company. Claims of the NCRPS holder shall be subordinate to both secured and unsecured creditors of the Company.
<b>Eligible Shareholders</b>	Each Allottee whose name is recorded in the register of members of our Company and/or the records of the depository(ies) as equity shareholder of our Company on the Record Date i.e., March 24, 2023
<b>Listing (including name of stock Exchange(s) where it will be listed and timeline for listing) / Designated Stock Exchange)</b>	The NCRPS shall be listed on BSE and NSE. NSE shall be the Designated Stock Exchange.
<b>Rating of the Instrument</b>	"A1+" by CRISIL Ratings Limited vide rating letter dated March 15, 2023.





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<b>Issue</b>	Bonus 9% Cumulative Non-Convertible Redeemable Preference Shares of face value of ₹ 10 each for an amount aggregating up to ₹ 2346,92,18,600
<b>Issue Size</b>	The Company proposes to issue 234,69,21,860 NCRPS of the face value of ₹10 each aggregating to ₹ 2346,92,18,600
<b>Minimum Subscription</b>	Not Applicable
<b>Option to Retain Oversubscription Amount</b>	Not Applicable
<b>Objects of the Issue</b>	<p>The Board of Directors of the Company formulated the Composite Scheme of Arrangement for issuance of NCRPS of our Company by way of bonus, to each Allottee whose name is recorded in the register of members of our Company and/or the records of the depository(ies) as equity shareholder of our Company on the Record Date, by utilizing its general reserves/ retained earnings, 116 NCRPS of our Company of face value of ₹ 10 each fully paid up for every 1 equity share of ₹ 5 each fully paid up held by such Allottee.</p> <p>Kindly refer the section titled "<i>Scheme of Arrangement</i>" on page 46 of the Information Memorandum.</p>
<b>Details of the utilisation of the Proceeds</b>	Not Applicable
<b>Dividend Rate</b>	<p>9% per annum payable at annual rests</p> <p>The payment of coupon/ dividend will be at completion of 12 month and for the balance period if, the term extends beyond 12 months, the coupon/ dividend shall be adjusted proportionately for such balance period and paid at the time of the redemption.</p>







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<b>Step Up/Step Down Coupon Rate</b>	Not Applicable
<b>Dividend Payment Frequency</b>	The dividend shall be paid out of profits, as and when declared by the Board.
<b>Dividend Payment Date</b>	The dividend shall be paid as and when declared by the Board.
<b>Cumulative / non cumulative, in case of dividend</b>	Cumulative
<b>Coupon Type (Fixed, floating or other structure)</b>	Fixed
<b>Coupon/ Reset Process (including rates, spread, effective date, interest rate cap and floor etc.)</b>	Not Applicable
<b>Day Count Basis</b>	Actual / Actual
<b>Interest on application money</b>	Not Applicable
<b>Default Interest rate</b>	Not Applicable
<b>Tenor</b>	12 months from the Date of Allotment i.e., March 25, 2024
<b>Redemption Date(s)</b>	12 months from the Date of Allotment i.e., March 25, 2024
<b>Redemption Amount</b>	₹ 2558,14,48,274 (Principal repayment of ₹ 2346,92,18,600, Dividend payout of ₹ 211,22,29,674)
<b>Redemption Premium / Discount</b>	At par of ₹ 10
<b>Issue Price</b>	₹ 10 per NCRPS
<b>Discount at which security is issued and the effective yield as a result of such discount</b>	Not Applicable
<b>Put Date</b>	Not Applicable





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<b>Put Price</b>	Not Applicable
<b>Call Date</b>	Not Applicable
<b>Call Price</b>	Not Applicable
<b>Put Notification Time (Timelines by which the investor need to intimate Issuer before exercising the put)</b>	Not Applicable
<b>Call Notification Time (Timelines by which the investor need to intimate Issuer before exercising the call)</b>	Not Applicable
<b>Face Value</b>	₹ 10 per NCRPS
<b>Minimum Application size and in multiples of NCRPS thereafter</b>	One Bonus NCRPS
<b>Issue Timing</b>	Not Applicable
<b>Issue Opening Date</b>	Not Applicable
<b>Issue Closing Date</b>	Not Applicable
<b>Date of earliest closing of the issue, if any</b>	Not Applicable
<b>Pay-in date</b>	Not Applicable
<b>Deemed Date of Allotment</b>	March 25, 2023
<b>Settlement mode of the Instrument</b>	Payment of dividend and Redemption Amount will be made by way of RTGS / NEFT / any other electronic mode / any other permissible mode of payment.
<b>Depositories</b>	National Securities Depository Limited and Central Depository Services (India) Limited.



Website : [www.sundaram-clayton.com](http://www.sundaram-clayton.com) Email: [corpsec@sundaramclayton.com](mailto:corpsec@sundaramclayton.com) CIN: L35999TN1962PLC004792







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<b>Disclosure of Dividend / redemption dates</b>	Dividend shall be given only in case of profits. The Redemption Date shall be 12 months from the Date of Allotment i.e., March 25, 2024.
<b>Record Date for issuance of NCRPS</b>	March 24, 2023
<b>All covenants of the issue (including side letters, accelerated payment clause, etc.)</b>	NA
<b>Description regarding Security (where applicable) including type of security (movable/immovable/tangible etc.), type of charge (pledge/hypothecation/ mortgage etc.), date of creation of security/ likely date of creation of security, minimum security cover, revaluation, replacement of security, interest to the debenture holder over and above the coupon rate as specified in the Trust Deed and disclosed in the Disclosure Document</b>	NA
<b>Transaction Documents</b>	Information Memorandum dated Information Memorandum dated 8 <sup>th</sup> June 2023 read with the Composite Scheme of Arrangement
<b>Conditions Precedent to Disbursement</b>	Not Applicable
<b>Conditions Subsequent to Disbursement</b>	Not Applicable
<b>Events of Defaults (including manner of voting /conditions of joining Inter Creditor Agreement)</b>	Not Applicable





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<b>Creation of recovery expense fund</b>	The Issuer hereby confirms that it establishes and maintains the Recovery Expense Fund in such manner/mode as is prescribed under the SEBI Debenture Trustee Operational Circular.
<b>Conditions for breach of covenants (as specified in Debenture Trust Deed)</b>	Not Applicable
<b>Role and Responsibilities of Debenture Trustee</b>	Not Applicable
<b>Risk factors pertaining to the issue</b>	As specified in section titled "Risk Factors" on page 8 of the Information Memorandum
<b>Governing Law and Jurisdiction</b>	The NCRPS are governed by and shall be construed in accordance with the existing laws of India. Any dispute arising thereof will be subject to the exclusive jurisdiction of the courts at Chennai, Tamil Nadu in India.

**For TVS Holdings Limited**  
*[formerly known as Sundaram-Clayton Limited]*

  
**R Raja Prakash**  
**Company Secretary**

