



Date: 10 January 2022

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

India Motor Parts and Accessories Limited

No.46 Whites Road, Chennai, Tamil Nadu 600 014.
Email: skalyan@impal.net

Dear Sir/ Madam,

Subject: Disclosure under Regulation 29(2) of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations 2011 (“Takeover Regulations”).

This is to inform you that the Hon’ble National Company Law Tribunal, Chennai bench, vide its order dated 06 December 2021, approved the composite scheme of amalgamation and arrangement (demerger) *inter alia* amongst T V Sundram Iyengar & Sons Private Limited (“TVSS”), Sundaram Industries Private Limited (“SIPL”), Southern Roadways Private Limited (“SRPL”) and Trichur Sundaram Santhanam & Family Private Limited (“TSSFPL”) (“**Composite Scheme**”) in accordance with Sections 230 to 232 and other applicable provisions under the Companies Act, 2013 and rules made thereunder and other applicable laws. The Composite Scheme was made effective on 06 January 2022 (“**Effective Date**”).

As per the Composite Scheme, on the Effective Date (which is also the first appointed date (“**First Appointed Date**”)), *inter alia*, SIPL and SRPL have amalgamated with TVSS and have been dissolved without the process of winding up. SIPL and SRPL do not hold any shares in the India Motor Parts and Accessories Limited (“**Target Company**”). TVSS holds 27,29,148 equity shares in the Target Company, amounting to 21.87% of the paid-up equity share capital of the Target Company.

As a subsequent step to the First Appointed Date, in terms of the Composite Scheme, after 18 business days from the First Appointed Date, i.e., on 04 February, 2022 (“**Second Appointed Date**”), the Sundaram Motors and Madras Auto Service Dealership and Automotive Business Undertaking of TVSS (which includes strategic investment in the equity shares of the Target Company) shall be demerged from TVSS to TSSFPL. Therefore, after the Second Appointed Date, 21.87% shareholding of TVSS in the Target Company shall vest in/ be transferred to TSSFPL.

It is clarified that, as on the First Appointed Date, TSSFPL does not exercise any voting rights at the Target Company, directly or indirectly. The entitlement to exercise voting rights by TSSFPL in the Target Company will commence on and only from the Second Appointed Date, as set out in the Composite Scheme, such Second Appointed Date being 04 February, 2022.





T V Sundram Iyengar & Sons Private Limited

In this regard, please find enclosed the requisite disclosure under Regulation 29(2) of the Takeover Regulations.

Kindly take the above on record.

Yours faithfully,

For and on behalf of **T V Sundram Iyengar & Sons Private Limited**

Authorised Signatory

Name: S Santhanagopalan

Designation: Chief Financial Officer & Company Secretary

Date: 10 January 2022

Place: Chennai





Disclosure under Regulation 29(2) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 (“Takeover Regulations”)

Name of the Target Company (TC)	India Motor Parts and Accessories Limited (“ Target Company ”/ “ TC ”)		
Name(s) of the acquirer and Persons Acting in Concert (PAC) with the acquirer	Trichur Sundaram Santhanam & Family Private Limited (“ TSSFPL ”/ “ Acquirer ”) Persons Acting in Concert with Acquirer The names of the members of the promoter and promoter group of the Target Company, as disclosed to the Stock Exchanges, are listed as a Note below. ^(a) Transferor: T V Sundram Iyengar & Sons Private Limited (“ TVSS ”).		
Whether the acquirer belongs to Promoter/ Promoter group	The Acquirer will become a part of the promoter and promoter group of the Target Company pursuant to acquisition of the equity shares of the Target Company for which this present disclosure is being made. The Transferor belongs to the promoter/ promoter group of the Target Company.		
Name(s) of the Stock Exchange(s) where the shares of TC are Listed	National Stock Exchange of India Limited. BSE Limited (Permitted to trade).		
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 disposal under consideration, holding of #:			
a) Shares carrying voting rights	27,29,148	21.87%	27,29,148
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)	27,29,148	21.87%	27,29,148
Details of acquisition/ sale:			





TV Sundram Iyengar & Sons Private Limited

a) Shares carrying voting rights acquired/ sold	27,29,148	21.87%	27,29,148
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)	27,29,148	21.87%	27,29,148
After the acquisition/ sale, holding of ##:			
a) Shares carrying voting rights	Nil	Nil	Nil
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)	Nil	Nil	Nil
Mode of acquisition/ sale (e.g. open market / off-market/ public issue/ rights issue / preferential allotment/ inter-se transfer etc)	<p>Pursuant to the composite scheme of amalgamation and arrangement (demerger) <i>inter alia</i> amongst T V Sundram Iyengar & Sons Private Limited (“TVSS”), Sundaram Industries Private Limited (“SIPL”), Southern Roadways Private Limited (“SRPL”) and TSSFPL (“Composite Scheme”), on the Effective Date (which is also the first appointed date “First Appointed Date”) <i>inter alia</i> SIPL and SRPL have amalgamated with TVSS and have been dissolved without the process of winding up. SIPL and SRPL do not hold any shares in the Target Company. TVSS holds 27,29,148 equity shares in India Motor Parts and Accessories Limited (“Target Company”), amounting to 21.87% of the paid-up equity share capital of the Target Company.</p> <p>As a subsequent step to the First Appointed Date, in terms of the Composite Scheme, after 18 business days from the First Appointed Date, i.e., on 04 February, 2022 (“Second Appointed Date”), the Sundaram Motors and Madras Auto Service Dealership and Automotive Business Undertaking of TVSS (which includes strategic investment in the equity shares of the Target Company) shall be demerged from TVSS to TSSFPL. Therefore, after the Second Appointed Date, 21.87% shareholding of TVSS in the Target Company shall vest in/ be transferred to TSSFPL.</p> <p>It is clarified that, as on the First Appointed Date, TSSFPL does not exercise any voting rights at the Target Company,</p>		





TV Sundram Iyengar & Sons Private Limited

	<p>directly or indirectly. The entitlement to exercise voting rights by TSSFPL in the Target Company will commence on and only from the Second Appointed Date, as set out in the Composite Scheme, such Second Appointed Date being 04 February, 2022.</p> <p>The Composite Scheme was approved by the Hon'ble National Company Law Tribunal, Chennai bench, vide its order dated 06 December 2021 and the Composite Scheme was made effective on 06 January, 2022 ("Effective Date"). The Composite Scheme is part of the family arrangement.</p> <p>The Composite Scheme does not directly involve the Target Company and fulfils the conditions prescribed in Regulation 10(1)(d)(iii) of the Takeover Regulations.</p>
Date of acquisition/ sale of shares/ VR or date of receipt of intimation of allotment of shares, whichever is applicable	<p>The Composite Scheme became effective on 06 January 2022, i.e., the Effective Date.</p> <p>Please note that in terms of the Composite Scheme, the Sundaram Motors and Madras Auto Service Dealership and Automotive Business Undertaking of TVSS (which includes strategic investment in the equity shares of the Target Company) shall be demerged from TVSS to TSSFPL from the Second Appointed Date, i.e., 04 February, 2022. Therefore, after the Second Appointed Date, 21.87% shareholding of TVSS in the Target Company shall vest in/ be transferred to TSSFPL.</p>
Equity share capital/ total voting capital of the TC before the said acquisition/ sale	1,24,80,000 (no. of equity shares)
Equity share capital/ total voting capital of the TC after the said acquisition/ sale	1,24,80,000 (no. of equity shares)
Total diluted share/ voting capital of the TC after the said acquisition/ sale	1,24,80,000 (no. of equity shares)

(*) Total share capital/ voting capital taken as per the latest filing done by the Target Company to the Stock Exchange under Clause 35 of the Listing Agreement.

(**) Diluted share/ voting capital means the total number of shares in the Target Company assuming full conversion of the outstanding convertible securities/ warrants into equity shares of the Target Company.

(#) The aggregate shareholding of the members of the promoter and promoter group of the Target Company (including Acquirer's shareholding) before the acquisition under consideration is 38,33,168 equity shares amounting to 30.72% of the total diluted share capital of the Target Company/ total diluted voting share capital of the Target Company.

(##) The aggregate shareholding of the members of the promoter and promoter group of the Target Company (including Acquirer's shareholding) after the acquisition under consideration is 38,33,168 equity shares





T V Sundram Iyengar & Sons Private Limited

amounting to 30.72% of the total diluted share capital of the Target Company/ total diluted voting share capital of the Target Company.

(@) **Note:** The names of the members of the promoter and promoter group of the Target Company, as disclosed to the Stock Exchanges, are:

Srikanth Ramanujam
Arjun Rangarajan
Nivedita Ram
Gita Ram
S. Viji
Sriram Viji
Harsha Viji
Srivats Ram
Chitra Viji
S. Ram
Prema Ramanujam
Daya Ambirajan
Vijaya Rangarajan
Sumanth Ramanujam
Rupa Srikanth
Aditya S Ramanujam
Aruna Sankaranarayanan
R. Ramanujam
S. Viji (HUF)
Deepa Ramaprasad
Tulsi S. Ramanujam (minor)
Sanjana Tara Ramanujam
Srivats Ram (HUF)
Tarika Ram (minor)
Ranjan Ambirajan (minor)
Silver Oak Holdings Private Limited
Raghuvamsa Holdings Private Limited
Allegro Holdings Private Limited
Padmalakshmi Holdings Private Limited
Maham Holdings Limited
Revathi Holdings Private Limited
Rohini Holdings Private Limited
Ananth Ramanujam

For and on behalf of **T V Sundram Iyengar & Sons Private Limited**



Authorised Signatory

Name: S Santhanagopalan

Designation: Chief Financial Officer & Company Secretary

Date: 10 January 2022

Place: Chennai