



Sundaram-Clayton Limited

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

15th November 2022

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

National Stock Exchange of India Limited
Exchange Plaza, Plot No. C/1, G Block,
Bandra Kurla Complex, Bandra (East),
Mumbai 400 051
Scrip Code : SUNCLAYLTD

Dear Sir/Madam,

Sub: Newspaper Clippings - Advertisement of notice of meetings of (i) Equity Shareholders; and (ii) Unsecured Creditors of Sundaram-Clayton Limited (“Company”), to be held pursuant to the directions of the Hon’ble National Company Law Tribunal, Chennai Bench (“Hon’ble Tribunal”)

This has reference to our letter dated 14th November, 2022 informing about the meetings (i) Equity Shareholders; and (ii) Unsecured Creditors of the Company, to be held on Friday, 16th December, 2022, pursuant to the directions given by the Hon’ble Tribunal *vide* its order dated 9th November, 2022, in the matter of the proposed 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.

In this regard, we enclose herewith copies of the advertisements of notice for aforesaid meetings, published in the following newspapers today, i.e. **Tuesday, 15th November, 2022:**

- i. The Hindu, All India Edition, in English language;
- ii. Dinamani Tamil, Tamil Nadu Edition, in vernacular language; and
- iii. Navbharat Times, Hindi All India Edition

The said newspaper advertisements are also available on the website of the company, <https://www.sundaram-clayton.com/>

We request you to take the same on record.

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

R Raja Prakash
Company Secretary
Encl:- a/a

Graft is a big problem in Uttarakhand: former CM

The Hindu Bureau
NEW DELHI

In a video that went viral on social media, former Uttarakhand Chief Minister and MP Tirath Singh Rawat is heard saying that "commission khori" (corruption) is the biggest problem in the hill State. The video is causing a major embarrassment to the BJP government.

During an interview to a national media channel, Mr. Rawat said that after the creation of Uttarakhand from Uttar Pradesh in 2000, the issue of 'corruption' should have come to zero, "but the practice of commission khori continued and we began with 20% here in Uttarakhand. It is irony".

The former Chief Minister said that he would not blame any one person for the "corruption" as it was a "mentality" which would not change unless one started considering the State as his/her family.

While the Congress attacked the government on Mr. Rawat's statement, the BJP's media in-charge, Manvir Singh Chauhan, said that he had his own point of view.

It's a tough pitch for Riva Jadeja in Gujarat's Jamnagar

Sobhana K. Nair
JAMNAGAR

It is not a straight pitch for cricketer Ravindra Jadeja's wife Riva Jadeja, who is taking guard in electoral politics at Jamnagar North as the BJP candidate in the Assembly election in Gujarat. She is less than three years old in the party but has already caused disruption, with the BJP choosing her over the incumbent legislator, Dharmandrasinh M. Jadeja, better known as Hakubha.

The MLA was dropped after the High Court declined to withdraw criminal proceedings against him in a rioting case. Hakubha has represented the seat twice. In the 2012 Assembly election, he won on a Congress ticket and in 2017 as a BJP candidate.

When *The Hindu* met Ms. Jadeja on Sunday, her campaign had not yet formally started. Instead, she was busy putting the house in order, by meeting the BJP's office-bearers in various municipal wards, imploring them to treat her as their own *dikri* or *bahu* (daughter or daughter-in-law).

These are also "meet-and-greet" events, where she is introduced to the BJP workers she is not acquainted with.

Sipping tea from tiny paper cups and between several rounds of photographs, things are settled. The entire programme is over in around 40 minutes and she has another six destinations to reach before she can call it a day.

Riva Solanki or Riva-ba (Ba is an appellation used in Gujarati mostly for older women or out of respect) and Mr. Jadeja married in 2016; the couple has a five-year-old daughter.

Though this is Ms. Jadeja's maiden election, she is not alien to politics. Her uncle Hari Singh Solanki has been a senior Congress leader at Rajkot; now he has switched over to the BJP.

Her sister-in-law is with the Congress. She herself

Across Gujarat, dissidents give a tough time to BJP and Congress

Both parties engage in damage control exercise, giving into popular demand in a few seats even as others remain contested; Amit Shah had held a marathon meeting with State party leaders in an effort to manage the dissidence

The Hindu Bureau
AHMEDABAD

The ruling Bharatiya Janata Party (BJP) and Opposition Congress, whose leaders are engaged in candidate selection in the State, are facing dissidents in several constituencies. While the ruling party is yet to name 16 candidates for crucial seats in Ahmedabad and north Gujarat, the Opposition party has not named more than 30 candidates for central and north Gujarat regions.

The BJP faces dissidence and rebellion by party cadre in around a dozen seats in south Gujarat and Saurashtra.

On Monday, more than 1,000 supporters of former MLA Dhawal Zala arrived at the BJP State headquarters in Gandhinagar, demanding that he be declared the candidate for the Bayad seat in north Gujarat. The party has selected former MLA Bhikhiben for the seat.

Similarly, supporters of former Minister Ranchod Rabari held a show of



Selection woes: Union Home Minister Amit Shah waving to supporters on his arrival in Ahmedabad to meet BJP workers ahead of the Gujarat Assembly election. PTI

strength in Patan, demanding nomination for him after the local media reported that the former Minister was unlikely to be fielded by the party. The BJP is yet to name the candidate for Patan.

The Congress, on its part, had angry workers rush to the party headquarters in the city after it released the candidate list

late Sunday night. The party workers demanded changes in several constituencies such as Vatva in Ahmedabad city.

On Sunday, the two parties were forced to change the candidates for the Vadhwani and Botad seats.

The BJP had first announced Jignaben Pandya for the Vadhwani seat in Saurashtra but supporters

of Jagdish Makwana, an OBC leader and Surendranagar district BJP president, held protests, forcing the party to replace Mr. Pandya with Mr. Makwana.

Similarly in Botad, the Opposition party first named Ramesh Mer as its candidate, but the supporters of another contender, Manhar Patel, threatened to work against the party if

the latter was not fielded. Subsequently, the party replaced Mr. Mer, a OBC leader, with Manhar Patel, a Patidar.

To manage the dissidents, Union Home Minister Amit Shah on Sunday evening held a marathon meeting with the State BJP leaders in an effort at damage control.

Legislators resign

On Monday, former legislators Jagat Vasava from Deodiapada and Mohan Vala from Kodinar resigned from the ruling party after they were denied ticket.

Elections to the 182-member Gujarat Assembly will be held in two phases on December 1 and 5. The counting of votes will be taken up on December 8.

For the first phase, 89 seats of Saurashtra and south Gujarat will go to the polls on December 1. Monday was the last day for filing of nominations.

For the remaining 93 seats in the State, the polling will be held on December 5. November 17 is the last day to file nomination papers.

Congress appoints big team of observers for Gujarat election

The Hindu Bureau
NEW DELHI

According to Congress sources, Rahul Gandhi is also likely to campaign for the election

Jesh Lilothis and Jai Kishan as general observers, while Shivaji Rao Moge is an observer for south Gujarat. Kantilal Bhuria has been assigned central Gujarat.

Campaign criticism

The appointment of observers comes amid criticism that the Congress is hardly visible in its Gujarat campaign when compared to newcomer Aam Aadmi Party (AAP) that has run an aggressive campaign to take on the 27-year-old rule of the Bharatiya Janata Party (BJP) in the State.

Sources in the Congress said former party chief Rahul Gandhi is likely to campaign. His extensive campaigning in the 2017 Assembly election helped the party win 77 seats.

For the remaining 93 seats in the State, the polling will be held on December 5. November 17 is the last day to file nomination papers.

SUNDARAM-CLAYTON LIMITED

Regd. office: "Chaitanya", No.12, Khader Nawaz Khan Road, Nungambakkam, Chennai, Tamil Nadu - 600006 India. Tel: 044 - 2833 2115; Fax: 044 - 2833 2113. Email: corpsec@sundaramclayton.com; Website: www.sundaram-clayton.com CIN: L35999TN1962PLC004792

IN THE NATIONAL COMPANY LAW TRIBUNAL, CHENNAI BENCH

CA (CAA)/61(CHE)/2022

IN THE MATTER OF SECTIONS 230 TO 232 AND OTHER APPLICABLE PROVISIONS OF THE COMPANIES ACT, 2013

AND

IN THE MATTER OF 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

Sundaram-Clayton Limited, a company incorporated under the Companies Act, 1956 having Corporate Identity Number: L35999TN1962PLC004792 and its registered office at "Chaitanya", No.12, Khader Nawaz Khan Road, Nungambakkam, Chennai, Tamil Nadu - 600006 India.

... Company / Transferee Company / Demerged Company / SCL

ADVERTISEMENT OF NOTICE CONVENING MEETING OF THE UNSECURED CREDITORS OF THE COMPANY

Notice is hereby given that by an order dated 9th November, 2022 ("Order"), the Chennai Bench of the Hon'ble National Company Law Tribunal ("Hon'ble Tribunal") has directed a meeting to be held of the Unsecured Creditors of the Company, for the purpose of considering, and if thought fit, approving with or without modification(s), proposed Composite Scheme of Arrangement amongst Sundaram - Clayton Limited ("Company") and TVS Holdings Private Limited and VS Investments Private Limited and Sundaram - Clayton DCD Limited and their respective shareholders and creditors ("Scheme"), under Sections 230 to 232 and other applicable provisions of the Companies Act, 2013 ("Act").

In pursuance of the Hon'ble Tribunal's Order and as directed therein, further Notice is hereby given that meeting of the Unsecured Creditors of the Company ("Meeting") will be held on Friday, 16th December, 2022 at 12:00 P.M. (IST) via Video Conferencing ("VC") / Other Audio Visual Means ("OAVM"), in compliance with the applicable provisions of the Act read with the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and relevant Ministry of Corporate Affairs (MCA) circulars, as applicable, to transact the business as set out in the Notice.

In pursuance of the Hon'ble Tribunal's Order and as directed therein, the Notice of the aforesaid Meeting along with the accompanying documents, have been sent to the Unsecured Creditors through courier or e-mail.

Copy of the Scheme, statement under Sections 230 and 232 read with Section 102 and other applicable provisions of the Act read with Rule 6 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 ("CAA Rules") and accompanying documents can also be accessed / downloaded from the website of the Company at www.sundaram-clayton.com; the website of National Securities Depository Limited ("NSDL") viz. www.evoting.nsdl.com, being the agency appointed by the Company to provide the e-voting and other facilities for convening of the Meeting and the website of the Stock Exchanges i.e., BSE Limited ("BSE") viz. www.bseindia.com and the National Stock Exchange of India Limited ("NSE") viz. www.nseindia.com. If so desired, person may obtain a physical copy of the Scheme, statement under Sections 230 and 232 read with Section 102 and other applicable provisions of the Act and Rule 6 of the CAA Rules, etc., free of charge from the registered office of the Company, or by emailing to the Company at corpsec@sundaramclayton.com.

The Hon'ble Tribunal has appointed Mr. N.P. Vijay Kumar, Advocate, as the Chairperson and Mr. R. Rajesh, Advocate, as the Scrutinizer for the aforesaid Meeting.

The above mentioned Scheme, if approved by the Unsecured Creditors of the Company at the Meeting, will be subject to the subsequent sanction of the Hon'ble Tribunal and such other approvals, permissions and sanctions of regulatory or other authorities, as may be necessary.

The Unsecured Creditors of the Company entitled to attend and vote at the aforesaid Meeting may cast their votes through remote e-voting prior to the date of the Meeting or through e-voting at the meeting, by following the instructions provided in the Notice. Since the Meeting is being held through VC / OAVM, physical attendance of Unsecured Creditors has been dispensed with. A unsecured creditor may participate in the Meeting even after exercising his right to vote through remote e-voting but shall not be allowed to vote again in the Meeting.

The cut-off date for e-voting and time period for the remote e-voting of the aforesaid Meeting is as under:

Unsecured Creditors meeting	
Cut-off date for e-voting	Monday, 31 st October, 2022
Remote e-voting start date and time	Tuesday, 13 th December, 2022 from 9.00 A.M. (IST)
Remote e-voting end date and time	Thursday, 15 th December, 2022 at 5:00 P.M. (IST)

The remote e-voting will not be allowed beyond the aforesaid date and time and remote e-voting module shall be forthwith disabled by NSDL upon expiry of the aforesaid period.

An Unsecured Creditor, whose name appears in the list of Unsecured Creditors of the Company, as on the cut-off date i.e., Monday, 31st October 2022 only shall be entitled to exercise his / her / its voting rights on the resolution proposed in the notice and attend the Meeting. Voting rights of the Unsecured Creditors shall be in proportion to the outstanding amount due by the Company as on the cut-off date i.e., Monday, 31st October 2022.

In case of queries relating to e-voting, Unsecured Creditors are requested to note the following contact details:

Ms Pallavi Mhatre, Manager / Mr Amit Vishal, Assistant Vice President

National Securities Depository Limited

Trade World, A wing, 4th Floor, Kamala Mills Compound, Lower Parel, Mumbai - 400013.

Email Id : www.evoting.nsdl.com

Contact Nos. : 18001020 990 / 1800 224 430

In case of any other queries, Unsecured Creditors are requested to note the following contact details:

Mr Sriram S, General Manager

Integrated Registry Management Services Private Limited

2nd Floor, Kences Towers, No. 1, Ramakrishna Street,

North Usman Road, T Nagar, Chennai - 600 017.

Email : sriram@integratedindia.in

Tel.: 044-2814 0801-03; Fax: 044-2814 2479

Sd/-

Mr. N.P. Vijay Kumar

Chairperson appointed for the meeting of Unsecured Creditors of the Company

SUNDARAM-CLAYTON LIMITED

Regd. office: "Chaitanya", No.12, Khader Nawaz Khan Road, Nungambakkam, Chennai, Tamil Nadu - 600006 India. Tel: 044 - 2833 2115; Fax: 044 - 2833 2113. Email: corpsec@sundaramclayton.com; Website: www.sundaram-clayton.com CIN: L35999TN1962PLC004792

IN THE NATIONAL COMPANY LAW TRIBUNAL, CHENNAI BENCH

CA (CAA)/61(CHE)/2022

IN THE MATTER OF SECTIONS 230 TO 232 AND OTHER APPLICABLE PROVISIONS OF THE COMPANIES ACT, 2013

AND

IN THE MATTER OF 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

Sundaram-Clayton Limited, a company incorporated under the Companies Act, 1956 having Corporate Identity Number: L35999TN1962PLC004792 and its registered office at "Chaitanya", No.12, Khader Nawaz Khan Road, Nungambakkam, Chennai, Tamil Nadu - 600006 India.

... Company / Transferee Company / Demerged Company / SCL

ADVERTISEMENT OF NOTICE CONVENING MEETING OF THE EQUITY SHAREHOLDERS OF THE COMPANY

Notice is hereby given that by an order dated 9th November, 2022 ("Order"), the Chennai Bench of the Hon'ble National Company Law Tribunal ("Hon'ble Tribunal") has directed a meeting to be held of the Equity Shareholders of the Company, for the purpose of considering, and if thought fit, approving with or without modification(s), proposed Composite Scheme of Arrangement amongst Sundaram - Clayton Limited ("Company") and TVS Holdings Private Limited and VS Investments Private Limited and Sundaram - Clayton DCD Limited and their respective shareholders and creditors ("Scheme"), under Sections 230 to 232 and other applicable provisions of the Companies Act, 2013 ("Act").

In pursuance of the Hon'ble Tribunal's Order and as directed therein, further Notice is hereby given that meeting of the Equity Shareholders of the Company ("Meeting") will be held on Friday, 16th December, 2022 at 10:00 A.M. (IST) via Video Conferencing ("VC") / Other Audio Visual Means ("OAVM"), in compliance with the applicable provisions of the Act read with the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and relevant MCA Circulars, as applicable, to transact the business as set out in the Notice.

In pursuance of the Hon'ble Tribunal's Order and as directed therein, the Notice of the aforesaid Meeting along with the accompanying documents, have been sent to the Equity Shareholders through courier or e-mail.

Copy of the Scheme, statement under Sections 230 and 232 read with Section 102 and other applicable provisions of the Act read with Rule 6 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 ("CAA Rules") and accompanying documents can also be accessed / downloaded from the website of the Company at www.sundaramclayton.com; the website of National Securities Depository Limited

