

# TVS SUNDRAM FASTENERS PRIVATE LIMITED

## REGISTERED OFFICE:

NO. C-9, 5<sup>th</sup> Street,  
SIDCO Industrial Estate, Ambattur,  
CHENNAI 600 058  
INDIA  
CIN: U28900TN2018PTC123872  
PAN: AAGCT8676G  
Email: [hq@sfl.co.in](mailto:hq@sfl.co.in)  
Phone: +91-44-28478500

January 12, 2022

### BSE Limited

Phiroze Jeejeebhoy Towers,  
Dalal Street, Fort  
Mumbai - 400 001, India.

Email: [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, India.

Email: [takeover@nse.co.in](mailto:takeover@nse.co.in)

Dear Sir / Madam,

**Subject: Disclosure under Regulation 10(6) 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 December 6, 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 TVS Sundram Fasteners Private Limited ("TPL") ("**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 January 6, 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. As a result of this, the shareholding of SRPL in Sundram Fasteners Limited ("**Target Company**") consisting of 5,07,73,280 equity shares (representing 24.16% of its paid up equity share capital) has been vested in/ transferred to TVSS. This has resulted in the increase of the direct shareholding of TVSS in the Target Company from 5,33,12,000 equity shares (representing 25.37% of its paid up equity share capital) to 10,40,85,280 equity shares (representing 49.53% of its paid up equity share capital). SIPL do not hold any shares in the Target Company.

As a subsequent step to the above, in terms of the Composite Scheme, after 18 business days from the First Appointed Date, i.e., on February 4, 2022 ("**Second Appointed Date**"), the fasteners business undertaking of TVSS (which includes equity shares of the Target Company) shall be demerged from TVSS to TPL. Therefore, after the Second Appointed Date, 49.53% shareholding of TVSS in the Target Company shall vest in / be transferred to TPL.

It is clarified that, as on the First Appointed Date, TPL does not exercise any voting rights of the Target Company, directly or indirectly. The entitlement to exercise voting rights by TPL 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 February 4, 2022.

In this regard, please find enclosed the requisite disclosure under Regulation 10(6) of the Takeover Regulations.

Kindly take the above on record.

Thanking you,

Yours truly,

For and on behalf of **TVS SUNDRAM FASTENERS PRIVATE LIMITED**

### Authorised Signatory

**Name:** Suresh Krishna

**Designation:** Director

**TVS SUNDRAM FASTENERS PRIVATE LIMITED****REGISTERED OFFICE:**

NO. C-9, 5<sup>th</sup> Street,  
SIDCO Industrial Estate, Ambattur,  
CHENNAI 600 058  
INDIA

CIN: U28900TN2018PTC123872

PAN: AAGCT8676G

Email: hq@sfl.co.in

Phone: +91-44-28478500

**Disclosure under Regulation 10(6) –Report to Stock Exchanges in respect of any acquisition made in reliance upon exemption provided for in Regulation 10 of the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 (“Takeover Regulations”)**

1.	Name of the Target Company (TC)	Sundram Fasteners Limited (“ <b>Target Company</b> ”/ “ <b>TC</b> ”)
2.	Name of the acquirer(s)	TVS Sundram Fasteners Private Limited (“ <b>TPL</b> ”)
3.	Name of the stock exchange where shares of the TC are listed	BSE Limited and National Stock Exchange of India Limited
4.	Details of the transaction including rationale, if any, for the transfer/ acquisition of shares.	<p>Pursuant to the composite scheme of amalgamation and arrangement (demerger) <i>inter-alia</i> amongst TVSS, SIPL, SRPL and TPL (“<b>Composite Scheme</b>”), on the Effective Date (which is also the first appointed date “<b>First Appointed Date</b>”), <i>inter-alia</i>, SIPL and SRPL have amalgamated with TVSS and have been dissolved without the process of winding up. As a result of this, the shareholding of SRPL in the Target Company has been vested in / transferred to TVSS. This has resulted in the increase of the direct shareholding of TVSS in the Target Company from 25.37% to 49.53%. SIPL does not hold any shares in the Target Company.</p> <p>As a subsequent step to the above, in terms of the Composite Scheme, after 18 business days from the First Appointed Date, i.e., on February 4, 2022 (“<b>Second Appointed Date</b>”), the fasteners business undertaking of TVSS (which includes equity shares of the Target Company) (“<b>Demerged Undertaking</b>”) shall be demerged from TVSS to TPL. Therefore, after the Second Appointed Date, 49.53% shareholding of TVSS in the Target Company shall vest in/ be transferred to TPL.</p> <p>It is clarified that, as on the First Appointed Date, TPL does not exercise any voting rights of the Target Company, directly or indirectly. The entitlement to exercise voting rights by TPL 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 February 4, 2022.</p> <p>The Composite Scheme was approved by the Hon’ble National Company Law Tribunal, Chennai bench, vide its order dated December 6, 2021 and the Composite Scheme was made effective on January 6, 2022 (“<b>Effective Date</b>”). 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>
5.	Relevant regulation under which the acquirer is exempted from making open offer.	Regulation 10(1)(d)(iii) of the Takeover Regulations.
6.	Whether disclosure of proposed acquisition was required to be made under regulation 10 (5) and if so, - whether disclosure was made and whether it was made within the timeline specified under theregulations. date of filing with the stockexchange.	Not applicable.

# TVS SUNDRAM FASTENERS PRIVATE LIMITED

## REGISTERED OFFICE:

NO. C-9, 5<sup>th</sup> Street,  
SIDCO Industrial Estate, Ambattur,  
CHENNAI 600 058  
INDIA  
CIN: U28900TN2018PTC123872  
PAN: AAGCT8676G  
Email: hq@sfl.co.in  
Phone: +91-44-28478500

7.	Details of acquisition		Disclosures required to be made under Regulation 10(5)		Whether the disclosures under Regulation 10(5) are actually made	
	a.	Name of the transferor/ seller	Not applicable		Not applicable	
	b.	Date of acquisition	Not applicable		Not applicable	
	c.	Number of shares/ voting rights in respect of the acquisitions from each person mentioned in 7(a) above	Not applicable		Not applicable	
	d.	Total shares proposed to be acquired/ actually acquired as a % of diluted share capital of TC	Not applicable		Not applicable	
	e.	Price at which shares are proposed to be acquired/ actually acquired	Not applicable		Not applicable	
8.	Shareholding details		<b>Pre-Transaction</b> <sup>(1)</sup>		<b>Post-Transaction</b> <sup>(1)</sup>	
			<b>No. of shares held</b>	<b>% w.r.t total share capital of TC</b>	<b>No. of shares held</b>	<b>% w.r.t total share capital of TC</b>
	a	<b>Each Acquirer / Transferee</b>				
	(i)	TPL <sup>(1)(2)</sup>	Nil	Nil	10,40,85,280	49.53%
	b	<b>Each Seller / Transferor</b>				
(i)	TVSS <sup>(1)(2)</sup>	10,40,85,280	49.53%	Nil	Nil	

### Notes:

- For further details, please refer to [Annexure A](#).
- Pursuant to the Composite Scheme of amalgamation and arrangement (demerger) *inter alia* amongst TVSS, SIPL, SRPL and the Acquirer ("**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. As a result of this, the shareholding of SRPL in the Target Company consisting of 5,07,73,280 equity shares (representing 24.16% of its paid up equity share capital), has been vested in/ transferred to TVSS. This has resulted in the increase of the direct shareholding of TVSS in the Target Company from 25.37% to 49.53% of its paid up equity share capital). SIPL does not hold any shares in the Target Company.
- As a subsequent step to the above, in terms of the Composite Scheme, after 18 business days from the First Appointed Date, i.e., on February 4, 2022 ("Second Appointed Date"), the Fasteners business undertaking of TVSS (which includes equity shares of the Target Company) shall be demerged from TVSS to TPL. Therefore, after the Second Appointed Date, 49.53% shareholding of TVSS in the Target Company shall vest in / be transferred to TPL.
- It is clarified that, as on the First Appointed Date, TPL does not exercise any voting rights of the Target Company, directly or indirectly. The entitlement to exercise voting rights by TPL 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 February 4, 2022.
- The Composite Scheme does not directly involve the Target Company. The Composite Scheme was approved by the NCLT, vide its order dated December 6, 2021 and the Composite Scheme was made effective on January 6, 2022 ("Effective Date"). The Composite Scheme is part of the family arrangement.

For and on behalf of **TVS SUNDRAM FASTENERS PRIVATE LIMITED**

### Authorised Signatory

**Name:** Suresh Krishna

**Designation:** Director

**TVS SUNDARAM FASTENERS PRIVATE LIMITED****REGISTERED OFFICE:**

NO. C-9, 5<sup>th</sup> Street,  
SIDCO Industrial Estate, Ambattur,  
CHENNAI 600 058  
INDIA

CIN: U28900TN2018PTC123872

PAN: AAGCT8676G

Email: hq@sfl.co.in

Phone: +91-44-28478500

**Annexure A**

Shareholding details		Prior to Effective Date		On Second Appointed Date	
		No. of shares held	% w.r.t total share capital of TC	No. of shares held	% w.r.t total share capital of TC
(A)	Transferee:				
	TPL <sup>(1)(2)</sup>	Nil	Nil	10,40,85,280	49.53%
	<i>Sub Total (A)</i>	Nil	Nil	<i>10,40,85,280</i>	<i>49.53%</i>
(B)	Transferors:				
	TVSS <sup>(1)(2)</sup>	10,40,85,280	49.53%	Nil	Nil
	<i>Sub Total (B)</i>	<i>10,40,85,280</i>	<i>49.53%</i>	<i>Nil</i>	<i>Nil</i>
(C)	Members of promoter and promoter group of the TC other than A and B above:	Nil	Nil	Nil	Nil
	<i>Sub Total (C)</i>	<i>0</i>	<i>0</i>	<i>0</i>	<i>0</i>
Total (A + B + C)		10,40,85,280	49.53%	10,40,85,280	49.53%

## Notes:

- Pursuant to the Composite Scheme of amalgamation and arrangement (demerger) *inter alia* amongst TVSS, SIPL, SRPL and the Acquirer ("**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. As a result of this, the shareholding of SRPL in the Target Company consisting of 5,07,73,280 equity shares (representing 24.16% of its paid up equity share capital), has been vested in/ transferred to TVSS. This has resulted in the increase of the direct shareholding of TVSS in the Target Company from 25.37% to 49.53% of its paid up equity share capital). SIPL does not hold any shares in the Target Company.
- As a subsequent step to the above, in terms of the Composite Scheme, after 18 business days from the First Appointed Date, i.e., on February 4, 2022 ("Second Appointed Date"), the Fasteners business undertaking of TVSS (which includes equity shares of the Target Company) shall be demerged from TVSS to TPL. Therefore, after the Second Appointed Date, 49.53% shareholding of TVSS in the Target Company shall vest in / be transferred to TPL.
- It is clarified that, as on the First Appointed Date, TPL does not exercise any voting rights of the Target Company, directly or indirectly. The entitlement to exercise voting rights by TPL 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 February 4, 2022.
- The Composite Scheme does not directly involve the Target Company. The Composite Scheme was approved by the NCLT, vide its order dated December 6, 2021 and the Composite Scheme was made effective on January 6, 2022 ("Effective Date"). The Composite Scheme is part of the family arrangement.