



T V Sundram Iyengar & Sons Private Limited

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11 January, 2022

BSE Limited
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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
E-mail: 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 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 Madurai Alagar Enterprises Private Limited ("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), *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 SIPL and SRPL in Sundaram Brake Linings Limited ("**Target Company**") aggregating 732,335 equity shares (representing 18.61% of its paid up equity share capital) consisting of (i) 253,835 equity shares (representing 6.45% of its paid up equity share capital) held by SIPL and (ii) 478,500 equity shares (representing 12.16% of its paid up equity share capital) held by SRPL, has been vested in/ transferred to TVSS. This has resulted in the increase of the direct shareholding of TVSS in the Target Company from 552,955 equity shares (representing 14.05% of its paid up equity share capital) to 1,285,290 equity shares (representing 32.67% of its paid up equity share capital).

In this regard, please find enclosed the requisite disclosure under Regulation 10(6) 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: 11 January 2022
Place: Chennai



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)	Sundaram Brake Linings Limited (“ Target Company ”/ “ TC ”)	
2.	Name of the acquirer(s)	TV Sundram Iyengar & Sons Private Limited (“ TVSS ”)	
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, Sundaram Industries Private Limited (“SIPL”), Southern Roadways Private Limited (“SRPL”) and Madurai Alagar Enterprises Private Limited (“Composite Scheme”), on the Effective Date (which is also the first appointed date), <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 SIPL and SRPL in the Target Company has been vested in/ transferred to TVSS thereby increasing its shareholding in the Target Company from 14.05% to 32.67%.</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>	
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.	
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		Pre-Transaction ⁽¹⁾		Post-Transaction ⁽¹⁾	
			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	Each Acquirer / Transferee				
	(i)	TVSS	552,955	14.05	1,285,290	32.67
	b	Each Seller / Transferor				
	(i)	SIPL	253,835	6.45	Nil	Nil
	(ii)	SRPL	478,500	12.16	Nil	Nil

Note:

- For further details, please refer to **Annexure A**.

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



Authorized Signatory
Name: S Santhanagopalan
Designation: Chief Financial Officer & Company Secretary

Date: 11 January 2022
Place: Chennai



Shareholding details		Pre-Effective Date		On Effective Date/ First 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:				
	TVSS	552,955	14.05%	1,285,290	32.67%
	Sub Total (A)	552,955	14.05%	1,285,290	32.67%
(B)	Transferors:				
	SIPL	253,835	6.45%	Nil	Nil
	SRPL	478,500	12.16%	Nil	Nil
	Sub Total (B)	732,335	18.61%	Nil	Nil
(C)	Members of promoter and promoter group of the TC other than A and B above:				
	*Mahesh K	54,409	1.38%	54,409	1.38%
	Krishna Mahesh	544,608	13.84%	544,608	13.84%
	Krishna Ramesh	110,081	2.80%	110,081	2.80%
	Suresh Krishna – HUF	100,000	2.54%	100,000	2.54%
	Shrimathi Mahesh	57,412	1.46%	57,412	1.46%
	Urmila Ramesh	11,049	0.28%	11,049	0.28%
	Mridula Ramesh	10,092	0.26%	10,092	0.26%
	Mala Ramesh	9,570	0.24%	9,570	0.24%
	Suresh Krishna	480	0.01%	480	0.01%
	Arathi Krishna	120	0.00%	120	0.00%
	Usha Krishna	90	0.00%	90	0.00%
	Alagar Farms Private Limited	195,895	4.98%	195,895	4.98%
	Rajarajeswari Farms Private Limited	177,988	4.52%	177,988	4.52%
	TVS Upasana Limited	13,900	0.35%	13,900	0.35%
	Sundram Fasteners Investments Limited	7,800	0.20%	7,800	0.20%
	Sub Total (C)	1,293,494	32.88%	1,293,494	32.88%
Total (A + B + C)		2,578,784	65.54%	2,578,784	65.54%

* Mr. Mahesh K, a promoter group shareholder, passed away on 2nd February 2019 and corresponding shares are pending Transmission.

