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8 February 2022

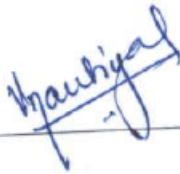
BEACON
TRUSTEESHIP

BSE Limited Phiroze Jeejeebhoy Towers Dalal Street, Mumbai- 400001 E-mail: corp.relations@bseindia.com	National Stock Exchange of India Limited - Corporate Office National Stock Exchange of India Ltd., Exchange Plaza, C-1, Block G, Bandra Kurla Complex, Bandra (E), Mumbai - 400 051 Email: takeover@nse.co.in	Sundaram Clayton Limited Chaitanya, No. 12, Khader Nawaz Khan Road Nungambakkam, Chennai, Tamil Nadu, 600034 E-mail: corpsec@sundaramclayton.com
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Dear Sir/Madam,

Sub: Disclosure pursuant to Regulation 29 (1) read with Regulation 29(4) of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 (as amended till date) ("Takeover Regulations") in relation to Sundaram Clayton Limited

Pursuant to the requirements of Regulation 29 (1) read with Regulation 29(4) of the Takeovers Regulations, please find attached the disclosure (as set out in **Annexure A**) in respect of creation of encumbrance (as defined under Chapter V of the Takeover Regulations) over certain equity shares of Sundaram Clayton Limited by TVS Holdings Private Limited (formerly known as TVS Investments and Holdings Private Limited) ("THPL"), in favour of Beacon Trusteeship Limited ("Security Trustee"), in its capacity as security trustee for the benefit of certain lenders (as set out in **Annexure A**).





Name:

For **Beacon Trusteeship Limited**

As the **Security Trustee**

BEACON TRUSTEESHIP LIMITED

Registered & Corporate Office : 4C & D, Siddhivinayak Chambers, Gandhi Nagar, Opp MIG Cricket Club Bandra (E), Mumbai - 400 051.

Phone : 022-26558759 | Email : contact@beacontrustee.co.in | Website : www.beacontrustee.co.in

CIN : U74999MH2015PLC271288

Part A

Annexure

Format for disclosures under Regulation 29(1) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011

Part- A – Details of Acquisition

1. Name of the Target Company (TC)	Sundaram Clayton Limited		
2. Name(s) of the acquirer and Persons Acting in Concert (PAC) with the acquirer	Beacon Trusteeship Limited, in the capacity as security trustee on behalf of and for the benefit of the lenders.		
3. Whether the acquirer belongs to Promoter/Promoter group	No		
4. Name(s) of the Stock Exchange(s) where the shares of TC are Listed	BSE Limited National Stock Exchange of India Limited		
5. Details of the acquisition as follows	Number	% w.r.t. total share/voting capital wherever applicable(*)	% w.r.t. total diluted share/voting capital of the TC(**)
<u>Before the acquisition under consideration, holding of acquirer along with PACs of:</u>	Nil	Nil	Nil
<ul style="list-style-type: none"> a) Shares carrying voting rights b) Shares in 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 T C (specify holding in each category) 			
e) Total (a+b+c+d)	Nil	Nil	Nil
<u>Details of acquisition:</u>			
<ul style="list-style-type: none"> a) Shares carrying voting rights acquired/ sold b) VRs acquired 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 d) Shares in nature of encumbrance (pledge/lien/non-disposal undertaking/others) 	<ul style="list-style-type: none"> a) - b) - c) - d) 1,30,94,460 (Please see Note 1 below) 	<ul style="list-style-type: none"> a) - b) - c) - d) 64.72% 	<ul style="list-style-type: none"> a) - b) - c) - d) 64.72%




e) Total (a+b+c+d)	1,30,94,460	64.72%	64.72%
<u>After the acquisition, holding of acquirer along with PACs of :</u>			
a) Shares carrying voting rights	-	-	-
b) VRs otherwise than by equity 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) after acquisition.	-	-	-
d) Shares in nature of encumbrance (pledge/lien/non-disposal undertaking/others)	1,30,94,460	64.72%	64.72%
e) Total (a+b+c+d)	1,30,94,460	64.72%	64.72%
6. Mode of acquisition (e.g. open market / public issue / rights issue / preferential allotment / inter-se transfer encumbrance, etc.)	Encumbrance (as explained in the <u>Note</u> below)		
7. Salient features of the securities acquired including time till redemption, ratio at which it can be converted into equity shares, etc.	Not applicable		
8. Date of acquisition of/ date of receipt of intimation of allotment of shares/ VR/ warrants/ convertible securities/ any other instrument	February 4, 2022 Please refer to the <u>Note</u> below		
9. Equity share capital /total voting capital of the TC before the said acquisition	2,02,32,085 (number of equity shares)		
10. Equity share capital/ total voting capital of the TC after the said acquisition	2,02,32,085 (number of equity shares)		
11. Total diluted share/voting capital of the TC after the said acquisition	2,02,32,085 (number of equity shares)		

Note:

A loan agreement (the "Loan Agreement") dated January 20, 2022 has been entered, *inter alia*, between: (i) VS Investments Private Limited ("Borrower"), (ii) TVS Holdings Private Limited (formerly known as TVS Investments and Holdings Private Limited) ("THPL"), (iii) Citicorp Finance (India) Limited, JM Financial Products Limited, JM Financial Credit Solutions Limited and Aditya Birla Finance Limited (collectively "Lenders"); and (iv) Beacon Trusteeship Limited ("Security Trustee") for the purposes of availing a facility of an aggregate amount of INR 1600,00,00,000/- (Indian Rupees One Thousand Six Hundred Crore only) ("Facility").

As per the Loan Agreement, amongst other things, (a) the Borrower may be required to prepay the facility on occurrence of change of control, wherein change of control is defined to mean, *inter alia*, THPL, and Mr Venu Srinivasan and members of his immediate family, cease to own at least 50% of the fully paid-up equity share capital of the TC (on a fully diluted basis) and retain Control (as defined in the Loan Agreement) over the TC; (b) there are certain restrictions with respect to sale, transfer and/ or creation of encumbrance over the TC's shares; and (c) there is a requirement to maintain security cover by pledging the TC shares. Given the nature of conditions under the Loan Agreement, one or more conditions therein are likely to fall within the definition of the term 'encumbrance' provided under Chapter V of the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 ("Takeover Regulations"). For completeness, it is clarified that no pledge has been created over the TC shares in relation to the Facility as on the date of this disclosure. However, THPL is obliged to create such pledge in a timebound manner, and such pledge will be created in due course after this disclosure.

Please note that pursuant to a composite scheme of amalgamation and arrangement (demerger) ("Composite Scheme") which became effective on January 6, 2022, the two-wheeler auto parts and die casting business undertaking of T.V. Sundram Iyengar & Sons Private Limited (which *inter alia* includes 1,30,94,460 equity shares of TC representing 64.72% of its paid up share capital) has vested in THPL with effect from the second appointed date (as defined in the Composite Scheme) i.e., February 04, 2022 ("Second Appointed Date"). In view of this, it is clarified that while the Loan Agreement was executed on January 20, 2022, this disclosure is being made within the specified timelines from the Second Appointed Date.

Name: _____
_____

Veena Nambiyal.



For Beacon Trusteeship Limited
As the Security Trustee

Note:

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

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