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Chennai – 600006  
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# **TVS Holdings Private Limited**

**(Formerly known as TVS Investments and Holdings Private Limited  
and Cheema Investments and Holdings Pvt Ltd)**

**Date:** 20 June 2023

**BSE Limited**

Phiroze Jeejeebhoy Towers  
Dalal Street, Fort  
Mumbai 400 001  
**E-mail:** [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  
**Email:** [takeover@nse.co.in](mailto:takeover@nse.co.in)

**Sundaram-Clayton Limited**

Chaitanya, No.12, Khader Nawaz Road,  
Nungambakkam, Chennai, Tamil Nadu, 600034  
**E-mail:** [corpsec@sundaramclayton.com](mailto:corpsec@sundaramclayton.com)

Dear Sir(s) / Madam,

**Subject: Disclosure under Regulation 29(2) of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations 2011, as amended ("Takeover Regulations").**

A Composite Scheme of Arrangement amongst Sundaram-Clayton Limited ("SCL"), TVS Holdings Private Limited ("TVSHPL"), VS Investments Private Limited and Sundaram-Clayton DCD Limited and their respective shareholders and creditors has been sanctioned by the Hon'ble National Company Law Tribunal, Chennai Bench vide its order dated 6<sup>th</sup> March 2023 ("Scheme"). In terms of the Scheme, TVSHPL amalgamated with SCL effective 16<sup>th</sup> June 2023 and consequently the equity shares of SCL held by TVSHPL will be cancelled. In this regard, TVSHPL will cease to hold any equity shares in SCL. Accordingly, please see enclosed the disclosure under Regulation 29(2) of the Takeover Regulations.

Kindly take the above on record.

Thanking you

Yours faithfully

For and on behalf of **TVS Holdings Private Limited**

**P D Dev Kishan**  
**Company Secretary**  
**Encl:** As above

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

Name of the Target Company (TC)	Sundaram Clayton Limited (“SCL”)		
Name(s) of the acquirer and Persons Acting in Concert (PAC) with the acquirer	TVS Holdings Private Limited		
Whether the acquirer belongs to Promoter/ Promoter group	Yes		
Name(s) of the Stock Exchange(s) where the shares of TC are Listed	BSE Limited National Stock Exchange of India Limited		
<b>Details of the acquisition/ sale as follows</b>	<b>Number</b>	<b>% w.r.t. total share/ voting capital wherever applicable (*)</b>	<b>% w.r.t. total diluted share/ voting capital of the TC (**)</b>
<b>Before the acquisition under consideration, holding:</b>			
a) Shares carrying voting rights	1,30,94,460 <sup>(1)</sup>	64.72% <sup>(1)</sup>	64.72% <sup>(1)</sup>
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)	-	-	-
<b>e) Total (a+b+c+d)</b>	<b>1,30,94,460<sup>(1)</sup></b>	<b>64.72%<sup>(1)</sup></b>	<b>64.72%<sup>(1)</sup></b>
<b>Details of acquisition/ sale</b>			
a) Shares carrying voting rights acquired/ sold	1,30,94,460 <sup>(1)</sup>	64.72% <sup>(1)</sup>	64.72% <sup>(1)</sup>
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	-	-	-
<b>e) Total (a+b+c+d)</b>	<b>1,30,94,460<sup>(1)</sup></b>	<b>64.72%<sup>(1)</sup></b>	<b>64.72%<sup>(1)</sup></b>

<b>After the acquisition/sale, holding of:</b>			
a) Shares carrying voting rights	-	-	-
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	-	-	-
<b>e) Total (a+b+c+d)</b>	<b>Nil<sup>(1)</sup></b>	<b>Nil<sup>(1)</sup></b>	<b>Nil<sup>(1)</sup></b>
Mode of acquisition/ sale (e.g. open market/ off-market/ public issue/ rights issue/ preferential allotment / inter-se transfer etc.)	Cancellation of equity shares pursuant to a composite scheme		
Date of acquisition / sale of shares/ VR or date of receipt of intimation of allotment of shares, whichever is applicable	16 <sup>th</sup> June 2023		
Equity share capital /total voting capital of the TC before the said acquisition/ sale	2,02,32,085 (number of equity shares) of Rs. 5 each		
Equity share capital/total voting capital of the TC after the said acquisition/ sale	71,37,625 (number of equity shares) of Rs. 5 each		
Total diluted share/voting capital of the TC after the said acquisition.	71,37,625 (number of equity shares) of Rs. 5 each		

(1) A Composite Scheme of Arrangement amongst Sundaram-Clayton Limited (“SCL”), TVS Holdings Private Limited (“TVSHPL”), VS Investments Private Limited and Sundaram-Clayton DCD Limited and their respective shareholders and creditors has been sanctioned by the Hon’ble National Company Law Tribunal, Chennai Bench vide its order dated 6<sup>th</sup> March 2023 (“Scheme”). In terms of the Scheme, TVSHPL amalgamated with SCL effective 16<sup>th</sup> June 2023 and consequently the equity shares of SCL held by TVSHPL will be cancelled. In this regard, TVSHPL will cease to hold any equity shares in SCL.

For and on behalf of **TVS Holding Private Limited**

**P D Dev Kishan**  
**Company Secretary**

**Date** : 20<sup>th</sup> June 2023  
**Place** : Chennai

Notes:

(\*) 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. Outstanding employee stock options/ restricted stock units have not been considered.