



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

# Sundaram-Clayton Limited

25<sup>th</sup> March 2023

BSE Limited,  
Phiroze Jeejeebhoy Towers,  
Dalal Street,  
Mumbai 400 001.  
**Scrip code: 520056**

National Stock Exchange of India Ltd.,  
Exchange Plaza, 5<sup>th</sup> Floor,  
Bandra-Kurla Complex,  
Bandra (E), Mumbai 400 051.  
**Scrip code: SUNCLAYLTD**

Dear Sir/Madam,

**Subject : Disclosure under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") in relation to the 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**

**Reference : Our letters dated 9<sup>th</sup> February 2022, 7<sup>th</sup> March 2023, 13<sup>th</sup> March 2023 and 20<sup>th</sup> March 2023**

Further to our intimation dated 13<sup>th</sup> March 2023 in connection with the 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**"), which was approved by the Hon'ble National Company Law Tribunal, Chennai Bench *vide* its order dated 6<sup>th</sup> March 2023, the Scheme Implementation Committee of the Company in its meeting held today i.e., 25<sup>th</sup> March 2023, has approved the allotment of 234,69,21,860 9% Cumulative Non-Convertible Redeemable Preference Shares ("**NCRPS**") of the Company by way of bonus, i.e., 116 NCRPS of face value of INR 10 each fully paid up, for every 1 equity share of INR 5 each fully paid up, to each equity shareholder of the Company whose name is recorded in its register of members and/ or records of the concerned depository as on the Record Date 1, i.e., 24<sup>th</sup> March 2023, in terms of Part II of the Scheme.

The Company shall make necessary applications with the BSE Limited and the National Stock Exchange of India Limited for listing and trading of the abovementioned NCRPS pursuant to the Scheme along with application under Rule 19 (7) of Securities and Contracts (Regulation) Rules 1957 ("**SCRR**") for seeking relaxation from Rule 19 (2) (b) of SCRR.

We request you to kindly take this intimation on record.

Thanking you,

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

**R Raja Prakash**  
**Company Secretary**