



# Sundaram-Clayton Limited

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

9<sup>th</sup> February 2022

**The BSE Limited**

Phiroze Jeejeebhoy Towers,  
Dalal Street  
Mumbai – 400 001

**Scrip Code: 520056**

**National Stock Exchange of India Ltd**

Exchange Plaza, 5th Floor,  
Plot No. C/1, G Block,  
Bandra Kurla Complex, Bandra  
Mumbai – 400 051

**Symbol: SUNCLAYLTD**

Dear Sir(s)/Madam,

**Sub.: Intimation of the outcome of the meeting of the Board of Directors of Sundaram-Clayton Limited ("Company") held on 9<sup>th</sup> February 2022 and disclosure under Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015, as amended ("Listing Regulations")**

**Ref.: Composite Scheme of Arrangement amongst Sundaram-Clayton Limited ("Transferee Company" or "Demerged Company" or "SCL") and TVS Holdings Private Limited (Transferor Company 1) and VS Investments Private Limited (Transferor Company 2) and Sundaram-Clayton DCD Private Limited (Resulting Company) and their respective shareholders and creditors under Sections 230 to 232 and other applicable provisions of the Companies Act, 2013**

The Company, *inter alia*, is engaged in the business of manufacturing non-ferrous gravity and pressure die castings and holding investments in entities engaged in two-wheeler and three-wheeler auto business.

The Company has built up substantial surplus reserves, from its retained profits. The surplus reserves are well above the Company's current and likely future business needs. Overall reserves position is expected to improve further even after considering cash requirements for Company's capex programme and working capital requirements. Accordingly, the Company is of the view that these excess funds can be optimally utilized to reward its shareholders in such difficult and unprecedented times.

At the same time, in keeping with Company's tradition of conventional cash management and being mindful of the challenging business environment, the Company is of the view that it would be prudent to retain liquidity as well. Accordingly, the Company has proposed, *inter alia*, to distribute such funds amongst its shareholders, by issuing fully paid up listed non-convertible redeemable preference shares by way of bonus.



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Further, given Company's diversified business, it has also become imperative for the Company to reorient and reorganize itself in a manner that allows imparting greater focus on each of its businesses. Segregation and unbundling of the businesses of the Company, will enable enhanced focus on each of the businesses and will further unlock value for the shareholders.

In view thereof, the Company has proposed to reorganise and segregate the businesses of manufacturing non-ferrous gravity and pressure die castings from its other businesses.

As part of the overall restructuring exercise, it is also proposed to consolidate promoter holding entities with the Company by way of merger. Pursuant to the said consolidation, the promoters of the Company will effectively surrender their non-convertible redeemable preference shares held in lieu of the monetary obligations of the promoter companies. Further, the said consolidation will efficiently streamline the promoter holding structure, bring diverse trading businesses from the promoter entities into the Company and will also reduce the administrative, legal and regulatory responsibilities and consequential costs.

The Scheme, *inter alia*, provides for:

- a. issue of 116 Non-Convertible Redeemable Preference Shares ("**NCRPS**") of INR 10 each fully paid up of the Company for every 1 equity shares of INR 5 each fully paid up, by way of bonus to the shareholders of the Company by utilising its general reserves/retained earnings. The NCRPS to be issued by the Company will be listed on BSE Limited and the National Stock Exchange of India Limited;
- b. amalgamation of the Transferor Company 1 with the Company, cancellation of the share capital of the Transferee Company held by the Transferor Company 1 and the consequent issue of equity and preference shares in consideration thereof;
- c. amalgamation of the Transferor Company 2 with the Company and cancellation of the share capital of the Transferee Company held by the Transferor Company 2 and the consequent issue of equity shares in consideration thereof; and
- d. demerger, transfer and vesting of the Demerged Undertaking (*as defined in the Scheme*) from the Company into the Resulting Company on a *going concern* basis, reduction and cancellation of the entire existing paid-up share capital of the Resulting Company held by the Demerged Company and the consequent issue of equity and preference shares by the Resulting Company, such that the



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shareholding percentage of the Resulting Company will mirror the shareholding of the Company. The equity shares to be issued by the Resulting Company will be listed on BSE Limited and the National Stock Exchange of India Limited and the NCRPS to be issued by the Resulting Company will not be listed on any stock exchanges. In this regard, prior to the approval of the Scheme, the Board has approved the acquisition of entire equity shares of Sundaram-Clayton DCD Private Limited.

The Scheme is, *inter alia*, subject to receipt of approval from the statutory, regulatory and customary approvals, including approvals from the BSE Limited, National Stock Exchange of India Limited (collectively referred to as "**Stock Exchanges**"), jurisdictional National Company Law Tribunal and the shareholders and creditors (as applicable) of the companies involved in the Scheme.

The Scheme as approved by the Board would be available on the website of the Company at [www.sundaramclayton.com](http://www.sundaramclayton.com) post submitting the same to the Stock Exchanges.

In terms of the Listing Regulations read with SEBI Circular No. CIR/CFD/CMD/4/2015 dated 9 September 2015, we are furnishing herewith the requisite details in **Annexure I to IV**.

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

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

Enclosure: As above.

**Issuance of NCRPS by way of bonus under the Scheme**

<b>S No</b>	<b>Particulars</b>	<b>Details</b>																																
1.	Whether bonus is out of free reserves created out of profits or share premium account	The issuance of NCRPS by way of bonus is proposed under the Scheme by utilizing general reserves/retained earnings of the Company.																																
2.	Bonus ratio	116 NCRPS of INR 10 each fully paid up of the Company for every 1 equity shares of INR 5 each fully paid up.																																
3.	Details of share capital - pre and post bonus issue	<p>The share capital of the Company as on 31<sup>st</sup> January 2022 is as follows:</p> <table border="1"> <thead> <tr> <th><b>Particulars</b></th> <th><b>INR</b></th> </tr> </thead> <tbody> <tr> <td colspan="2"><b>Authorised Share Capital</b></td> </tr> <tr> <td>5,00,00,000 equity shares of INR 5 each</td> <td align="right">25,00,00,000</td> </tr> <tr> <td align="right"><b>Total</b></td> <td align="right"><b>25,00,00,000</b></td> </tr> <tr> <td colspan="2"><b>Issued, Subscribed and Paid Up Capital</b></td> </tr> <tr> <td>2,02,32,085 equity shares of INR 5 each</td> <td align="right">10,11,60,425</td> </tr> <tr> <td align="right"><b>Total</b></td> <td align="right"><b>10,11,60,425</b></td> </tr> </tbody> </table> <p>The share capital of the Company, post bonus issue will be as follows:</p> <table border="1"> <thead> <tr> <th><b>Particulars</b></th> <th><b>INR</b></th> </tr> </thead> <tbody> <tr> <td colspan="2"><b>Authorised Share Capital</b></td> </tr> <tr> <td>5,00,00,000 equity shares of INR 5 each</td> <td align="right">25,00,00,000</td> </tr> <tr> <td>250,00,00,000 NCRPS of INR 10 each</td> <td align="right">2500,00,00,000</td> </tr> <tr> <td align="right"><b>Total</b></td> <td align="right"><b>2525,00,00,000</b></td> </tr> <tr> <td colspan="2"><b>Issued, Subscribed and Paid Up Capital</b></td> </tr> <tr> <td>2,02,32,085 equity shares of INR 5 each</td> <td align="right">10,11,60,425</td> </tr> <tr> <td>234,69,21,860 NCRPS of INR 10 each</td> <td align="right">2346,92,18,600</td> </tr> <tr> <td align="right"><b>Total</b></td> <td align="right"><b>2357,03,79,025</b></td> </tr> </tbody> </table>	<b>Particulars</b>	<b>INR</b>	<b>Authorised Share Capital</b>		5,00,00,000 equity shares of INR 5 each	25,00,00,000	<b>Total</b>	<b>25,00,00,000</b>	<b>Issued, Subscribed and Paid Up Capital</b>		2,02,32,085 equity shares of INR 5 each	10,11,60,425	<b>Total</b>	<b>10,11,60,425</b>	<b>Particulars</b>	<b>INR</b>	<b>Authorised Share Capital</b>		5,00,00,000 equity shares of INR 5 each	25,00,00,000	250,00,00,000 NCRPS of INR 10 each	2500,00,00,000	<b>Total</b>	<b>2525,00,00,000</b>	<b>Issued, Subscribed and Paid Up Capital</b>		2,02,32,085 equity shares of INR 5 each	10,11,60,425	234,69,21,860 NCRPS of INR 10 each	2346,92,18,600	<b>Total</b>	<b>2357,03,79,025</b>
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4.	Free reserves and/ or share premium required for implementing the bonus issue	<p>Pursuant to the Scheme, 116 NCRPS of INR 10 each fully paid up of the Company are proposed to be issued, by way of bonus, for every 1 equity share of INR 5 each fully paid up to the shareholders of the Company by utilizing its general reserves/retained earnings. Assuming the existing number of equity shares of the Company, an amount of INR 2,346.92 crore will be utilized from general reserves/retained earnings of the Company for issuance of bonus NCRPS, under the Scheme.</p> <p>The actual quantum of bonus NCRPS and utilization of general reserves/retained earnings, pursuant to the Scheme, would be determined as per the total outstanding equity share capital of the Company as on the Record Date 1 (<i>as defined under the Scheme</i>).</p>
5.	Free reserves and/ or share premium available for capitalization and the date as on which such balance is available	The NCRPS will be issued on the Effective Date 1, which is after the approval of the National Company Law Tribunal ( <b>NCLT</b> ) to the Scheme. The Company will utilize the balances available in the general reserves/retained earnings for capitalization as on the Effective Date 1 ( <i>as defined in the Scheme</i> ). The general reserve balance/retained earnings as on 31 December 2021 is INR 2,253.77 crore.
6.	Whether the aforesaid figures are audited	The figures provided in Sr. No. 5 are basis limited reviewed accounts by the statutory auditors of the Company.
7.	Estimated date by which such bonus shares would be credited/ dispatched	The bonus NCRPS will be allotted to the shareholders of the Company as on the Record Date 1 after obtaining the approval of the jurisdictional NCLT, pursuant to the Scheme.
8.	Size of the issue	Please refer disclosure made to Sr. No 2 and 4 above.
9.	Whether proposed to be listed? If yes, name of the stock exchange(s)	Yes, the preference shares will be listed on BSE Limited and the National Stock Exchange of India Limited.
10.	Tenure of the instrument- date of allotment and date of maturity	<p>Date of allotment: The bonus NCRPS will be allotted to the shareholders of the Company as on the Record Date 1 after obtaining the approval of the jurisdictional NCLT, pursuant to the Scheme.</p> <p>Date of Maturity: 2 February 2024 or 12 months from the date of allotment, whichever is later.</p>

<b>S No</b>	<b>Particulars</b>	<b>Details</b>
11.	Coupon/interest offered, schedule of payment of coupon / interest and principal	9% p.a. payable at annual rest. The payment of coupon will be at completion of 12 months and for the balance period if, the term extends beyond 12 months, the coupon shall be adjusted proportionately for such balance period and paid at the time of the redemption.
12.	Interest payable	Not applicable
13.	Charge/security, if any, created over the assets	Not applicable
14.	Special right/ interest/ privileges attached to the instrument and changes thereof	There are no special right/ interest/ privileges attached to the NCRPS.
15.	Delay in payment of interest / principal amount for a period of more than three months from the due date or default in payment of interest / principal	Not applicable
16.	Details of any letter or comments regarding payment/non-payment of interest, principal on due dates, or any other matter concerning the security and /or the assets along with its comments thereon, if any	Not applicable
17.	Details of redemption of preference shares indicating the manner of redemption (whether out of profits or out of fresh issue) and debentures	Company shall redeem NCRPS of the Company at INR 10 of nominal value, in terms of the provisions of the Companies Act, 2013

**Amalgamation / Merger**

<b>S No</b>	<b>Particulars</b>	<b>Details</b>																										
1.	Name of the entity(ies) forming part of the amalgamation/merger, details in brief such as size, turnover etc.	<p>1. Sundaram-Clayton Limited (“<b>Company</b>” or “<b>Transferee Company</b>” or “<b>Demerged Company</b>”)</p> <table border="1"> <thead> <tr> <th align="center">As on 31<sup>st</sup> December 2021</th> <th align="center"><b>Rs. in Cr</b></th> </tr> </thead> <tbody> <tr> <td><b>Particulars</b></td> <td></td> </tr> <tr> <td>Total assets</td> <td align="right">3,463.34</td> </tr> <tr> <td>Net worth</td> <td align="right">2,263.89</td> </tr> <tr> <td>Turnover</td> <td align="right">1,245.97</td> </tr> </tbody> </table> <p>2. TVS Holdings Private Limited (“<b>Transferor Company 1</b>”)</p> <p>As on 31<sup>st</sup> January 2022</p> <table border="1"> <thead> <tr> <th align="center"><b>Particulars</b></th> <th align="center"><b>Rs. in Cr</b></th> </tr> </thead> <tbody> <tr> <td>Total assets</td> <td align="right">19.99</td> </tr> <tr> <td>Net worth</td> <td align="right">15.13</td> </tr> <tr> <td>Turnover</td> <td align="right">0.17</td> </tr> </tbody> </table> <p>3. VS Investments Private Limited (“<b>Transferor Company 2</b>”)</p> <p>As on 31<sup>st</sup> January 2022</p> <table border="1"> <thead> <tr> <th align="center"><b>Particulars</b></th> <th align="center"><b>Rs. in Cr</b></th> </tr> </thead> <tbody> <tr> <td>Total assets</td> <td align="right">1,642.82</td> </tr> <tr> <td>Net worth</td> <td align="right">0.004</td> </tr> <tr> <td>Turnover</td> <td align="right">2.82</td> </tr> </tbody> </table>	As on 31 <sup>st</sup> December 2021	<b>Rs. in Cr</b>	<b>Particulars</b>		Total assets	3,463.34	Net worth	2,263.89	Turnover	1,245.97	<b>Particulars</b>	<b>Rs. in Cr</b>	Total assets	19.99	Net worth	15.13	Turnover	0.17	<b>Particulars</b>	<b>Rs. in Cr</b>	Total assets	1,642.82	Net worth	0.004	Turnover	2.82
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2.	Whether the transaction would fall within related party transactions? If yes, whether the same is done at "arms' length"	<p>In terms of General Circular No. 30/2014 dated July 17, 2014, issued by Ministry of Corporate Affairs ("<b>MCA Circular</b>"), the transactions arising out of compromises, arrangements and amalgamations under the Companies Act, 2013 ("<b>Act</b>"), will not attract the requirements of Section 188 of the Act.</p> <p>However, the transaction shall be considered a 'related party transaction' under the Listing Regulations. The consideration for the amalgamation and demerger Scheme will be discharged on an "arm's length" basis. The Share Entitlement Ratio has been arrived based on Valuation Report issued by Ms Drushti Desai, Registered Valuer (Registration No. IBBI/RV/06/2019/10666).</p>
3.	Area of business of the entity(ies)	<ol style="list-style-type: none"> <li>1. The Company, <i>inter alia</i>, is engaged in the business of manufacturing non-ferrous gravity and pressure die castings and holding investments in entities engaged in two-wheeler and three-wheeler auto business. The Company is a subsidiary of the Transferor Company 1;</li> <li>2. The Transferor Company 1 is engaged in the business of making and holding investments and trading in automobile spare parts; and</li> <li>3. The Transferor Company 2 is also engaged in the business of making and holding investments and trading in raw materials and components relating to automobiles.</li> </ol>
4.	Rationale for the arrangement	Please refer to the intimation above.
5.	In case of cash consideration – amount or otherwise share exchange ratio	<p>The proposed Scheme, <i>inter alia</i>, involves the following:</p> <p>For the amalgamation of the Transferor Company 1 with the Transferee Company, in terms of the consideration enshrined in the Scheme, the Transferee Company will issue and allot to the shareholders of the Transferor Company 1 as on Effective Date 2 (as defined in the Scheme), in proportion of their shareholding in the Transferor Company 1:</p> <p><i>"1,30,94,460 equity shares of INR 5 each fully paid up and 151,89,57,360 preference shares of INR 10 each. In the event, the Transferor Company 1, holds less than the above stated number of equity shares and NCRPS of the Transferee Company on the Effective Date 2, the equity shares and NCRPS to be issued by the Transferee Company in consideration of the amalgamation of the Transferor Company 1, shall stand reduced by such decreased number of equity shares and NCRPS held in the Transferee Company".</i></p>



S No	Particulars	Details																																																
		<p>For the amalgamation of the Transferor Company 2 with the Transferee Company, in terms of the consideration enshrined in the Scheme, the Transferee Company shall issue and allot to the shareholders of the Transferor Company 2 as on Effective Date 3 (as defined in the Scheme), in proportion of their shareholding in the Transferor Company 2:</p> <p><i>"19 equity shares of INR 5 each fully paid up of the Transferee Company"</i></p>																																																
6.	Brief details of change in shareholding pattern (if any) of listed entity	<p><u>Sundaram-Clayton Limited:</u></p> <table border="1" data-bbox="792 592 1812 815"> <thead> <tr> <th rowspan="2">Particulars</th> <th colspan="2">Pre-Scheme*</th> <th colspan="2">Post-Scheme</th> </tr> <tr> <th>No of equity shares</th> <th>%</th> <th>No of equity shares</th> <th>%</th> </tr> </thead> <tbody> <tr> <td>Promoters</td> <td>1,50,64,060</td> <td>74.46</td> <td>1,50,64,079</td> <td>74.46</td> </tr> <tr> <td>Public</td> <td>51,68,025</td> <td>25.54</td> <td>51,68,025</td> <td>25.54</td> </tr> <tr> <td><b>Total</b></td> <td><b>2,02,32,085</b></td> <td><b>100.00</b></td> <td><b>2,02,32,104</b></td> <td><b>100.00</b></td> </tr> </tbody> </table> <p><i>* As on 31<sup>st</sup> December 2021.</i></p> <table border="1" data-bbox="792 879 1812 1161"> <thead> <tr> <th rowspan="2">Particulars</th> <th colspan="2">Pre-Scheme</th> <th colspan="2">Post-Scheme</th> </tr> <tr> <th>No of preference shares</th> <th>%</th> <th>No of preference shares</th> <th>%</th> </tr> </thead> <tbody> <tr> <td>Promoters</td> <td>NA</td> <td>NA</td> <td>22,84,73,600</td> <td>27.59</td> </tr> <tr> <td>Public</td> <td>NA</td> <td>NA</td> <td>59,94,90,900</td> <td>72.41</td> </tr> <tr> <td><b>Total</b></td> <td><b>NA</b></td> <td><b>NA</b></td> <td><b>82,79,64,500</b></td> <td><b>100.00</b></td> </tr> </tbody> </table>	Particulars	Pre-Scheme*		Post-Scheme		No of equity shares	%	No of equity shares	%	Promoters	1,50,64,060	74.46	1,50,64,079	74.46	Public	51,68,025	25.54	51,68,025	25.54	<b>Total</b>	<b>2,02,32,085</b>	<b>100.00</b>	<b>2,02,32,104</b>	<b>100.00</b>	Particulars	Pre-Scheme		Post-Scheme		No of preference shares	%	No of preference shares	%	Promoters	NA	NA	22,84,73,600	27.59	Public	NA	NA	59,94,90,900	72.41	<b>Total</b>	<b>NA</b>	<b>NA</b>	<b>82,79,64,500</b>	<b>100.00</b>
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**Annexure III**

**Demerger**

<b>S No</b>	<b>Particulars</b>	<b>Details</b>																																																
1.	Brief details of the division to be demerged	Entire business of manufacturing non-ferrous gravity and pressure die castings of the Company, including but not limited to, all its related assets and liabilities (" <b>Manufacturing Business</b> "), is proposed to be demerged to the Resulting Company under the Scheme.																																																
2.	Turnover of the demerged division and as percentage to the total turnover of the listed entity in the immediately preceding financial year / based on financials of the last financial year	Turnover of the Manufacturing Business as on 31 <sup>st</sup> March, 2021 was INR 1,176.91 Cr.  The turnover of the Manufacturing Business is 92.59% to the total turnover of the Company in the financial year ending March 31, 2021.																																																
3.	Rationale for demerger	Please refer to intimation above																																																
4.	Brief details of change in shareholding pattern (if any) of all entities	<p>(i) Sundaram-Clayton Limited ("<b>Company</b>" or "<b>Transferee Company</b>" or "<b>Demerged Company</b>")</p> <table border="1"> <thead> <tr> <th rowspan="2"><b>Particulars</b></th> <th colspan="2"><b>Pre-Scheme</b></th> <th colspan="2"><b>Post-Scheme</b></th> </tr> <tr> <th><b>No of equity shares</b></th> <th><b>%</b></th> <th><b>No of equity shares</b></th> <th><b>%</b></th> </tr> </thead> <tbody> <tr> <td>Promoters</td> <td>1,50,64,060</td> <td>74.46</td> <td>150,64,079</td> <td>74.46</td> </tr> <tr> <td>Public</td> <td>51,68,025</td> <td>25.54</td> <td>51,68,025</td> <td>25.54</td> </tr> <tr> <td><b>Total</b></td> <td><b>2,02,32,085</b></td> <td><b>100.00</b></td> <td><b>2,02,32,104</b></td> <td><b>100.00</b></td> </tr> </tbody> </table> <table border="1"> <thead> <tr> <th rowspan="2"><b>Particulars</b></th> <th colspan="2"><b>Pre-Scheme</b></th> <th colspan="2"><b>Post-Scheme</b></th> </tr> <tr> <th><b>No of preference shares</b></th> <th><b>%</b></th> <th><b>No of preference shares</b></th> <th><b>%</b></th> </tr> </thead> <tbody> <tr> <td>Promoters</td> <td>NA</td> <td>NA</td> <td>22,84,73,600</td> <td>27.59</td> </tr> <tr> <td>Public</td> <td>NA</td> <td>NA</td> <td>59,94,90,900</td> <td>72.41</td> </tr> <tr> <td><b>Total</b></td> <td><b>NA</b></td> <td><b>NA</b></td> <td><b>82,79,64,500</b></td> <td><b>100.00</b></td> </tr> </tbody> </table>	<b>Particulars</b>	<b>Pre-Scheme</b>		<b>Post-Scheme</b>		<b>No of equity shares</b>	<b>%</b>	<b>No of equity shares</b>	<b>%</b>	Promoters	1,50,64,060	74.46	150,64,079	74.46	Public	51,68,025	25.54	51,68,025	25.54	<b>Total</b>	<b>2,02,32,085</b>	<b>100.00</b>	<b>2,02,32,104</b>	<b>100.00</b>	<b>Particulars</b>	<b>Pre-Scheme</b>		<b>Post-Scheme</b>		<b>No of preference shares</b>	<b>%</b>	<b>No of preference shares</b>	<b>%</b>	Promoters	NA	NA	22,84,73,600	27.59	Public	NA	NA	59,94,90,900	72.41	<b>Total</b>	<b>NA</b>	<b>NA</b>	<b>82,79,64,500</b>	<b>100.00</b>
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5.	In case of cash consideration – amount or otherwise share exchange ratio	<p>For the demerger, transfer and vesting of the Demerged Undertaking into the Resulting Company on a going concern basis, the Resulting Company shall issue and allot to the shareholders of the Demerged Company as on Effective Date 4 (<i>as defined in the Scheme</i>), in the following proportion:</p> <p><i>"1 (One) fully paid-up equity share of INR 5 each of the Resulting Company credited as fully paid up, for every 1 (One) equity share of INR 5 each of the Demerged Company;" and</i></p> <p><i>"1 (One) Preference Shares of the Resulting Company credited as fully paid up, for every 1,000 (One thousand) Preference Shares of SCL."</i></p>																													
6.	Whether listing would be sought for the resulting entity	<p>Yes. The equity shares to be issued by the Resulting Company shall be listed on the BSE Limited and the National Stock Exchange of India Limited. The NCRPS issued by the Resulting Company shall not be listed on the BSE Limited and the National Stock Exchange of India Limited.</p>																													

## Disclosure for Acquisition of shares (including agreement to acquire)

S No	Particulars	Details
1	Name of the target entity, details in brief such as size, turnover etc.	Sundaram-Clayton DCD Private Limited (Sundaram-Clayton DCD) (Previously known as TVS Commodity Financial Solutions Private Limited).  Sundaram-Clayton DCD's main business is to carry on the activity as supplier of aluminium die castings to automotive and non-automotive sector. The Company is yet to commence its business.
2	Whether the acquisition would fall within related party transaction(s) and-whether the promoter/ promoter group/ group companies have any interest in the entity being acquired? If yes, nature of interest and details thereof and whether the same is done at "arm's length"	Since Sundaram-Clayton DCD is a subsidiary of the Company, it is a related party.  Promoters of the Company have no interest in the said investment. The transaction is done at Arms' Length Basis.
3	Industry to which the entity being acquired belongs	Die castings to automotive and non-automotive sector.
4	Objects and effects of acquisition (including but not limited to, disclosure of reasons for acquisition of target entity, if its business is outside the main line of business of the listed entity)	It is proposed to demerge the Die-casting related businesses into Sundaram-Clayton DCD, pursuant to the Composite Scheme of Arrangement of the Company, in order to impart focussed attention to business.
5	Brief details of any governmental or regulatory approvals required for the acquisition.	No approvals required.
6	Indicative time period for completion of the acquisition.	9 <sup>th</sup> February 2022
7	Nature of consideration - whether cash consideration or share swap and details of the same.	Cash consideration

S No	Particulars	Details
8	Cost of acquisition or the price at which the shares are acquired.	Rs. 25,000/-
9	Percentage of shareholding / control acquired and / or number of shares acquired.	100% of the paid-up equity share capital.
10	Brief background about the entity acquired in terms of products/line of business acquired, date of incorporation, history of last 3 years turnover, country in which the acquired entity has presence and any other significant information (in brief).	<p>The Company was incorporated on 29<sup>th</sup> August 2017. Sundaram-Clayton DCD's main business is to carry on the activity as supplier of aluminium die castings to automotive and non-automotive sector.</p> <p>Date of incorporation: 29<sup>th</sup> August 2017.</p> <p>The Company is yet to commence its business.</p>

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