



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

Sundaram-Clayton Limited

13th March 2023

BSE Limited

Phiroze Jeejeebhoy Towers,
Dalal Street, Fort,
Mumbai – 400001.

Security code: 520056

National Stock Exchange of India Limited

Exchange Plaza, 5th Floor,
Plot No. C-1, Block G,
Bandra Kurla Complex, Bandra (East),
Mumbai – 400051.

Scrip code: SUNCLAYLTD

Dear Sir/Madam,

Subject : Disclosure under Regulations 30, 42 and 51(1) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 in relation to approval of 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 ("Scheme")

Reference : Our letter dated 7th March 2023

1. Further to our letter dated 7th March 2023 on the captioned matter, we hereby inform you that the Company:
 - i. has decided to make the Part II of the Scheme effective on 14th March 2023 i.e., **Effective Date 1**. Pursuant to Part II of the Scheme, the Company will allot 9% Cumulative Non-Convertible Redeemable Preference Shares ("**NCRPS**") of the Company by way of bonus in the proportion as stated in the Scheme.
 - ii. has fixed **March 24, 2023** as the '**Record Date 1**' for the purpose of determining eligible shareholders of the Company who will be entitled to receive bonus NCRPS of the Company, pursuant to Part II of the Scheme. Accordingly, each equity shareholder of the Company, as on the Record Date 1, will be allotted 116 fully paid up NCRPS having face value of INR 10 each of the Company.
2. The Company will make necessary applications with the BSE Limited and the National Stock Exchange of India Limited (collectively referred to as "**Stock Exchanges**") for listing and trading of the abovementioned NCRPS allotted to the shareholders of the Company, pursuant to the Scheme.



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3. The Company will intimate the Stock Exchanges, on further developments in connection with the implementation of the Scheme, including occurrence of the Effective Date 2, the Effective Date 3 and the Effective Date 4 of the Scheme. In terms of the Scheme:

- i. the amalgamation of the Transferor Company 1 with the Company will be effective from the 1st (first) business day after the receipt of approval of the Stock Exchanges for the listing and trading of bonus NCRPS as stated above i.e., **Effective Date 2**. The consideration for the said amalgamation will be issued by the Company to the shareholders of the Transferor Company 1 in the form of equity shares and NCRPS, respectively, in the proportion as stated in the Scheme, which will be listed on the Stock Exchanges after receipt of necessary approvals.

Also, amalgamation of the Transferor Company 1 with the Company becoming effective, the name of the Company shall stand changed to "**TVS Holdings Limited**", in terms of the Scheme.

- ii. The amalgamation of the Transferor Company 2 with the Company will be effective from the 5th (fifth) business day after receipt of approval of the Stock Exchanges for the listing and trading of equity shares and NCRPS of the Company issued in consideration of amalgamation of the Transferor Company 1 with the Company i.e., **Effective Date 3**. The consideration for the amalgamation of the Transferor Company 2 with the Company will be issued by the Company to the shareholders of the Transferor Company 2 in the form of equity shares, in the proportion as stated in the Scheme, which will be listed on the Stock Exchanges after receipt of necessary approvals.
- iii. the demerger of the Demerged Undertaking (*as defined in the Scheme*) from the Company into the Resulting Company will be effective from the 5th (fifth) business day after the Effective Date 3 i.e., **Effective Date 4**. The consideration for the said demerger will be issued by the Resulting Company to the shareholders of the Company (as on the Record Date 2 (*as defined in the Scheme*)) in the form of equity shares and 0.1% Cumulative Non-Convertible Redeemable Preference Shares ("**NCRPS of the Resulting Company**"), respectively, in the proportion as stated in the Scheme. The Company will inform the Stock Exchanges as and when the Record Date 2 is fixed by the Company.



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- iv. the Resulting Company will make necessary applications with the Stock Exchanges for listing and trading of the abovementioned equity shares issued to the shareholders of the Company. Upon receipt of necessary approvals, the equity shares of the Resulting Company will be listed on the Stock Exchanges. Further, the NCRPS of the Resulting Company, issued by the Resulting Company pursuant to the Scheme will not be listed.

Also, upon demerger of the Demerged Undertaking from the Company into the Resulting Company becoming effective, the name of the Resulting Company shall stand changed to "**Sundaram - Clayton Limited**".

The Company will undertake further actions to give effect to the Scheme and will make necessary disclosures from time to time.

We request you to kindly take this intimation on record.

Thanking you,

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

R Raja Prakash
Company Secretary