



# Sundaram-Clayton Limited

[formerly Sundaram-Clayton DCD Limited]

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

17<sup>th</sup> January 2024

BSE Limited,  
Phiroze Jeejeebhoy Towers,  
Dalal Street,  
Mumbai 400 001.  
**Scrip code: 544066**

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

Dear Sir/Madam,

**Sub. : Intimation under Regulation 30 read with Regulation 31(A)(8) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("SEBI Listing Regulations") following the receipt of request for re-classification from the promoter seeking reclassification**

The Company has received today a letter dated 16<sup>th</sup> January 2024 ("**Request Letter**") from T.V. Sundram Iyengar & Sons Private Limited, member of promoter and promoter group of the Company ("**Outgoing Promoter**"), seeking reclassification from the 'Promoter' category to 'Public' category shareholders under Regulation 31A of the SEBI Listing Regulations. A copy of the letter is enclosed.

As on the date of the Request Letter, the details of the shareholding of the Outgoing Promoter are as follows:

Name of shareholder (M/s.)	Category of Shareholder	No of paid-up shares held	Percentage of shareholding
T.V. Sundram Iyengar & Sons Private Limited	Promoter	Nil	Nil

Further we wish to inform you that the above-mentioned request will be placed before the forthcoming meeting of the Board of Directors of the Company.

Request to take the same on record.

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

**P D Dev Kishan**  
**Company Secretary**  
**Enc.: a/a**



**T V Sundram Iyengar & Sons Private Limited**

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Teynampet  
Chennai - 600 018  
Phone : 044-6685 7777  
Fax : 044-6685 7750  
www.tv.s.in

16.1.2024

To,  
The Board of Directors,  
Sundaram Clayton Limited,  
Chaitanya, No.12, Khader Nawaz Khan Road,  
Nungambakkam,  
Chennai - 600 006

Dear Sir(s)/Madam,

- Subject** : Request for reclassification from 'Promoter / Promoter Group Category' to 'Public Category' in accordance with Regulation 31A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the 'SEBI LODR')
- Reference** : Composite scheme of amalgamation and arrangement involving T.V. Sundram Iyengar & Sons Private Limited, Southern Roadways Private Limited, Sundaram Industries Private Limited and Trichur Sundaram Santhanam & Family Private Limited (the 'Scheme')

**Background:**

We, T.V. Sundram Iyengar & Sons Private Limited ("TVSS") are writing this letter to inform our intention to be reclassified from 'Promoter Category' to 'Public Category' of in accordance with Regulation 31A of the SEBI LODR.

**Rationale:**

TVSS was holding 40,00,811 equity shares (19.78%) and Southern Roadways Private Limited ("SRPL") was holding 30,31,127 equity shares (14.28%) and Sundaram Industries Private Limited ("SIPL") was holding 60,62,522 equity shares (29.96%) in TVS Holdings Limited (TVSH) and TVSS were categorised under Promoter of TVSH and SRPL and SIPL were categorised under Promoter group of TVSH.

Pursuant to the approval of the Composite Scheme of Amalgamation and Arrangement involving T.V. Sundram Iyengar & Sons Private Limited, Southern Roadways Private Limited, Sundaram Industries Private Limited and Trichur Sundaram Santhanam & Family Private Limited (TSSFPL) by the Honourable National Company Law Tribunal, Chennai (NCLT), vide its order dated December 06, 2021 ("Scheme"), SRPL and SIPL has been amalgamated with TVSS and the entire shareholding of SRPL and SIPL in TVSH has been vested/transferred to TVSS effective January 06, 2022 ("First Appointed Date"). Post the First Appointed Date, TVSS held 1,30,94,460 equity shares (64.72%) in TVSH.

Further, as per the terms of the Scheme, the entire shareholding of TVSS in TVSH, including the shares held by SRPL and SIPL, viz., 1,30,94,460 equity shares (64.72%) have been transferred to TVS Holdings Private Limited, effective February 04, 2022 ("**Second appointed date**").

As a subsequent step to the above, in terms of the Scheme, after 18 business days from the First Appointed Date, i.e., on February 4, 2022 ("**Second Appointed Date**"), two-wheeler auto parts and die casting business undertaking of TVSS (which includes equity shares of TVSH) shall be demerged from TVSS to TVS Holdings Private Limited. Therefore, after the Second Appointed Date, 64.72% shareholding of TVSS in TVSH has been vested/transferred to TVS Holdings Private Limited.

Further, TVSS continued to be the Promoter of TVSH considering the implementation of the Composite Scheme of Arrangement amongst TVS Holdings Limited (formerly Sundaram Clayton Limited) and TVS Holdings Private Limited and VS Investments Private Limited and Sundaram Clayton Limited (formerly Sundaram Clayton DCD Limited) ("**Second Composite Scheme**"). Pursuant to the said Second Composite Scheme, and consequent to the Demerger, the Promoter and Promoter Group of TVSH, was represented identically to Sundaram Clayton Limited ("SCL") also. Hence, TVSS was classified as Promoter of SCL. The implementation of the last part of the Second Composite Scheme was effected on 11<sup>th</sup> August 2023, and hence, it is now proposed to re-classify TVSS from "Promoter Category" into "Public".

Further, in terms of Regulation 31A(3)(b) of the SEBI LODR, we hereby confirm the following:

1. We do not hold any shares in the Company.
2. We do not exercise control over the affairs of the Company, directly or indirectly.
3. We do not have any special rights with respect to the Company, through formal or informal arrangement, including through any shareholder agreement.
4. We are not represented on the Board of Directors of the Company
5. We are not acting as the Key Managerial Personnel (KMP) of the Company
6. We are not a wilful defaulter as per the guidelines issued by the Reserve Bank of India
7. We have not been categorised as a fugitive economic offender.

**Request for reclassification:**

In view of the above, we now request the Board of Directors of the Company to consider reclassifying TVSS from 'Promoter Category' to 'Public Category' in accordance Regulation 31A of the SEBI LODR.

Further, we undertake to comply with all the requirements specified under Regulation 31A (4) of the SEBI LODR at all times.

We shall endeavour to provide all necessary information / documents required by you or stock exchanges, in this regard.

Thanking you,

Yours faithfully,

For T.V. Sundram Iyengar & Sons Private Limited

  
S SANTHANA GOPALAN  
Authorised Signatory