



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

# TVS Holdings Limited

[Formerly known as Sundaram-Clayton Limited]

28<sup>th</sup> December 2023

BSE Limited,  
Phiroze Jeejeebhoy Towers,  
Dalal Street,  
Mumbai 400 001.  
**Equity Scrip code: 520056**  
**NCRPS Scrip code: 717505**

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

Dear Sir/Madam,

**Sub. : Updates on the Composite Scheme of Arrangement amongst the Company and TVS Holdings Private Limited and VS Investments Private Limited and Sundaram-Clayton DCD Limited ("Resulting Company") and their respective shareholders and creditors ("Scheme")**

**Ref. : Our letters dated 9<sup>th</sup> February 2022, 7<sup>th</sup> March 2023, 13<sup>th</sup> March 2023, 20<sup>th</sup> March 2023, 25<sup>th</sup> March 2023, 8<sup>th</sup> June 2023, 15<sup>th</sup> June 2023, 16<sup>th</sup> June 2023, 17<sup>th</sup> June 2023, 17<sup>th</sup> July 2023, 28<sup>th</sup> July 2023 and 4<sup>th</sup> August 2023, 11<sup>th</sup> August 2023, 23<sup>rd</sup> August 2023, 30<sup>th</sup> August 2023, 31<sup>st</sup> August 2023 and 26<sup>th</sup> September 2023.**

This is in furtherance to our intimations in the captioned matter, wherein we had informed that in terms of Part V of the Scheme, the demerger, transfer and vesting of the Demerged Undertaking (as defined in the Scheme) from the Company into Sundaram-Clayton Limited (formerly Sundaram-Clayton DCD Limited) ("**Resulting Company**") ("**Demerger**") was made effective on 11<sup>th</sup> August 2023. Further, in terms of Clause 25 of the Scheme, the Resulting Company on 31<sup>st</sup> August 2023 had issued and allotted 2,02,32,104 fully paid-up Equity Shares of INR 5 each [Listed] and 8,73,032 fully paid-up Preference Shares of INR 10 each [Unlisted] to the shareholders of the Company.

In this regard, we wish to inform you that the listing and trading approvals for 2,02,32,104 fully paid-up Equity Shares of INR 5 each of the Resulting Company were received from the National Stock Exchange of India Limited ("NSE") vide letter No. NSE/CML/59974 dated 27<sup>th</sup> December 2023 and BSE Limited ("BSE") vide letter No. 20231227-41 dated 27<sup>th</sup> December 2023 (together with NSE called as "Stock Exchanges").



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The abovementioned equity shares would be available for trading on both the Stock Exchanges effective from 29<sup>th</sup> December 2023. The details of the equity shares with respect to the trading are hereunder:

Name of the Company	: Sundaram-Clayton Limited
ISIN	: INEQ3R01026
NSE Symbol	: SUNCLAY
BSE Script Code	: 544066

We also enclose a copy of the listing and trading approval received from Stock Exchanges for your information.

Thanking you,  
**For TVS Holdings Limited**

**R Raja Prakash**  
**Company Secretary**  
Encl.: a/a

# National Stock Exchange of India

## Circular

<b>Department: LISTING</b>	
<b>Download Ref No: NSE/CML/59974</b>	<b>Date: December 27, 2023</b>
<b>Circular Ref. No: 1916/2023</b>	

To All Members,

### **Sub: Listing of Equity Shares of Sundaram Clayton Limited pursuant to the Composite Scheme of Arrangement**

In pursuance of Regulation 3.1.1 of the National Stock Exchange (Capital Market) Trading Regulations Part A, it is hereby notified that the list of securities further admitted to dealings on the National Stock Exchange (Capital Market segment) with effect from December 29, 2023 and the designated security codes thereof shall be as specified in Annexure.

In pursuance of Regulation 2.5.5 of the National Stock Exchange (Capital Market) Trading Regulations Part A, it is hereby notified that the respective lot sizes in respect of securities above shall be as specified in Annexure. For the purpose of trading on the system, the security shall be identified only by its designated codes and trading in such securities shall be in such lot sizes as specified in Annexure.

Members are requested to note that the above security will be part of pre-open session as per SEBI circular no. CIR/MRD/DP/01/2012 & CIR/MRD/DP/02/2012 dated January 20, 2012.

This circular shall be effective from December 29, 2023.

For and on behalf of  
National Stock Exchange of India Limited

Prabal Bordiya  
Manager

**Annexure**

Symbol	SUNCLAY
Name of the Company	Sundaram Clayton Limited
Series	BE - Trade for Trade *
Security Description	Equity shares of Rs. 5/- each allotted pursuant to the Composite Scheme of Arrangement
ISIN	INE0Q3R01026
Face Value	Rs. 5/-
Paid-up Value	Rs. 5/-
No. of securities	20232104
Distinctive number range	01 - 20232104
Market lot	1
Pari Passu	Yes
Lock-in details	NA

\* Note: Currently the securities shall be available for trading in Series 'BE' and subsequently be shifted to Series 'EQ' as per SEBI circular no. SEBI/CIR/ISD/1/2010 dated September 2, 2010

<b>Registered Office Address:</b> Sundaram Clayton Limited “Chaitanya”, No.12, Khader Nawaz Khan Road, Nungambakkam, Chennai – 600006 <b>Tel No.:</b> 044 2833 2115  <b>Contact Person – Mr. P D Dev Kishan</b> <b>Website:</b> <a href="http://www.sundaram-clayton.com">www.sundaram-clayton.com</a> <b>Email:</b> <a href="mailto:corpsec@sundaramclayton.com">corpsec@sundaramclayton.com</a>	<b>Address of the Registrar and Share Transfer Agent:</b> Integrated Registry Management Services Private Limited 2 <sup>nd</sup> Floor, “Kences Towers”, No. 1, Ramakrishna Street, North Usman Road, T Nagar, Chennai – 600017 <b>Tel:</b> 044-28140801-03  <b>Contact Person: S Sriram</b> <b>Email:</b> <a href="mailto:srirams@integratedindia.in">srirams@integratedindia.in</a> <b>Website:</b> <a href="http://www.integratedindia.in">www.integratedindia.in</a>
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The brief particulars of the Scheme of Arrangement are as mentioned below:

- a) The National Company Law Tribunal, Division Bench-II, Chennai, vide its order dated March 06, 2023 has approved the Draft composite scheme of arrangement between Sundaram-Clayton Limited (“Demerged/Transferee Company”), TVS Holdings Private Limited (“Transferor Company 1”), VS Investments Private Limited (“Transferor Company 2”) and Sundaram Clayton DCD Limited (“Resulting Company”) and their respective shareholders and creditors.

For Transfer and vesting of the Manufacturing Business of Demerged Company i.e. TVS Holdings Limited (formerly known as Sundaram – Clayton Limited) into Sundaram-Clayton Limited (formerly known as Sundaram - Clayton DCD Limited) (“Resulting Company”). Sundaram-Clayton Limited has issued and allotted Equity Shares to the shareholders of TVS Holdings Limited (formerly known as Sundaram – Clayton Limited) in the following proportion:

“1 (One) equity shares of the Resulting Company of face value of Rs. 5 each fully paid up is issued for every 1 (One) equity share of Rs. 5/- each fully paid up held in the Demerged Company”.

Prior to the Scheme, the entire pre scheme paid up share capital of the Resulting Company comprising of 2500 equity shares of Rs.10/- each stand cancelled upon the scheme coming effect.

- b) Appointed Date: August 11, 2023
- c) Effective date: August 11, 2023
- d) Date of Allotment: August 31, 2023



## NOTICES

Notice No.	20231227-41	Notice Date	27 Dec 2023
Category	Company related	Segment	Equity
Subject	Listing of Equity Shares of Sundaram-Clayton Limited		
Attachments	<a href="#">Annexure I.pdf</a> ;		
Content			

Trading Members of the Exchange are hereby informed that effective from Friday, December 29, 2023, the equity shares of **Sundaram-Clayton Limited** shall be listed and admitted to dealings on the Exchange in the list of T Group of Securities. Further in terms of SEBI circular No. CIR/MRD/DP/02/2012 dated January 20, 2012. **The Scrip will be in Trade-for-Trade segment for 10 trading days.**

**Members are requested to note that the above security will be a part of special pre-open session for IPO and Other category of scrip's as per SEBI circular no. CIR/MRD/DP/01/2012 & CIR/MRD/DP/02/2012 dated January 20, 2012.**

For further information on SPOS, the trading members are requested to refer to the Exchange's notice no. 20120216-29 on Enabling Special Pre-open Session for IPO's & Relisted Scrips. For any clarification on SPOS, the trading members may please contact the Helpdesk on 022-6136 3100 / 6136 3171.

Name of the Company	<b>Sundaram-Clayton Limited</b>
Registered Office	Chaitanya, No.12, Khader Nawaz Khan Road, Nungambakkam, Chennai – 600 006 Tamil Nadu, India Telephone: 044-2833 2115 E-mail ID: corpsec@sundaramclayton.com Website: www.sundaram-clayton.com
Company Secretary & Compliance Officer	Mr. P. D. Dev Kishan Telephone: 044-2833 2115 E-mail ID: dev.kishan@sundaramclayton.com
Securities	2,02,32,104 Equity shares of Rs. 5/- each allotted pursuant to Scheme of Arrangement
Distinctive numbers	1 - 20232104
Scrip Code	544066
Group	T
Market Lot	1

Face Value & Paid up value	Rs. 5/- each fully paid		
Scrip ID on BOLT System	SUNCLAY		
Abbreviated name on BOLT	SUNCLAY		
ISIN No.	INE0Q3R01026		
Lock-in	Quantity	Dist. Nos.	Lock in upto
	NA		

1. The brief particulars of the Scheme of Arrangement are as mentioned below:

- a) The Scheme of Arrangement filed by the Company was approved by NCLT Chennai Bench vide its Order dated 06.03.2023.
- b) Appointed Date: 11.08.2023
- c) Effective date: 11.08.2023
- d) Date of Allotment: 31.08.2023
- e) Pursuant to the Scheme of Arrangement between TVS Holdings Limited (Formerly known as Sundaram- Clayton Limited) (Demerged Company) and Sundaram- Clayton Limited (Formerly known as Sundaram- Clayton DCD Limited) (Resulting Company) and their respective Shareholders and Creditors, sanctioned by NCLT Chennai Bench; whereby upon coming into effect of the scheme and in consideration of;

**For the transfer and vesting of the Demerged Undertaking being the business of manufacturing non-ferrous gravity and pressure die casting of TVS Holdings Limited, Sundaram- Clayton Limited issued and allotted Equity Shares to the shareholders of TVS Holdings Limited in the following proportion:**

**“1 (One) Fully Paid-Up Equity Share of Rs. 5/- each of Sundaram- Clayton Limited issued and allotted for every 1 (One) Fully Paid- Up Equity Share of Rs. 5/- each held in TVS Holdings Limited”**

Prior to the Scheme, the paid-up Equity Capital of Sundaram- Clayton Limited was Rs. 25,000/- consisting of 2,500 equity shares of Face Value of Rs.10/- each and the same shall stand cancelled upon the scheme coming effect.

The issued, subscribed and paid-up equity capital of Sundaram- Clayton Limited, post Arrangement is Rs. 10,11,60,520/- consisting of 202,32,104 equity shares of face Value of Rs. 5/- each fully paid.

2. As per Exchange Notice No. 20230822-14 dated 22.08.2023, TVS Holdings Limited had fixed Record date as 24.08.2023 for giving effect to the Scheme of Arrangement.
3. The Information Memorandum containing all the information about the company can be viewed at <https://www.bseindia.com/corporates/soa.aspx>
4. The name and address of the registrar and share transfer agent of the company is as mentioned below:

**Integrated Registry Management Services Private Limited**

2<sup>nd</sup> Floor, Kences Towers, No.1, Ramakrishna Street,

North Usman Road, T Nagar, Chennai - 600 017

Ph. No : +91 44 2814 0801/ 0803

E-mail ID: [corpserv@integratedindia.in](mailto:corpserv@integratedindia.in)

Website: <https://www.integratedindia.in>

5. The shareholding pattern of the company post Scheme of Arrangement is enclosed as Annexure-I

**Manu Thomas**  
**Additional General Manager**