



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

Sundaram-Clayton Limited

EXTRACT OF THE RESOLUTIONS PASSED BY THE SCHEME IMPLEMENTATION COMMITTEE OF DIRECTORS AT THEIR MEETING HELD ON 25TH MARCH 2023 AT THE REGISTERED OFFICE OF THE COMPANY AT "CHAITANYA", NO. 12, KHADER NAWAZ KHAN ROAD, NUNGAMBAKKAM, CHENNAI – 600006

CONSIDERING AND APPROVING THE ALLOTMENT OF 234,69,21,860 BONUS 9% CUMULATIVE NON-CONVERTIBLE REDEEMABLE PREFERENCE SHARES IN ACCORDANCE WITH THE SCHEME

"RESOLVED THAT in furtherance to the resolution dated 13th March 2023 passed by the Board of Directors of the Company and powers delegated therein to Scheme Implementation Committee ("**Committee**"), and in consultation with Registrar and Transfer Agent i.e., Integrated Services Management Private Limited, the Committee hereby identifies equity shareholders of the Company as on record date i.e., 24th March 2023 ("**Record Date 1**") that are eligible to receive bonus 9% Cumulative Non-Convertible Redeemable Preference Shares ("**NCRPS**") of Sundaram-Clayton Limited ("**Company**") in accordance with the Composite Scheme of Arrangement between the Company and TVS Holdings Private Limited and VS Investments Private Limited and Sundaram-Clayton DCD Limited and their respective shareholders and creditors ("**Scheme**") under Sections 230 to 232 of the Companies Act, 2013 read with the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 and approved by the National Company Law Tribunal, Chennai Bench vide its order dated 6th March 2023.

RESOLVED FURTHER THAT the Committee hereby allot 234,69,21,860 NCRPS, i.e. 116 NCRPS of face value of INR 10 each fully paid up issued at par, for every 1 equity share of INR 5 each fully paid up held by equity shareholder of the Company as on Record Date 1 in accordance with the Scheme as per the details mentioned below and subject to the terms and conditions mentioned in the information memorandum.





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The category wise details of NCRPS allotted to equity shareholders of the Company whose names are recorded in register of members of the Company and/or the records of the depository(ies) as equity shareholder of the Company as on Record Date 1:

Category	No of equity shares held as on Record Date 1	No of NCRPS	Amount (In INR)
Promoter & Promoter Group	1,50,65,293	174,75,73,988	1747,57,39,880
Public	51,66,792	59,93,47,872	599,34,78,720
Shares underlying DRs	-	-	-
Shares held by Employee trust	-	-	-
Non Promoter- Non Public	-	-	-
Total	2,02,32,085	234,69,21,860	2346,92,18,600

RESOLVED FURTHER THAT in compliance with Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021, and other applicable SEBI circulars, the information memorandum for issue of NCRPS by the Company, as placed before the Committee be and is hereby approved for filing with the stock exchanges, SEBI and other regulatory authorities.

RESOLVED FURTHER THAT any one of the Directors, and Mr R Raja Prakash, Company Secretary of the Company be and are appointed as authorised officers ("Authorised Officer(s)") and the Authorised Officer(s) are hereby severally authorised to do the following:

- prepare, negotiate, amend, alter, vary, modify, ratify and finalize the information memorandum approved by the Committee and to file, the information memorandum and other documents with SEBI, the Registrar of Companies, Tamil Nadu at Chennai ("ROC"), stock exchanges and to apply for the listing of such NCRPS on stock exchanges, as may be required by the

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- applicable laws and to sign and execute the listing application(s), various agreements including but not limited to, Simplified Listing Agreements, Agreement with Registrar & Transfer Agent, undertakings, deeds, declarations, affidavits, agreements, certificates, documents, etc., and all such other requisite documents and to do all such acts, deeds, matters and things, and to comply with all formalities as may be required in connection with and incidental to the aforesaid offering of NCRPS including compliance with the post Issue formalities and with power to settle any questions, difficulties or doubts that may arise in this regard to the Issue of such NCRPS as may be deemed fit;
- ii. seek, if required, any approval, consent or waiver from any/all concerned government and regulatory authorities in India, and/or any other approvals, consents or waivers that may be required, including but not limited to the approval of SEBI, stock exchanges etc, in connection with the issue, offer and allotment of the NCRPS;
 - iii. to issue advertisements in such newspapers as it may deem fit and proper in accordance with the applicable laws;
 - iv. to submit undertaking/certificates or provide clarifications to SEBI, the stock exchanges and any authority(ies);
 - v. do all such acts, deeds, matters and things and to negotiate, execute all such agreements, certificates, declarations, consents, documents, undertakings, instruments, applications, and/or giving such direction, including any direction to settle all questions, removing any difficulties or doubts that may arise from time to time or allotment of the NCRPS, in such manner as the Authorised Officer(s) may deem fit, and giving such directions and/or instructions as it may from time to time decide and accepting and giving effect to such modifications, changes, variations, alterations, deletions, additions as regards the terms and conditions, and taking such actions or giving such directions as may be necessary or desirable and as Authorised Officer(s) deems fit or as may be necessary or desirable etc., as may be required in relation to the issue of the NCRPS in terms of the Scheme;
 - vi. file necessary forms with RoC and various documents with such authorities as may be required and to do such other things in relation thereto; and
 - vii. carry out all the functions as mandated by the Committee from time to time, as may be applicable.





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RESOLVED FURTHER THAT the aforesaid resolutions shall come into effect immediately and a copy of the foregoing resolutions certified to be a true copy by any of the Directors and/ or Key Managerial Personnel of the Company be furnished to such parties concerned with respect to the issue and allotment of the NCRPS by the Company."

**/CERTIFIED TRUE COPY/
FOR SUNDARAM – CLAYTON LIMITED**

**R RAJA PRAKASH
COMPANY SECRETARY**