

Form No. MGT-7**Annual Return (other than OPCs and Small Companies)**

[Pursuant to sub-section (1) of section 92 of the Companies Act, 2013 and sub-rule (1) of rule 11 of the Companies (Management and Administration) Rules, 2014]

All fields marked in * are mandatory

Refer instruction kit for filing the form



Form language

☒ English ☐ Hindi**I REGISTRATION AND OTHER DETAILS**

i *Corporate Identity Number (CIN)

L51100TN2017PLC118316

ii (a) *Financial year for which the annual return is being filed (From date) (DD/MM/YYYY)

01/04/2024

(b) *Financial year for which the annual return is being filed (To date) (DD/MM/YYYY)

31/03/2025

(c) *Type of Annual filing

☒ Original☐ Revised

(d) SRN of MGT-7 filed earlier for the same financial years

iii

Particulars	As on filing date	As on the financial year end date
Name of the company	SUNDARAM-CLAYTON LIMITED	SUNDARAM-CLAYTON LIMITED
Registered office address	Chaitanya, No.12, Khader Nawaz Khan Road, Nungambakam, Chennai, Tamil Nadu, India, 600006	Chaitanya, No.12, Khader Nawaz Khan Road, Nungambakkam, Chennai, Tamil Nadu, India 600-006
Latitude details	13.06045	13.06045
Longitude details	80.245892	80.245892

(a) *Photograph of the registered office of the Company showing external building and name prominently visible

Name Board.pdf

(b) *Permanent Account Number (PAN) of the company

(c) *e-mail ID of the company

*****ec@sundaramclayton.com

(d) *Telephone number with STD code

04*****15

(e) Website

https://www.sundaramclayton.co

m/

iv *Date of Incorporation (DD/MM/YYYY)

29/08/2017

v (a) *Class of Company (as on the financial year end date)

(Private company/Public Company/One Person Company)

Public company

(b) *Category of the Company (as on the financial year end date)

(Company limited by shares/Company limited by guarantee/Unlimited company)

Company limited by shares

(c) *Sub-category of the Company (as on the financial year end date)

(Indian Non-Government company/Union Government Company/State Government Company/
Guarantee and association company/Subsidiary of Foreign Company)

Non-government company

vi *Whether company is having share capital (as on the financial year end date)

☒ Yes

☐ No

vii (a) Whether shares listed on recognized Stock Exchange(s)

☒ Yes

☐ No

(b) Details of stock exchanges where shares are listed

S. No.	Stock Exchange Name	Code
1	National Stock Exchange (NSE)	A1024 - National Stock Exchange (NSE)
2	Bombay Stock Exchange (BSE)	A1 - Bombay Stock Exchange (BSE)

viii Number of Registrar and Transfer Agent

1

CIN of the Registrar and Transfer Agent	Name of the Registrar and Transfer Agent	Registered office address of the Registrar and Transfer Agents	SEBI registration number of Registrar and Transfer Agent
U74900TN2015PTC101466	INTEGRATED REGISTRY MANAGEMENT SERVICES PRIVATE LIMITED	2nd Floor Kences Towers ,1 Ramakrishna Street North Usman Road T Nagar, NA, Chennai, Chennai, Tamil Nadu, India, 600017	INR000000544

ix * (a) Whether Annual General Meeting (AGM) held

☒ Yes

☐ No

(b) If yes, date of AGM (DD/MM/YYYY)

06/08/2025

(c) Due date of AGM (DD/MM/YYYY)

30/09/2025

(d) Whether any extension for AGM granted

☐ Yes

☒ No

(e) If yes, provide the Service Request Number (SRN) of the GNL-1 application form filed for extension

(f) Extended due date of AGM after grant of extension (DD/MM/YYYY)

(g) Specify the reasons for not holding the same

II PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

i *Number of business activities

1

S. No.	Main Activity group code	Description of Main Activity group	Business Activity Code	Description of Business Activity	% of turnover of the company
1	C	Manufacturing	32	Other manufacturing	100

III PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES (INCLUDING JOINT VENTURES)

i *No. of Companies for which information is to be given

9

S. No.	CIN /FCRN	Other registration number	Name of the company	Holding/ Subsidiary/Associate/Jo int Venture	% of shares held
1		47-5001198	Sundaram Holding USA Inc., USA	Subsidiary	100
2		00501370	Sundaram-Clayton (USA) Limited	Subsidiary	100
3		788209	Sundaram-Clayton GmbH, Germany	Subsidiary	100
4		47-5064479	Green hills Land Holding LLC	Subsidiary	0
5		00501371	Component Equipment Leasing LLC	Subsidiary	0
6		47-5086980	Sundaram Clayton (USA) LLC	Subsidiary	0
7		00449266	Premier Land Holding LLC	Subsidiary	0

8	U40108TN1994PLC029132		SUNDRAM NON-CONVENTIONAL ENERGY SYSTEMS LIMITED	Associate	23.53
9	U62020TN2024PTC172093		SCL PROPERTIES PRIVATE LIMITED	Subsidiary	100

IV SHARE CAPITAL, DEBENTURES AND OTHER SECURITIES OF THE COMPANY

i SHARE CAPITAL

(a) Equity share capital

Particulars	Authorised Capital	Issued capital	Subscribed capital	Paid Up capital
Total number of equity shares	25000000	22046162	22046162	22046162
Total amount of equity shares (in rupees)	125000000.00	110230810.00	110230810.00	110230810.00

Number of classes

1

Class of shares	Authorised Capital	Issued capital	Subscribed Capital	Paid Up capital
Equity shares				
Number of equity shares	25000000	22046162	22046162	22046162
Nominal value per share (in rupees)	5	5	5	5
Total amount of equity shares (in rupees)	125000000.00	110230810.00	110230810.00	110230810.00

(b) Preference share capital

Particulars	Authorised Capital	Issued capital	Subscribed capital	Paid Up capital
Total number of preference shares	2500000	0	0	0
Total amount of preference shares (in rupees)	25000000.00	0.00	0.00	0.00

Number of classes

1

Class of shares	Authorised Capital	Issued capital	Subscribed Capital	Paid Up capital
Preference Shares				
Number of preference shares	2500000	0	0	0
Nominal value per share (in rupees)	10	10	10	10
Total amount of preference shares (in rupees)	25000000.00	0.00	0.00	0.00

(c) Unclassified share capital

Particulars	Authorised Capital
Total amount of unclassified shares	0

(d) Break-up of paid-up share capital

Particulars	Number of shares			Total Nominal Amount	Total Paid-up amount	Total premium
	Physical	DEMAT	Total			
(i) Equity shares						
At the beginning of the year	0	20232104	20232104.00	101160520	101160520	
Increase during the year	0.00	1814058.00	1814058.00	9070290.00	9070290.00	
i Public Issues	0	0	0.00	0	0	
ii Rights issue	0	0	0.00	0	0	
iii Bonus issue	0	0	0.00	0	0	
iv Private Placement/ Preferential allotment	0	0	0.00	0	0	
v ESOPs	0	0	0.00	0	0	
vi Sweat equity shares allotted	0	0	0.00	0	0	
vii Conversion of Preference share	0	0	0.00	0	0	
viii Conversion of Debentures	0	0	0.00	0	0	
ix GDRs/ADRs	0	0	0.00	0	0	

Particulars	Number of shares			Total Nominal Amount	Total Paid-up amount	Total premium
x Others, specify <div>Qualified Institutional Placement</div>	0	1814058	1814058.00	9070290	9070290	
Decrease during the year	0.00	0.00	0.00	0.00	0.00	
i Buy-back of shares	0	0	0.00	0	0	
ii Shares forfeited	0	0	0.00	0	0	
iii Reduction of share capital	0	0	0.00	0	0	
iv Others, specify <div>Nil</div>	0	0	0.00	0	0	
At the end of the year	0.00	22046162.00	22046162.00	110230810.00	110230810.00	
(ii) Preference shares						
At the beginning of the year	0	873032	873032.00	8730320	8730320	
Increase during the year	0.00	0.00	0.00	0.00	0.00	
i Issues of shares	0	0	0.00	0	0	
ii Re-issue of forfeited shares	0	0	0.00	0	0	
iii Others, specify <div>Nil</div>	0	0	0.00	0	0	
Decrease during the year	0.00	873032.00	873032.00	8730320.00	8730320.00	
i Redemption of shares	0	873032	873032.00	8730320	8730320	
ii Shares forfeited	0	0	0.00	0	0	
iii Reduction of share capital	0	0	0.00	0	0	
iv Others, specify <div>Nil</div>	0	0	0.00	0	0	
At the end of the year	0.00	0.00	0.00	0.00	0.00	

ISIN of the equity shares of the company

INE0Q3R01026

ii Details of stock split/consolidation during the year (for each class of shares)

0

Class of shares		
Before split / Consolidation		
	Number of shares	
	Face value per share	
After split / consolidation		
	Number of shares	
	Face value per share	

iii Details of shares/Debentures Transfers since closure date of last financial year (or in the case of the first return at any time since the incorporation of the company)

☒ Nil

Number of transfers

Attachments:

1. Details of shares/Debentures Transfers

iv Debentures (Outstanding as at the end of financial year)

(a) Non-convertible debentures

*Number of classes

1

Classes of non-convertible debentures	Number of units	Nominal value per unit	Total value (Outstanding at the end of the year)
Non-Convertible Debentures	1000	500000	500000000.00
Total	1000.00	500000.00	500000000.00

Classes of non-convertible debentures	Outstanding as at the beginning of the year	Increase during the year	Decrease during the year	Outstanding as at the end of the year
Non-Convertible Debentures	1000000000	0	500000000	500000000.00
Total	1000000000.00	0.00	500000000.00	500000000.00

(b) Partly convertible debentures

*Number of classes

0

Classes of partly convertible debentures	Number of units	Nominal value per unit	Total value (Outstanding at the end of the year)
Total			

Classes of partly convertible debentures	Outstanding as at the beginning of the year	Increase during the year	Decrease during the year	Outstanding as at the end of the year
Total				

(c) Fully convertible debentures

*Number of classes

0

Classes of fully convertible debentures	Number of units	Nominal value per unit	Total value (Outstanding at the end of the year)
Total			

Classes of fully convertible debentures	Outstanding as at the beginning of the year	Increase during the year	Decrease during the year	Outstanding as at the end of the year
Total				

(d) Summary of Indebtedness

Particulars	Outstanding as at the beginning of the year	Increase during the year	Decrease during the year	Outstanding as at the end of the year
Non-convertible debentures	1000000000.00	0.00	500000000.00	500000000.00
Partly convertible debentures				
Fully convertible debentures				
Total	1000000000.00	0.00	500000000.00	500000000.00

v Securities (other than shares and debentures)

0

Type of Securities	Number of Securities	Nominal Value of each Unit	Total Nominal Value	Paid up Value of each Unit	Total Paid up Value
Total	0.00		0.00		0.00

V Turnover and net worth of the company (as defined in the Companies Act, 2013)

i *Turnover

21091403441

ii * Net worth of the Company

14240880502

VI SHARE HOLDING PATTERN

A Promoters

S. No	Category	Equity		Preference	
		Number of shares	Percentage	Number of shares	Percentage
1	Individual/Hindu Undivided Family				
	(i) Indian	1189386	5.39	0	0.00
	(ii) Non-resident Indian (NRI)	0	0.00	0	0.00

	(iii) Foreign national (other than NRI)	0	0.00	0	0.00
2	Government				
	(i) Central Government	0	0.00	0	0.00
	(ii) State Government	0	0.00	0	0.00
	(iii) Government companies	0	0.00	0	0.00
3	Insurance companies	0	0.00	0	0.00
4	Banks	0	0.00	0	0.00
5	Financial institutions	0	0.00	0	0.00
6	Foreign institutional investors	0	0.00	0	0.00
7	Mutual funds	0	0.00	0	0.00
8	Venture capital	0	0.00	0	0.00
9	Body corporate (not mentioned above)	1514378	6.87	0	0.00
10	Others	10943387	49.64	0	0.00
	Trusts				
	Total	13647151.00	61.90	0.00	0.00

Total number of shareholders (promoters)

6

B Public/Other than promoters

S. No	Category	Equity		Preference	
		Number of shares	Percentage	Number of shares	Percentage
1	Individual/Hindu Undivided Family				
	(i) Indian	3167189	14.37	0	0.00
	(ii) Non-resident Indian (NRI)	77525	0.35	0	0.00

	(iii) Foreign national (other than NRI)	83	0.00	0	0.00
2	Government				
	(i) Central Government	0	0.00	0	0.00
	(ii) State Government	0	0.00	0	0.00
	(iii) Government companies	0	0.00	0	0.00
3	Insurance companies	0	0.00	0	0.00
4	Banks	2	0.00	0	0.00
5	Financial institutions	0	0.00	0	0.00
6	Foreign institutional investors	206759	0.94	0	0.00
7	Mutual funds	3795768	17.22	0	0.00
8	Venture capital	0	0.00	0	0.00
9	Body corporate (not mentioned above)	445497	2.02	0	0.00
10	Others	706188	3.20	0	0.00
	<div>OTHERS</div>				
	Total	8399011.00	38.10	0.00	0.00

Total number of shareholders (other than promoters)

22804

Total number of shareholders (Promoters + Public/Other than promoters)

22810.00

Breakup of total number of shareholders (Promoters + Other than promoters)

Sl.No	Category	
1	Individual - Female	3048
2	Individual - Male	5130
3	Individual - Transgender	0
4	Other than individuals	14632
	Total	22810.00

Name of the FII	Address	Date of Incorporation	Country of Incorporation	Number of shares held	% of shares held
LOS ANGELES CITY EMPLOYEES RETIREMENT SYSTEM	-	01/04/2025		798	0.01
THE EMERGING MARKETS SMALL CAP SERIES OF THE DFA INVESTMENT TRUST COMPANY	-	01/04/2025		8433	0.04
EMERGING MARKETS CORE EQUITY PORTFOLIO (THE PORTFOLIO) OF DFA INVESTMENT DIMENSI	-	01/04/2025		19306	0.09
UNITED NATIONS FOR AND ON BEHALF OF THE UNITED NATIONS JOINT STAFF PENSION FUND	-	01/04/2025		2295	0.01
EMERGING MARKETS SOCIAL CORE EQUITY PORTFOLIO OF DFA INVESTMENT DIMENSIONS GROUP	-	01/04/2025		2777	0.01
UTAH STATE RETIREMENT SYSTEMS	-	01/04/2025		200	0.01
CITY OF LOS ANGELES FIRE AND POLICE PENSION PLAN	-	01/04/2025		1437	0.01
DIMENSIONAL EMERGING MARKETS VALUE FUND	-	01/04/2025		2169	0.01

WORLD EX U.S. TARGETED VALUE PORTFOLIO OF DFA INVESTMENT DIMENSIONS GROUP INC.	-	01/04/2025		839	0.01
WORLD EX U.S. CORE EQUITY PORTFOLIO OF DFA INVESTMENT DIMENSIONS GROUP INC.	-	01/04/2025		1656	0.01
MORGAN STANLEY ASIA (SINGAPORE) PTE. - ODI	-	01/04/2025		592	0.01
NORTHERN TRUST COLLECTIVE EMERGING MARKETS SMALL CAP INDEX FUND- NON LENDING	-	01/04/2025		5931	0.02
EMERGING MARKETS SUSTAINABILITY CORE 1 PORTFOLIO	-	01/04/2025		1384	0.01
EMERGING MARKETS TARGETED VALUE PORTFOLIO	-	01/04/2025		898	0.01
ISHARES MSCI EM SMALL CAP UCITS ETF	-	01/04/2025		746	0.01
ISHARES MSCI INDIA SMALL-CAP ETF	-	01/04/2025		16359	0.07
SPARTAN GROUP TRUST FOR EMPLOYEE BENEFIT PLANS SPARTAN TOTAL INTERNATIONAL INDEX	-	01/04/2025		541	0.01

DIMENSIONAL EMERGING CORE EQUITY MARKET ETF OF DIMENSIONAL ETF TRUST	-	01/04/2025		441	0.01
DIMENSIONAL WORLD EX U.S. CORE EQUITY 2 ETF OF DIMENSIONAL ETF TRUST	-	01/04/2025		2010	0.01
EMERGING MARKETS EX CHINA CORE EQUITY PORTFOLIO OF DFA INVESTMENT DIMENSIONS GRO	-	01/04/2025		1504	0.01
EMERGING MARKETS SUSTAINABILITY CORE EQUITY FUND OF DIMENSIONAL FUNDS PLC	-	01/04/2025		166	0.01
DIMENSIONAL EMERGING MARKETS VALUE ETF OF DIMENSIONAL ETF TRUST	-	01/04/2025		596	0.01
DIMENSIONAL EMERGING MARKETS VALUE ETF OF DIMENSIONAL ETF TRUST	-	01/04/2025		1524	0.01
WORLD ALLOCATION 60/40 FUND OF DIMENSIONAL FUNDS PLC	-	01/04/2025		337	0.01
DIMENSIONAL EMERGING MARKETS SUSTAINABILITY CORE 1 ETF OF DIMENSIONAL ETF TRUST	-	01/04/2025		20	0.01

VII NUMBER OF PROMOTERS, MEMBERS, DEBENTURE HOLDERS

[Details of Promoters, Members (other than promoters), Debenture holders]

Details	At the beginning of the year	At the end of the year
Promoters	6	6
Members (other than promoters)	22944	22804
Debenture holders	1	1

VIII DETAILS OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

A Composition of Board of Directors

Category	Number of directors at the beginning of the year		Number of directors at the end of the year		Percentage of shares held by directors as at the end of year	
	Executive	Non-executive	Executive	Non-executive	Executive	Non-executive
A Promoter	2	0	2	0	5.1	0
B Non-Promoter	1	5	1	6	0.00	0.00
i Non-Independent	1	2	1	2	0	0
ii Independent	0	3	0	4	0	0
C Nominee Directors representing	0	0	0	0	0.00	0.00
i. Banks and FIs	0	0	0	0	0	0
ii Investing institutions	0	0	0	0	0	0
iii Government	0	0	0	0	0	0
iv Small share holders	0	0	0	0	0	0
v Others	0	0	0	0	0	0
Total	3	5	3	6	5.10	0.00

*Number of Directors and Key managerial personnel (who is not director) as on the financial year end date

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B (i) Details of directors and Key managerial personnel as on the closure of financial year

Name	DIN/PAN	Designation	Number of equity shares held	Date of cessation (after closure of financial year : If any) (DD/MM/YYYY)
VENU SRINIVASAN	00051523	Managing Director	966600	
VENU LAKSHMI	02702020	Managing Director	165043	
SASIKALA VARADACHARI	07132398	Director	0	
VIVEK SHRIPAD JOSHI	09522758	Whole-time director	10	
RAJARANGAMANI GOPALAN	01624555	Director	0	
NARASIMHAN RAJESH	07824276	Director	0	
CHITTRANJAN DUA	00036080	Director	0	
RAMASWAMY ANANDAKRISHNAN	07806173	Director	5	
PERIAKARUPPA NADAR KANIAPPAN	02696192	Director	0	
VIVEK SHRIPAD JOSHI		CEO	10	
AJAY KUMAR		CFO	1	31/08/2025
PONNERI DIVAKAR DEVKISHAN		Company Secretary	1	

B (ii) *Particulars of change in director(s) and Key managerial personnel during the year

4

Name	DIN/PAN	Designation at the beginning / during the financial year	Date of appointment/ change in designation/ cessation (DD/MM/YYYY)	Nature of change (Appointment/ Change in designation/ Cessation)
VENU SRINIVASAN	00051523	Managing Director	23/05/2024	Change in designation
VENU LAKSHMI	02702020	Managing Director	22/03/2025	Change in designation
PERIAKARUPPA NADAR KANIAPPAN	02696192	Additional Director	03/07/2024	Appointment
PERIAKARUPPA NADAR KANIAPPAN	02696192	Director	09/08/2024	Change in designation

IX MEETINGS OF MEMBERS/CLASS OF MEMBERS/ BOARD/COMMITTEES OF THE BOARD OF DIRECTORS

A MEMBERS/CLASS /REQUISITIONED/NCLT/COURT CONVENED MEETINGS

*Number of meetings held

1

Type of meeting	Date of meeting (DD/MM/YYYY)	Total Number of Members entitled to attend meeting	Attendance	
			Number of members attended	% of total shareholding
Annual General Meeting	09/08/2024	23910	101	55.11

B BOARD MEETINGS

*Number of meetings held

7

S.No	Date of meeting (DD/MM/YYYY)	Total Number of directors as on the date of meeting	Attendance	
			Number of directors attended	% of attendance
1	10/05/2024	8	7	87.50
2	03/07/2024	9	9	100.00
3	09/08/2024	9	8	88.89
4	12/11/2024	9	9	100.00
5	31/01/2025	9	9	100.00
6	19/02/2025	9	9	100.00
7	31/03/2025	9	8	88.89

C COMMITTEE MEETINGS

Number of meetings held

13

S.No	Type of meeting	Date of meeting (DD/MM/YYYY)	Total Number of Members as on the date of meeting	Attendance	
				Number of members attended	% of attendance
1	Audit Committee	10/05/2024	3	3	100.00
2	Audit Committee	03/07/2024	3	3	100.00

3	Audit Committee	09/08/2024	3	3	100.00
4	Audit Committee	12/11/2024	3	3	100.00
5	Audit Committee	31/01/2025	3	3	100.00
6	Audit Committee	31/03/2025	3	2	66.67
7	Nomination and Remuneration Committee	10/05/2024	3	3	100.00
8	Nomination and Remuneration Committee	03/07/2024	4	4	100.00
9	Nomination and Remuneration Committee	12/11/2024	4	4	100.00
10	Stakeholders Relationship Committee	12/11/2024	3	3	100.00
11	Risk Management Committee	09/08/2024	4	4	100.00
12	Risk Management Committee	31/01/2025	4	3	75.00
13	Corporate Social Responsibility Committee	10/05/2024	3	3	100.00

D ATTENDANCE OF DIRECTORS

S. No	Name of the Director	Board Meetings			Committee Meetings			Whether attended AGM held on
		Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	
								06/08/2025 (Y/N/NA)
1	venu srinivasan	7	7	100.00	1	1	100.00	Yes
2	venu lakshmi	7	7	100.00	4	2	50.00	Yes
3	sasikala varadachari	7	7	100.00	12	12	100.00	Yes
4	vivek shripad joshi	7	6	85.71	2	2	100.00	Yes
5	rajarangamani gopalan	7	6	85.71	10	9	90.00	Yes
6	narasimhan rajesh	7	6	85.71	1	1	100.00	Yes

7	CHITTRANJAN DUA	7	7	100.00	11	11	100.00	No
8	RAMASWAMY ANANDAKRISHNAN	7	7	100.00	2	2	100.00	Yes
9	PERIAKARUPPA NADAR KANIAPPAN	6	6	100.00	0	0	0.00	Yes

X REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

☐ Nil

A *Number of Managing Director, Whole-time Directors and/or Manager whose remuneration details to be entered

3

S. No.	Name	Designation	Gross salary	Commission	Stock Option/ Sweat equity	Others	Total amount
1	VENU SRINIVASAN	Managing director	138600	0	0	0	138600.00
2	VENU LAKSHMI	Managing director	18700000	30000000	0	0	48700000.00
3	VIVEK SHRIPAD JOSHI	Whole-time director	40500000	0	0	0	40500000.00
	Total		59338600.00	30000000.00	0.00	0.00	89338600.00

B *Number of CEO, CFO and Company secretary whose remuneration details to be entered

2

S. No.	Name	Designation	Gross salary	Commission	Stock Option/ Sweat equity	Others	Total amount
1	AJAY KUMAR	CFO	18655000	0	0	0	18655000.00
2	PONNERI DIVAKAR DEVKISHAN	Company Secretary	0	0	0	0	0.00
	Total		18655000.00	0.00	0.00	0.00	18655000.00

C *Number of other directors whose remuneration details to be entered

6

S. No.	Name	Designation	Gross salary	Commission	Stock Option/ Sweat equity	Others	Total amount
1	SASIKALA VARADACHARI	Director	0	1500000	0	400000	1900000.00
2	RAJARANGAMANI GOPALAN	Director	0	1500000	0	310000	1810000.00
3	NARASIMHAN RAJESH	Director	0	0	0	140000	140000.00

4	CHITTRANJAN DUA	Director	0	1500000	0	340000	1840000.00
5	RAMASWAMY ANANDAKRISHNAN	Director	0	0	0	180000	180000.00
6	PERIAKARUPPA NADAR KANIAPPAN	Director	0	1125000	0	120000	1245000.00
	Total		0.00	5625000.00	0.00	1490000.00	7115000.00

XI MATTERS RELATED TO CERTIFICATION OF COMPLIANCES AND DISCLOSURES

A *Whether the company has made compliances and disclosures in respect of applicable provisions of the Companies Act, 2013 during the year ☒ Yes ☐ No

B If No, give reasons/observations

XII PENALTY AND PUNISHMENT – DETAILS THEREOF

A *DETAILS OF PENALTIES / PUNISHMENT IMPOSED ON COMPANY/ DIRECTORS/OFFICERS ☒ Nil

Name of the company/ directors/ officers	Name of the court/ concerned Authority	Date of Order (DD/MM/YYYY)	Name of the Act and section under which penalised / punished	Details of penalty/ punishment	Details of appeal (if any) including present status

B *DETAILS OF COMPOUNDING OF OFFENCES ☒ Nil

Name of the company/ directors/ officers	Name of the court/ concerned Authority	Date of Order (DD/MM/YYYY)	Name of the Act and section under which offence committed	Particulars of offence	Amount of compounding (in rupees)

XIII Details of Shareholder / Debenture holder

Number of shareholder/ debenture holder

22811

XIV Attachments

(a) List of share holders, debenture holders

SCL_MGT-7_2024-2025_Details of
Shareholder or Debenture
holder.xlsm

(b) Optional Attachment(s), if any

Letter to RoC.pdf
SCL Form MGT 8 2025.pdf

XV COMPLIANCE OF SUB-SECTION (2) OF SECTION 92, IN CASE OF LISTED COMPANIES

In case of a listed company or a company having paid up share capital of Ten Crore rupees or more or turnover of Fifty Crore rupees or more, details of company secretary in whole time practice certifying the annual return in Form MGT-8.

I/We certify that:

- (a) The return states the facts, as they stood on the date of the closure of the financial year aforesaid correctly and adequately.
- (b) Unless otherwise expressly stated to the contrary elsewhere in this return, the Company has complied with applicable provisions of the Act during the financial year.
- (c) The company has not, since the date of the closure of the last financial year with reference to which the last return was submitted or in the case of a first return since the date of incorporation of the company, issued any invitation to the public to subscribe for any securities of the company.
- (d) Where the annual return discloses the fact that the number of members, (except in case of one person company), of the company exceeds two hundred, the excess consists wholly of persons who under second proviso to clause (ii) of sub-section (68) of section 2 of the Act are not to be included in reckoning the number of two hundred.

I/ We have examined the registers, records and books and papers of

SUNDARAM-CLAYTON
LIMITED

as required to be

maintained under the Companies Act, 2013 (the Act) and the rules made thereunder for the financial year ended on

(DD/MM/YYYY) 31/03/2025

In my/ our opinion and to the best of my information and according to the examinations carried out by me/ us and explanations furnished to me/ us by the company, its officers and agents, I/ we certify that:

A The Annual Return states the facts as at the close of the aforesaid financial year correctly and adequately.

B During the aforesaid financial year the Company has complied with provisions of the Act & Rules made there under in respect of:

- 1 its status under the Act;
- 2 maintenance of registers/records & making entries therein within the time prescribed therefor;
- 3 filing of forms and returns as stated in the annual return, with the Registrar of Companies, Regional Director, Central Government, the Tribunal, Court or other authorities within/beyond the prescribed time;
- 4 calling/ convening/ holding meetings of Board of Directors or its committees, if any, and the meetings of the members of the company on due dates as stated in the annual return in respect of which meetings, proper notices were given and the proceedings including the circular resolutions and resolutions passed by postal ballot, if any, have been properly recorded in the Minute Book/registers maintained for the purpose and the same have been signed;
- 5 closure of Register of Members / Security holders, as the case may be.
- 6 advances/loans to its directors and/or persons or firms or companies referred in section 185 of the Act;
- 7 contracts/arrangements with related parties as specified in section 188 of the Act;
- 8 issue or allotment or transfer or transmission or buy back of securities/ redemption of preference shares or debentures/ alteration or reduction of share capital/ conversion of shares/ securities and issue of security certificates in all instances;
- 9 keeping in abeyance the rights to dividend, rights shares and bonus shares pending registration of transfer of shares in compliance with the provisions of the Act

10 declaration/ payment of dividend; transfer of unpaid/ unclaimed dividend/other amounts as applicable to the Investor Education and Protection Fund in accordance with section 125 of the Act;
11 signing of audited financial statement as per the provisions of section 134 of the Act and report of directors is as per sub - sections (3), (4) and (5) thereof;
12 constitution/ appointment/ re-appointments/ retirement/ filling up casual vacancies/ disclosures of the Directors, Key Managerial Personnel and the remuneration paid to them;
13 appointment/ reappointment/ filling up casual vacancies of auditors as per the provisions of section 139 of the Act;
14 approvals required to be taken from the Central Government, Tribunal, Regional Director, Registrar, Court or such other authorities under the various provisions of the Act;
15 acceptance/ renewal/ repayment of deposits;
16 borrowings from its directors, members, public financial institutions, banks and others and creation/ modification/ satisfaction of charges in that respect, wherever applicable;
17 loans and investments or guarantees given or providing of securities to other bodies corporate or persons falling under the provisions of section 186 of the Act ;
18 alteration of the provisions of the Memorandum and/ or Articles of Association of the Company;

To be digitally signed by

Name

B CHANDRA

Date (DD/MM/YYYY)

18/09/2025

Place

Chennai

Whether associate or fellow:

☒ Associate

☐ Fellow

Certificate of practice number

7*5*

XVI Declaration under Rule 9(4) of the Companies (Management and Administration) Rules, 2014

*(a) DIN/PAN/Membership number of Designated Person

*(b) Name of the Designated Person

PONNERI DIVAKAR DEVKISHAN

Declaration

I am authorised by the Board of Directors of the Company vide resolution number*

57

dated*

(DD/MM/YYYY)

07/09/2022

to sign this form and declare that all the requirements of Companies Act, 2013

and the rules made thereunder in respect of the subject matter of this form and matters incidental thereto have been complied with. I further declare that:

- 1 Whatever is stated in this form and in the attachments thereto is true, correct and complete and no information material to the subject matter of this form has been suppressed or concealed and is as per the original records maintained by the company.
- 2 All the required attachments have been completely and legibly attached to this form.

***To be digitally signed by**

***Designation**

(Director /Liquidator/ Interim Resolution Professional (IRP)/Resolution Professional (RP))

Director

***DIN of the Director; or PAN of the Interim Resolution Professional (IRP) or Resolution Professional (RP) or Liquidator**

0*0*1*2*

***To be digitally signed by**

☒ Company Secretary ☐ Company secretary in practice

***Whether associate or fellow:**

☒ Associate ☐ Fellow

Membership number

3*1*3

Certificate of practice number

Note: Attention is drawn to provisions of Section 448 and 449 of the Companies Act, 2013 which provide for punishment for false statement / certificate and punishment for false evidence respectively.

For office use only:

eForm Service request number (SRN)

AB8005387

eForm filing date (DD/MM/YYYY)

08/10/2025

This eForm has been taken on file maintained by the Registrar of Companies through electronic mode and on the basis of statement of correctness given by the company



FORM NO. MGT.8

**[Pursuant to Section 92(2) of the Companies Act, 2013 and Rule 11(2) of
the Companies (Management and Administration) Rules, 2014]**

CERTIFICATE BY A COMPANY SECRETARY IN PRACTICE

I, B Chandra, Practising Company Secretary with Membership No. 20879 and CP No. 7859 have examined the registers, records and books and papers of Sundaram-Clayton Limited (Formerly Known as Sundaram-Clayton DCD Limited), bearing CIN L51100TN2017PLC118316, as required to be maintained under the Companies Act, 2013 (the Act) and the rules made thereunder for the financial year ended on 31st March 2025.

I further state that:

- a. Maintenance of secretarial records is the responsibility of the management of the Company. My responsibility is to express an opinion on these secretarial records based on my audit.
- b. I have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. I believe that the processes and practices, I followed provide a reasonable basis for our opinion.
- c. I have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.

In my opinion and to the best of my information and according to the examinations carried out by me and explanations furnished to me by the company, its officers and agents, I certify that:

- A. the Annual Return states the facts as at the close of the aforesaid financial year correctly and adequately.
- B. during the aforesaid financial year, the Company has complied with provisions of the Act & Rules made there under in respect of:
 1. its status under the Act as a Listed Public Company.
 2. maintenance of registers/records & making entries therein within the time prescribed therefor;

B Chandra



3. filing of forms and returns as stated in the annual return, with the Registrar of Companies, Regional Director, Central Government, the Tribunal, Court or other authorities within/beyond the prescribed time.
4. calling/convening/holding meetings of Board of Directors or its committees, if any, and the meetings of the members of the company on due dates as stated in the annual return in respect of which meetings, proper notices were given and the proceedings of the Postal ballots including the circular resolutions have been properly recorded in the Minute Book/registers maintained for the purpose and the same have been signed;
5. register of Members/Security holders was not closed;
6. the company has not given advances/granted loans to its directors and/or persons or firms or companies referred in section 185 of the Act;
7. contracts/arrangements with related parties as specified in section 188 of the Act. As per the information furnished by the Company, the Related Party Transactions with an entity under common control post listing were within the 10% of the turnover of the Company. However, the Company has obtained prior approval of the shareholders for the transactions with TVS Motor Company Limited, a related party, which were considered material in accordance with Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
8. issue or allotment of 18,14,058 Equity Shares of Rs.5/- each (face value) at a price of Rs. 2,205/- per Equity Share (including a premium of Rs.2,200/- per Equity Share) aggregating to Rs. 399,99,97,890/- (through Qualified Institutions Placement (QIP) or transfer or transmission and issue of security certificates, /redemption of preference shares in all instances; Further the provisions relating to issue or buy back of securities or debentures/alteration or reduction of share capital/conversion of shares/securities were not applicable during the said period;
9. keeping in abeyance the rights to dividend, rights shares and bonus shares pending registration of transfer of shares in compliance with the provisions of the Act during the said period;
10. declaration/payment of dividend including interim dividend on 21.03.2025; transfer of unpaid/unclaimed dividend/other amounts as applicable to the Investor Education and Protection Fund in accordance with section 125 of the Act;
11. signing of audited financial statement as per the provisions of section 134 of the Act and report of directors is as per sub - sections (3), (4) and (5) thereof;
12. constitution/ appointment of Directors and Managing Director/ change in category of Directors /re-appointments/ retirement/ filling up casual vacancies/ disclosures of the Directors, Key Managerial Personnel and the remuneration paid to them;
13. appointment/reappointment of auditors as per the provisions of Section 139 of the Act did not arise;



B. Chandra

14. the Company has not accepted/renewed/repaid deposits;
15. borrowings from ~~its directors, members, public financial institutions~~, banks and others and creation/ modification/ satisfaction of charges in that respect, wherever applicable;

Place: Chennai
Date: 08.10.2025

Signature:



Name of Company Secretary in practice: B CHANDRA

C.P. No.: 7859

UDIN A020879G001487509

Peer Review No. 6198/2024